NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND MANAGEMENT PROXY CIRCULAR

November 1, 2019

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EXFO Inc.
MANAGEMENT PROXY CIRCULAR

VOTING INFORMATION AND PROXIES

Solicitation of Proxies

This Management Proxy Circular ("Circular") is provided in connection with the solicitation by the Management of EXFO Inc. (the "Corporation" or "EXFO") of proxies to be used at the Annual Meeting of shareholders (the "Meeting") of the Corporation to be held at the time and place and for the purposes stated in the accompanying Notice of Meeting and at any adjournment thereof. Unless otherwise indicated, the information contained herein is given as at November 1, 2019.

It is expected that the solicitation will be made primarily by mail and e-mail, but proxies may also be solicited personally by officers, employees or agents of the Corporation. The Corporation may also reimburse brokers and other persons holding shares in their names or in the names of nominees, for their costs incurred in sending proxy material to principals and obtaining their proxies. The cost of solicitation will be borne by the Corporation and is expected to be nominal.

Appointment and Revocation of Proxies and Attendance of Beneficial Shareholders

The persons named in the enclosed Form of Proxy (the "Form of Proxy") are officers of the Corporation. **A shareholder desiring to appoint some other person (who need not be a shareholder) to represent him or her at the Meeting may do so by inserting such person's name in the blank space provided in the Form of Proxy and checking item (B).**

To be valid, votes or proxies must be received at the Toronto, Canada office of AST Trust Company (Canada), 1 Toronto Street, Suite 1200, Toronto, Ontario, M5C 2V6, the transfer agent of the Corporation, no later than the close of business on the last business day preceding the day of the Meeting or any adjournment thereof, or proxies may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof. A beneficial shareholder who completes a Form of Proxy and who wishes to attend and vote at the Meeting personally must appoint himself or herself proxy holder in the foregoing manner.

A proxy given pursuant to this solicitation may be revoked by instrument in writing executed by the shareholder or by his or her attorney authorized in writing if such instrument is deposited either at the registered office of the Corporation to the attention of the Corporate Secretary or at the Toronto, Canada office of the Corporation's transfer agent no later than the close of business on the last business day preceding the day of the Meeting or any adjournment thereof or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof.

Voting of Proxies

The shares represented by proxies appointing the persons, or any one of them, designated by Management thereon to represent the shareholder at the Meeting will be voted in accordance with the instructions given by the shareholder. **Unless otherwise indicated, the voting rights attached to the shares represented by a Form of Proxy will be voted "FOR" in respect of all the proposals described herein.**

The Form of Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the accompanying Notice of Meeting. As at the date hereof, Management is not aware that any other matter is to be presented at the Meeting. If, however, other matters properly come before the Meeting, the persons designated in the Form of Proxy will vote thereon in accordance with their judgment pursuant to the discretionary authority conferred by such proxy with respect to such matters. A shareholder desiring to vote by telephone should call 1-888-489-7352 or to vote electronically must go to the following site: www.astvotemyproxy.com and enter the personalized 13-digit control number printed on the enclosed Form of Proxy and follow the instructions on the screen or otherwise fax or e-mail or mail the enclosed Form of Proxy.

Voting Shares and Principal Holders Thereof

As at November 1, 2019, 23,875,591 Subordinate Voting Shares and 31,643,000 Multiple Voting Shares were outstanding, being the only classes of shares of the Corporation entitled to be voted at the Meeting. Each holder of Subordinate Voting Shares is entitled to one (1) vote and the holder of Multiple Voting Shares is entitled to ten (10) votes for each share registered in his or her name at the close of business on November 11, 2019, being the date fixed by the Board of Directors for the purpose of determining registered shareholders entitled to receive the accompanying Notice of Meeting and to vote (the "Record Date"). A list of shareholders entitled to vote as of the Record Date, showing the number of shares held by each shareholder, shall be prepared within ten (10) days of the Record Date. This list of shareholders will be available for inspection during normal business hours at the Montreal office of AST Trust Company (Canada), the transfer agent of the Corporation, 2001 Robert-Bourassa Boulevard, Suite 1600, Montreal, Quebec, Canada, H3A 2A6, and at the Meeting.

Unless otherwise indicated, the resolutions submitted to a vote at the Meeting must be passed by a majority of the votes cast by the holders of Subordinate Voting Shares and Multiple Voting Shares, as a single class, present at the Meeting in person or by proxy and voting in respect of all resolutions to be voted on by the shareholders of the Corporation.

To the knowledge of executive officers and directors of the Corporation, as at November 1, 2019, the only persons who are beneficial owners or who exercise control or direction, directly or indirectly, over shares carrying more than 10% of the voting rights attaching to any class of shares of the Corporation are:

Name of Shareholder	Number of Subordinate Voting Shares	Percentage of Voting Rights Attached to All Subordinate Voting Shares	Number of Multiple Voting Shares (1)	Percentage of Voting Rights Attached to All Multiple Voting Shares	Percentage of Voting Rights Attached to All Subordinate and Multiple Voting Shares
Germain Lamonde	3,672,474 (2)	15.38%	31,643,000 (3)	100%	94.06%

(1) The holder of Multiple Voting Shares is entitled to ten (10) votes for each share.

(2) Mr. Lamonde exercises control over 3,191,666 Subordinate Voting Shares through G. Lamonde Investissements Financiers Inc., a company controlled by Mr. Lamonde. Mr. Lamonde exercises control over 316,247 Subordinate Voting Shares through 9356-8988 Québec Inc., a company controlled by Mr. Lamonde. Mr. Lamonde exercises direct control over 164,561 Subordinate Voting Shares.

(3) Mr. Lamonde exercises control over 29,743,000 Multiple Voting Shares through G. Lamonde Investissements Financiers Inc., a company controlled by Mr. Lamonde. Mr. Lamonde exercises control over 1,900,000 Multiple Voting Shares through 9356-8988 Québec Inc., a company controlled by Mr. Lamonde.

Electronic Delivery

The Corporation has a voluntary program for e-mail notification to its shareholders advising them that documents which must be delivered pursuant to securities legislation are available on the Corporation's website. Every year, as required by law governing public companies, the Corporation delivers documentation to shareholders, such as this Circular and the Corporation's annual consolidated financial statements together with the auditors' report thereon. The Corporation has made the delivery of such documents more convenient for its shareholders, as shareholders who so wish may be notified by e-mail when the Corporation's documentation is posted in the "Investors" section on its website (www.EXFO.com). Accordingly, such documentation will not be sent to such shareholders in paper form by mail. The Corporation believes that electronic delivery will benefit the environment and reduce its costs. Shareholders who do not consent to receive documentation by e-mail will continue to receive such documentation by mail. Shareholders may also notify the Corporation in writing of their intention not to receive the annual consolidated financial statements together with the auditors' report thereon, neither by e-mail nor by mail.

Registered shareholders can consent to electronic delivery by visiting AST Trust Company (Canada)'s web site: https://ca.astfinancial.com/InvestorServices/Financial-Statements?lang=en. Unregistered shareholders (i.e. shareholders whose shares are held through a securities broker, bank, trust company or other nominee) can consent to electronic delivery by completing and returning the appropriate form received from the applicable intermediary.

BUSINESS TO BE TRANSACTED AT THE MEETING

Presentation of the Financial Statements

The consolidated financial statements of the Corporation for the financial year ended August 31, 2019 and the auditors' report thereon will be submitted to shareholders at the Meeting but no vote with respect thereto is required or proposed to be taken.

Election of the Directors and Nomination Process

According to the articles of the Corporation, the Board of Directors shall consist of a minimum of three (3) and a maximum of twelve (12) directors. The number of directors is currently fixed at six (6) pursuant to a resolution of the Board of Directors. At the Meeting, Management proposes the six (6) persons named hereafter on pages 5 to 10 as nominees for election as directors to hold office until the next annual meeting or until the office is otherwise vacated in accordance with the Corporation's by-laws.

Management does not anticipate that any of the nominees will be unable or, for any reason whatsoever, reluctant to fulfill their duties as directors. Should this occur for any reason whatsoever before the election, the persons named in the Form of Proxy reserve the right to vote for another nominee of their choice unless the shareholder specifies on the Form of Proxy to abstain from voting for the election of the directors. The election of the directors must be approved by a majority of the votes cast on the matter at the Meeting.

The Corporation's Majority Voting Policy applies to this election. Under such policy, a director who is elected in an uncontested election with a greater number of votes "withheld" than votes "for" such director will be required to tender his or her resignation to the Chair of the Board. This resignation will be effective when accepted by the Board of Directors. Unless extraordinary circumstances apply, the Board of Directors will accept the resignation. The Board of Directors will announce its decision (including the reason for not accepting a resignation) by press release within ninety (90) days of the meeting during which the election was held. A copy of the Majority Voting Policy is available on the Corporation's website (www.EXFO.com).

The Human Resources Committee assists the Board of Directors by identifying individuals qualified to become members of the Board of Directors and making recommendations to the Board of Directors as to selection of director nominees for the next annual meeting of shareholders. In making its recommendations, the Human Resources Committee objectively considers, among other things, the competencies and skills that: (i) the Board of Directors considers to be necessary for the Board, as a whole, to possess; (ii) the Board of Directors considers each existing director to possess; and (iii) each new nominee will bring to the board room. Therefore, the competencies and skills, identified by the Human Resources Committee, as a whole, include the skill sets of current board members such as financial literacy, proficiency with test, service assurance and network visibility solutions and technologies, telecommunications industry experience, international business experience and other related competencies. Any additional skill sets deemed to be beneficial are considered, assessed and identified in light of the opportunities and risks facing the Corporation when candidates for director positions are considered.

Appointment and Remuneration of Auditors

A firm of auditors is to be appointed by vote of the shareholders at the Meeting to serve as auditors of the Corporation until the close of the next annual general meeting of the shareholders. The Audit Committee is to be authorized to fix the remuneration of the auditors so appointed. The Board of Directors and Management, upon the advice of the Audit Committee, recommend that PricewaterhouseCoopers LLP be re-appointed as auditors of the Corporation. The re-appointment of PricewaterhouseCoopers LLP must be approved by a majority of the votes cast on the matter at the Meeting.

NOMINEES FOR ELECTION AS DIRECTORS AND THEIR BENEFICIAL OWNERSHIP OF VOTING SECURITIES

The following charts and notes set out the name of each of the individuals proposed to be nominated at the Meeting for election as a director of the Corporation. Included in these charts is information relating to the proposed directors' committee memberships, meeting attendance, period of service as a director, principal directorships with other organizations and equity ownership (or securities over which each of them exercises control or direction) in the Corporation.

GERMAIN LAMONDE

St-Augustin-de-Desmaures, Quebec, Canada

Director since September 1985

Not Independent (Management)

Principal Occupation: Executive Chairman of the Board of Directors

Germain Lamonde, founder of EXFO, is Executive Chairman of the Board and served as the company's Chief Executive Officer (CEO) for over 30 years. During his tenure as CEO, Mr. Lamonde grew the company from the ground up, turning it into a global leader in the communications test, monitoring and analytics market and the world's #1 fiber/highspeed testing company, with customers in over one hundred countries. Today as Executive Chairman, Mr. Lamonde leads EXFO's acquisitions strategy and is actively involved in defining the company's growth and investment strategies, strategic direction and corporate governance policies. Mr. Lamonde has served on the board of directors of several public and private organizations, fulfilled numerous speaking engagements, and received several industry awards for his leadership, innovation and global development and was named EY Entrepreneur of the Year 2018 Canada. Mr. Lamonde is presently Chairman of ENCQOR, the Canada–Quebec-Ontario partnership focused on research and innovation in the field of 5G/IoT innovation and serves on the Board of QG100 – a CEO development forum. Mr. Lamonde holds a bachelor's degree in engineering physics from Polytechnique Montréal and a master's degree in optics from Université Laval in Québec City. He is a graduate of the Ivey Executive Program at Western University in London, Ontario, and is also a Fellow of the Canadian Academy of Engineering.

Board/Committee Membership	**Attendance** (1)		**Board Memberships of Another Reporting Issuer**
Board of Directors	5/6	83%	–

Securities Held

As at	*Subordinate Voting Shares (#)*	*Multiple Voting Shares (#)*	*PSUs (#)*	*RSUs (#)*	*Total Shares (2) and PSUs, RSUs (#)*	*Total Market Value (3) of Shares (2) and PSUs, RSUs (US$)*
August 31, 2019	3,672,474 (4)	31,643,000 (5)	–	–	35,315,474	128,901,480

(1) From September 1, 2018 until November 1, 2019, Mr. Lamonde attended four (4) board meetings in person and one (1) board meeting by telephone.

(2) Includes both Subordinate Voting Shares and Multiple Voting Shares.

(3) The value of unvested PSUs or RSUs at the financial year-end is the market value of the Subordinate Voting Shares on August 31, 2019, which was US$3.65 (CA$4.85). The market value of the Subordinate Voting Shares and Multiple Voting Shares was calculated by using the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on August 30, 2019 using the daily exchange rate of the Bank of Canada to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. The actual gains on vesting of PSUs or RSUs will depend on the value of the Subordinate Voting Shares on the date of vesting. There can be no assurance that these values will be realized.

(4) Mr. Lamonde exercises control over 3,191,666 Subordinate Voting Shares through G. Lamonde Investissements Financiers Inc., a company controlled by Mr. Lamonde. Mr. Lamonde exercises control over 316,247 Subordinate Voting Shares through 9356-8988 Québec Inc., a company controlled by Mr. Lamonde. Mr. Lamonde exercises direct control over 164,561 Subordinate Voting Shares.

(5) Mr. Lamonde exercises control over 29,743,000 Multiple Voting Shares through G. Lamonde Investissements Financiers Inc., a company controlled by Mr. Lamonde. Mr. Lamonde exercises control over 1,900,000 Multiple Voting Shares through 9356-8988 Québec Inc., a company controlled by Mr. Lamonde.

FRANÇOIS CÔTÉ

Montreal, Quebec, Canada

Director since
January 2015

Lead Director

Independent

Principal Occupation:
Director

François Côté was appointed a member of our Board of Directors in January 2015. Mr. Côté is a director as a full-time occupation, for corporations in the public, private and non-profit sectors, bringing his expertise in strategy, M&A, governance and passion for growth. Mr. Côté held a variety of executive positions at Bell Canada prior to becoming President and Chief Executive Officer of Emergis. Following the acquisition of Emergis by TELUS in January 2008, he was appointed President of TELUS Quebec, TELUS Health and TELUS Ventures. In this role, Mr. Côté was responsible for broadening TELUS Quebec's presence and driving the company's national health strategy through timely investments in information technology and innovative wireless solutions. Mr. Côté holds a bachelor's degree in Industrial Relations from Laval University. In 2007, he was named Entrepreneur of the Year by Ernst & Young, in the Corporate Restructuring category for the province of Quebec. Mr. Côté serves on the boards of Purkinje, a Montreal health IT growth company as Chairman, Aspire Food Group, HZB Pharma Canada also as Chairman and Diagnos Inc. a new publicly listed company on the TSX Venture Exchange. Mr. Côté also serves on the Advisor Committee of Groupe Morneau.

Board/Committee Membership	**Attendance (1)**		**Board Memberships of Another Reporting Issuer**
Board of Directors	6/6	100%	Diagnos Inc.
Audit Committee	5/5	100%	
Human Resources Committee	5/5	100%	
Independent Board of Directors	5/5	100%	

Securities Held

As at	*Subordinate Voting Shares (#)*	*DSUs (#)*	*Total Shares (2) and DSUs (#)*	*Total Market Value (3) of Shares (2) and DSUs (US$)*
August 31, 2019	6,500	38,582	45,082	164,549

(1) From September 1, 2018 until November 1, 2019, Mr. Côté attended five (5) board meetings in person and one (1) board meeting by telephone.

(2) Refers to Subordinate Voting Shares.

(3) The value of unvested DSUs at the financial year-end is the market value of the Subordinate Voting Shares on August 31, 2019, which was US$3.65 (CA$4.85). The market value of the Subordinate Voting Shares was calculated by using the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on August 30, 2019 using the daily exchange rate of the Bank of Canada to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. The actual gains on vesting of DSUs will depend on the value of the Subordinate Voting Shares on the date of vesting. There can be no assurance that these values will be realized.

ANGELA LOGOTHETIS

Bath
United Kingdom

Director since
January 2017

Independent

Principal Occupation:
Vice President and CTO,
Amdocs Open Network (1)

Angela Logothetis has more than twenty-five (25) years of international experience in the telecommunications industry. She has been strategically engaged in the industry's major network transformations. Ms. Logothetis has an outstanding software pedigree having worked for market-leading software companies including Amdocs, Cramer, PricewaterhouseCoopers and Accenture as well as start-up software companies Clarity and Time Quantum Technology. She has held senior leadership positions in ANZ, APAC and EMEA and has held global responsibility for the past ten (10) years. Ms. Logothetis is the CTO for Amdocs Open Network. Amdocs is the market leader in customer experience software solutions and services for the world's largest communications, entertainment and media service providers. Ms. Logothetis has held several senior leadership positions at Amdocs including Head of OSS Product and Technology, Vice President of OSS Product Management and Executive Site Lead for Amdocs Bath. She has chaired high-caliber software forums in Amdocs including the Divisional Leadership Team, the Technical Advisory Council, and has served as an executive on the Product Business Management Team and the Product Leadership Forum. Ms. Logothetis holds a Bachelor of Science degree, with first class honors, in Business Information Technology from the University of New South Wales, Australia. She completed dual majors in accountancy and information technology.

Board/Committee Membership	Attendance (2)		Board Memberships of Another Reporting Issuer
Board of Directors	6/6	100%	–
Audit Committee	5/5	100%	
Human Resources Committee	5/5	100%	
Independent Board of Directors	5/5	100%	

Securities Held

As at	*Subordinate Voting Shares (#)*	*DSUs (#)*	*Total Shares (3) and DSUs (#)*	*Total Market Value (4) of Shares (3) and DSUs (US$)*
August 31, 2019	–	49,714	49,714	181,456

(1) Amdocs is a market leader in software solutions and services for communications, media and entertainment service providers.
(2) From September 1, 2018 until November 1, 2019, Ms. Logothetis attended five (5) board meetings in person and one (1) board meeting by telephone.
(3) Refers to Subordinate Voting Shares.
(4) The value of unvested DSUs at the financial year-end is the market value of the Subordinate Voting Shares on August 31, 2019, which was US$3.65 (CA$4.85). The market value of the Subordinate Voting Shares was calculated by using the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on August 30, 2019 using the daily exchange rate of the Bank of Canada to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. The actual gains on vesting of DSUs will depend on the value of the Subordinate Voting Shares on the date of vesting. There can be no assurance that these values will be realized.

PHILIPPE MORIN

	Montreal, Quebec Canada Director since January 2018 Not Independent (Management) Principal Occupation: CEO of the Corporation	*Philippe Morin* was appointed Chief Executive Officer (CEO) of EXFO in April 2017 and is responsible for the Corporation's strategy and financial directions, goals and results. He has more than thirty (30) years of experience in the telecommunications industry and joined EXFO in November 2015 as Chief Operating Officer (COO) leading the company's global sales leadership, market development, and product strategy. Before joining EXFO, Mr. Morin was Senior Vice President of Worldwide Sales and Field Operations at Ciena. He previously held senior leadership roles at Nortel Networks, including President of Metro Ethernet Networks and Vice President and General Manager of Optical Networks. Philippe Morin holds a bachelor's degree in electrical engineering from Université Laval in Quebec City, Canada, and a master's degree in business administration (MBA) from McGill University in Montreal, Canada.

Board/Committee Membership	**Attendance** (1)		**Board Memberships of Another Reporting Issuer**
Board of Directors	6/6	100%	–

Securities Held

As at	*Subordinate Voting Shares (#)*	*PSUs (#)*	*RSUs (#)*	*Total Shares* (2) *and PSUs, RSUs (#)*	*Total Market Value* (3) *of Shares* (2) *and PSUs, RSUs (US$)*
August 31, 2019	658,059	–	327,039	985,098	3,595,608

(1) From September 1, 2018 until November 1, 2019, Mr. Morin attended five (5) board meetings in person and one (1) board meeting by telephone.

(2) Refers to Subordinate Voting Shares.

(3) The value of unvested PSUs or RSUs at the financial year-end is the market value of the Subordinate Voting Shares on August 31, 2019, which was US$3.65 (CA$4.85). The market value of the Subordinate Voting Shares and Multiple Voting Shares was calculated by using the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on August 30, 2019 using the daily exchange rate of the Bank of Canada to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. The actual gains on vesting of PSUs or RSUs will depend on the value of the Subordinate Voting Shares on the date of vesting. There can be no assurance that these values will be realized.

CLAUDE SÉGUIN		
	Westmount, Quebec, Canada Director since February 2013 Independent Principal Occupation: Director	*Claude Séguin* was appointed a member of EXFO's Board of Directors in February 2013. He brings to EXFO nearly forty (40) years of corporate, financial, executive and provincial government experience gained through senior management positions in major corporations and government departments. Mr. Séguin was Special advisor to the Founder and Executive Chairman at CGI Group Inc., a global leader in information technology and business process services, until March 2018. He was, until November 2016, Senior Vice President, Corporate Development and Strategic Investments. In this position, he was responsible for all merger and acquisition activities. Prior to joining CGI in 2003, he served as President of CDP Capital—Private Equity, and prior to this position, he served as Teleglobe Inc.'s Executive Vice President, Finance and Chief Financial Officer, a position that he held from 1992 to 2000. Mr. Séguin also has extensive senior-level government experience, having served as Deputy Finance Minister of the Province of Quebec from 1987 to 1992, in addition to Assistant Deputy Finance Minister in prior years. Prior to that, he held senior positions at the Province of Quebec Treasury Board. Mr. Séguin is a member of the board of HEC-Montréal. He also chairs the Boards of Centraide of Greater Montreal Foundation and of Fonds de solidarité FTQ, a $15B Labour Sponsored Investment Fund in Québec. Claude Séguin graduated from HEC-Montréal and earned a master's and a Ph.D. in public administration from Syracuse University in New York State. He also followed the Advanced Management Program at Harvard Business School.

Board/Committee Membership	**Attendance** (1)		**Board Memberships of Another Reporting Issuer**
Board of Directors Audit Committee Human Resources Committee Independent Board of Directors	5/6 5/5 4/5 4/5	83% 100% 80% 80%	Fonds de solidarité FTQ

Securities Held				
As at	*Subordinate Voting Shares (#)*	*DSUs (#)*	*Total Shares* (2) *and DSUs (#)*	*Total Market Value* (3) *of Shares* (2) *and DSUs (US$)*
August 31, 2019	5,000	64,211	69,211	252,620

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(1) From September 1, 2018 until November 1, 2019, Mr. Séguin attended four (4) board meetings in person and one (1) board meeting by telephone.

(2) Refers to Subordinate Voting Shares.

(3) The value of unvested DSUs at the financial year-end is the market value of the Subordinate Voting Shares on August 31, 2019, which was US$3.65 (CA$4.85). The market value of the Subordinate Voting Shares was calculated by using the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on August 30, 2019 using the daily exchange rate of the Bank of Canada to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. The actual gains on vesting of DSUs will depend on the value of the Subordinate Voting Shares on the date of vesting. There can be no assurance that these values will be realized.

RANDY E. TORNES

Frisco, Texas, USA

Director since
February 2013

Independent

Principal Occupation:
Vice President, Client Partner for AT&T at Aricent (1)

Randy E. Tornes was appointed a member of EXFO's Board of Directors in February 2013. He brings to EXFO over thirty (30) years of telecommunications experience gained through senior management positions at leading network equipment manufacturers. Mr. Tornes is Vice President, Client Partner for AT&T at Aricent, An Altran Company. Prior to joining Aricent, Mr. Tornes was Vice President Strategic Alliances at Juniper Networks, a worldwide leader in high-performance networking and telecommunications equipment. Mr. Tornes has also worked as the Operating Area Leader for AT&T and responsible for all sales, service and support of Juniper products and services. Prior to joining Juniper Networks in May 2012, he spent two (2) years at Ericsson, where he was Vice President Sales (AT&T account). Previous to that position, he worked for Nortel for twenty-six (26) years, holding various sales management positions, including Vice President Sales, GSM Americas. Mr. Tornes also served as member of the Board of Governors at 3G Americas LLC. Randy E. Tornes holds a Bachelor of Science degree in business—organizational development and production and operations management, from the University of Colorado in Colorado Springs.

Board/Committee Membership	**Attendance (2)**		**Board Memberships of Another Reporting Issuer**
Board of Directors	6/6	100%	–
Audit Committee	5/5	100%	
Human Resources Committee	5/5	100%	
Independent Board of Directors	5/5	100%	

Securities Held

As at	*Subordinate Voting Shares (#)*	*DSUs (#)*	*Total Shares (3) and DSUs (#)*	*Total Market Value (4) of Shares (3) and DSUs (US$)*
August 31, 2019	–	99,000	99,000	361,350

(1) Aricent is a global design and engineering company.
(2) From September 1, 2018 until November 1, 2019, Mr. Tornes attended five (5) board meetings in person and one (1) board meeting by telephone.
(3) Refers to Subordinate Voting Shares.
(4) The value of unvested DSUs at the financial year-end is the market value of the Subordinate Voting Shares on August 31, 2019, which was US$3.65 (CA$4.85). The market value of the Subordinate Voting Shares was calculated by using the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on August 30, 2019 using the daily exchange rate of the Bank of Canada to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. The actual gains on vesting of DSUs will depend on the value of the Subordinate Voting Shares on the date of vesting. There can be no assurance that these values will be realized.

The information as to Subordinate Voting Shares and Multiple Voting Shares beneficially owned or over which the above-named individuals exercise control or direction is not within the direct knowledge of the Corporation and has been furnished by the respective individuals. The information as to the Principal Board Memberships is also not within the direct knowledge of the Corporation and has been furnished by the respective individuals.

With the exception of Mr. Philippe Morin (as disclosed below), none of the individuals who are proposed to be nominated at the Meeting for election as a director of the Corporation:

a) is, as at the date hereof, or has been, within ten (10) years before the date hereof, a director, chief executive officer or chief financial officer of any company that (i) was subject to an order that was issued while such individual was acting in the capacity as director, chief executive officer or chief financial officer, or (ii) was subject to an order that was issued after such individual ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;

b) is, as at the date hereof, or has been within ten (10) years before the date hereof, a director or executive officer of any company that, while such individual was acting in that capacity, or within a year of that individual ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

c) has, within the ten (10) years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets; or

d) has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for such individual.

Mr. Philippe Morin acted as an executive officer of Nortel Networks Corporation ("Nortel") and its affiliates from 2006 to 2010 as President Metro Ethernet Networks. Nortel and certain of its affiliates filed for bankruptcy protection in a number of jurisdictions in January 2009.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Compensation Discussion and Analysis

This Compensation Discussion and Analysis focuses primarily on: (i) significant elements of the Corporation's executive compensation program; (ii) principles on which the Corporation makes compensation decisions and determines the amount of each element of executive and director compensation; and (iii) an analysis of the material compensation decisions made by the Human Resources Committee for the financial year ended August 31, 2019.

The following is a discussion of the compensation arrangements with the Corporation's Executive Chairman, Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and each of the two most highly compensated executive officers of the Corporation and its subsidiaries whose total compensation was, individually, more than CA$150,000 (collectively with the Executive Chairman, CEO and CFO, the "Named Executive Officers" or "NEOs"). The NEOs for the financial year ended August 31, 2019 were Mr. Germain Lamonde (Executive Chairman), Mr. Philippe Morin (CEO), Mr. Pierre Plamondon (CFO and Vice President, Finance), Mr. Willem Jan te Niet (Vice President, Sales — EMEA) and Mr. Dana Yearian (Vice President, Sales — Americas).

Members of the Human Resources Committee

During the financial year ended August 31, 2019, the Human Resources Committee was composed of:

- Mr. François Côté (Chairman)
- Ms. Angela Logothetis
- Mr. Claude Séguin
- Mr. Randy E. Tornes

None of these members were officers or employees, or former officers or employees of the Corporation or its subsidiaries. All of the members of the Human Resources Committee are considered "independent", as defined in applicable securities legislation and regulations. They each have experience in executive compensation either as a chief executive officer or a senior executive officer of a publicly traded corporation. Mr. François Côté held a variety of executive positions, including president and chief executive officer, for approximately twenty (20) years. Mr. Côté also holds a Bachelor's degree in Industrial Relations. Ms. Angela Logothetis holds a Bachelor of Science degree, with first class honors, in Business Information Technology. She completed dual majors in accountancy and information technology. She has more than twenty-five (25) years of international experience in the telecommunications industry. Mr. Claude Séguin has held various senior management and executive positions in major corporations in the last forty (40) years. Mr. Randy E. Tornes has approximately thirty (30) years of management experience through senior sales management positions. Over the course of their careers, all members have been exposed at various degrees to the complexity of balancing efficient executive compensation strategies with the evolution of business requirements, having to manage directly or indirectly impacts and consequences of executive compensation decisions. The Board of Directors believes that the Human Resources Committee collectively has the knowledge, experience and background required to fulfill its mandate.

Mandate of the Human Resources Committee

The Human Resources Committee of the Board of Directors is responsible for establishing the annual compensation and assessing the risks related thereto and overseeing the assessment of the performance of all the Corporation's executive officers, including the Executive Chairman and CEO. The Human Resources Committee also reviews and submits to the Board of Directors recommendations for the salary structure and the short-term and long-term incentive compensation programs for all employees of the Corporation. The Human Resources Committee also evaluates and makes recommendations to the Board of Directors regarding the compensation of directors, including the number of Deferred Share Units ("DSUs") credited to the non-employee directors pursuant to the Deferred Share Unit Plan. The Human Resources Committee's goal is to develop and monitor executive compensation programs that are consistent with strategic business objectives and shareholders' interests. Though the Human Resources Committee is responsible for the review of employees' performance and approval of the identity of the employees that will receive Performance Share Units ("PSUs"), Restricted Share Units ("RSUs") or options to purchase shares of the Corporation, in accordance with policies established by the Board of Directors and the terms of the Long-Term Incentive Plan, these functions may be shared between the Board of Directors and the Human Resources Committee. During the period from September 1, 2018 to August 31, 2019, these functions have been shared by the Board of Directors and the Human Resources Committee but have mainly been performed by the Human Resources Committee.

The Human Resources Committee has reviewed and discussed with the Executive Chairman, the CEO and the Vice President, Human Resources of the Corporation, the compensation disclosure in this document, and has recommended to the Board of Directors that the disclosure be included in this Circular.

From September 1, 2018 to November 1, 2019, the Human Resources Committee held five (5) meetings and at all of those meetings executive compensation was discussed. The Human Resources Committee meetings were attended by all the members of the Human Resources Committee, except Mr. Seguin who was absent at one (1) meeting. The following table outlines the main activities of the Human Resources Committee during the period from September 1, 2018 to November 1, 2019:

Meeting	Main Activities of the Human Resources Committee
October 11, 2018	● Review of the Business Performance Measures results for the financial year ended August 31, 2018; ● Review of the Business Performance Measures for the financial year started September 1, 2018; ● Review of the Short-Term Incentive Plan results for the financial year ended August 31, 2018; ● Update on the Short-Term Incentive Plan for the financial year started September 1, 2018; ● Review of the proposed salary scales and salary increases for the year started September 1, 2018; ● Review of the compensation plans of executive officers for the financial year started September 1, 2018 being the Base Salary, the Short-Term Incentive Plan and the stock-based compensation delivered through the Long-Term Incentive Plan; ● Review and approval of the executive compensation section of the Management proxy circular for the financial year ended August 31, 2018; ● Review and approval of the CEO and Executive Chairman objectives and compensation plan; ● Human Resources Key Accomplishments; ● Annual Sales Force Achievement; ● Annual Review of the Human Resources Committee Charter; ● Review and approval of the stock-based compensation for executive officers delivered through the Long-Term Incentive Plan for the financial year started September 1, 2018.
January 9, 2019	● Review of the Short-Term Incentive Plan results of some executive officers for the financial year ended August 31, 2018; ● Review and approval of the Short-Term Incentive Plan of some executive officers for the financial year started September 1, 2018, including the CEO and Executive Chairman; ● Review of the quarterly results under the Short-Term Incentive Plan for the financial year started September 1, 2018 and being part of the Short-Term Incentive Plan; ● Review and approval of the stock-based compensation for performing employees delivered through the Long-Term Incentive Plan for the financial year started September 1, 2018; ● Leadership program and Talent Management; ● Review of the Risk Assessment of Executive Compensation.
April 10, 2019	● Review of the quarterly results under the Short-Term Incentive Plan for the financial year started September 1, 2018 and being part of the Short-Term Incentive Plan; ● Succession Planning; ● Review of the Key Human Resources Initiatives; ● Compensation Review; ● Review of the stock-based compensation for performing and critical employees; ● Review of the Talent Management and Leadership program.
July 10, 2019	● Review of the quarterly results under the Short-Term Incentive Plan for the financial year started September 1, 2018 and being part of the Short-Term Incentive Plan; ● Global Employment Status; ● Review and approval of the compensation package of recently hired executive officer; ● Review of the Talent Management and Leadership program; ● Review of the Key Human Resources Initiatives.

Meeting	Main Activities of the Human Resources Committee
October 9, 2019	● Review of the Business Performance Measures results for the financial year ended August 31, 2019; ● Review of the Business Performance Measures for the financial year started September 1, 2019; ● Review of the Short-Term Incentive Plan results for the financial year ended August 31, 2019; ● Review of the Short-Term Incentive Plan for the financial year started September 1, 2019; ● Review of the proposed salary scales and salary increases for the year started September 1, 2019; ● Review of the compensation plans of executive officers for the financial year started September 1, 2019 being the Base Salary, the Short-Term Incentive Plan and the stock-based compensation delivered through the Long-Term Incentive Plan; ● Review and approval of the executive compensation section of the Management proxy circular for the financial year ended August 31, 2019; ● Review and approval of the CEO and Executive Chairman objectives and compensation plan; ● Review and approval of the stock-based compensation for senior management and officers delivered through the Long-Term Incentive Plan for the financial year started September 1, 2019; ● Annual Sales Force Achievement; ● Annual Review of the Human Resources Committee Charter; ● Review of the Directors' Compensation; ● Review of the Key Human Resources Initiatives; ● Review of the Risk Assessment of Executive Compensation.

Compensation Plan Control – Compensation Consultant and Internal Review

As a general practice, the Corporation's relative position in terms of compensation levels is determined periodically through studies performed by independent consulting firms using a selected reference market of comparable companies. The benchmarking activities are further detailed below under the heading – "Benchmarking".

For the financial year ended on August 31, 2019, the Human Resources Committee retained the services of Willis Towers Watson to have access to benefits and compensation data and surveys relating to executive compensation.

For the financial year ended on August 31, 2018, the Human Resources Committee retained the services of Willis Towers Watson to evaluate the establishment of a performance share plan and Lee Hecht Harrison Knightsbridge in connection with outplacement services for an executive.

In addition, internal pay equity studies are a key factor used by the Corporation to complete the compensation review process and indicate where necessary adjustments may be required. During the financial year ended August 31, 2019, this practice continued, and certain compensation adjustments were made as have been made in previous years.

The Human Resources Committee has the authority to retain any independent consultants of its choice to advise its members on total executive compensation policy matters, and to determine the fees and the terms and conditions of the engagement of these consultants. The Human Resources Committee is ultimately responsible for its own decisions, which may take into consideration more than the information and recommendations provided by its compensation consultants or Management.

For the financial years that ended on August 31, 2018 and 2019, the Corporation also retained the services of, Aon, D-Teck Solutions, Eckler, Great Place to Work, Optonique and Willis Towers Watson for services which were not related to executive compensation. The services provided by Aon related to the access to compensation data and surveys for employees in various countries. The services provided by D-Teck Solutions related to psychometric testing. The services provided by Eckler related to pension plan analysis, retirement policy, governance and communication to employees. The Corporation retained the services of Great Place to Work for culture audit services. The services provided by Optonique related to the access to compensation data and surveys. The services provided by Willis Towers Watson concerned the access to benefits and compensation data and surveys for employees in Canada, United States and United Kingdom. Fees for the services performed that are not related to executive compensation are not required to be approved by the Human Resources Committee.

The aggregate fees paid to Aon, D-TECK Solutions, Eckler, Great Place to Work, Lee Hecht Harrison Knightsbridge, Optonique and Willis Towers Watson for consulting services provided to the Human Resources Committee related to determining compensation for any of the Corporation's directors and executive officers and to the Corporation for all other services provided during the financial years ended August 31, 2018 and 2019 were as follows:

Type of Fee	Financial 2018 Fees	Percentage of Financial 2018 Fees	Financial 2019 Fees	Percentage of Financial 2019 Fees
Executive Compensation – Related Fees	CA$5,736	7%	CA$807	2%
All Other Fees	CA$76,774	93%	CA$39,793	98%
Total	CA$82,510	100%	CA$40,600	100%

Benchmarking

In 2016, the Corporation engaged Willis Towers Watson to perform an executive total compensation review (hereinafter in this Circular referred to as the "Target Compensation Positioning"). The compensation elements covered by the analysis were: base salary; target bonus; long-term incentive; perquisites and pension (hereinafter in this Circular referred to as the "Target Total Compensation"). Willis Towers Watson's work included assistance in benchmarking, assessing potential gaps between the market and the executives' compensation levels and proposing potential changes to ensure alignment with the market and with the Corporation's compensation policy. In 2016, eleven (11) executive positions were covered by the executive total compensation review, eight (8) located in Canada and three (3) outside of Canada.

For the purpose of assessing the competitiveness of the Target Total Compensation of senior executives, the Corporation considered compensation data from a comparator group including private and publicly traded companies of comparable size and similar industry, operations in multiple countries and attracting similar profiles of employees, professionals and experts. The comparator group has been revised in 2016 with the guidance and advice from Willis Towers Watson.

- **Canada executives**: For the executives based in Canada, the Corporation used the following comparator group: 5N Plus Inc., ACCEO Solutions, AgJunction Inc, Atos IT Services and Solutions, Inc., Avigilon Corporation, Callian Technologies Ltd., Ciena, COM DEV International Ltd., Constellation Software inc., Evertz Technologies Ltd., GTECH, Open Text Corporation, Redline Communications Group Inc., Sandvine Corporation, Sierra Wireless Inc., Smart Technologies Inc., Vecima Networks Inc., Vidéotron Ltée and Wi-Lan Inc.

- **United States executives**: For the executives based in the United States, the Corporation used the following comparator group: AMETEK, Avangate, BMC Software, CDK Global, Communications Systems, Crown Castle, Intelsat, Itron, Keysight Technologies, Laird Technologies, MTS Systems, Plexus, SAS Institute, SunGard Data Systems, Teradata, TomTom, Total System Services, Truphone and Verint Systems.

- **United Kingdom executives**: For the executives based in the United Kingdom, the Corporation used the following comparator group: BAE Systems Applied Intelligence, COLT Telecom, Flextronics, Fujitsu, Irdeto, McCain Foods, PepsiCo, Premier Food Group, QinetiQ, Qualcomm, Rentokil Initial, Talk Talk Group and Viacom.

- **Asia executives**: For the executives based in Asia, the Corporation used a broader comparator group, based on general industry data: A.Menarini Asia-Pacific, Abbott Laboratories, AbbVie, Accenture, ACE Asia Pacific Services, ACE Insurance, ACE Life Insurance Company Ltd, ACR Capital Holdings, AIA Company, Aimia, Alcatel-Lucent, Amazon.com, ANZ Banking Group, ASML, AstraZeneca, Avanade, Aviva Ltd, AXA Insurance Singapore, AXA Life Insurance Singapore, Bank of New York Mellon, Baxter, Beckman Coulter, Becton Dickinson, BHP Billiton, Bio-Rad Laboratories, Biosensors, BT Global Services, Cerebos Pacific Limited, Chubb Pacific Underwriting, Cigna, CommScope, DHL, DHL Express, DHL GBS, DHL Global Forwarding, DHL Mail, DHL Supply Chain, Discovery Communications, Experian, Federal Insurance Company, Fujitsu, GE Energy, GE Healthcare, General Electric, Great Eastern Life Insurance, Hap Seng Consolidated, HSBC Holdings, IHS Global, IMI, Ingenico, Intel, Intercontinental Hotels Group, International Flavors & Fragrances, ITT Corporation, Johnson & Johnson, Lexmark, Liberty Insurance, M1 Limited, Manulife, MasterCard, Merck KgaA, Microsoft, Molex, MSD International GMBH (Singapore Branch), National Australia Bank, NBC Universal, NCR, Overseas Assurance Corporation, Pfizer, Pramerica Financial Asia HQ, Proximus, Prudential Assurance Company, Prudential Services, QBE Insurance, Qualcomm, Reinsurance Group of America, RELX Group, Rio Tinto, Roche Pharmaceuticals, Sabre Holdings, Sealed Air, Smiths Group, Spirax Sarco, Standard Chartered Bank, StarHub, Starwood Hotels & Resorts, Straits Developments, Swiss Reinsurance International, Teva Pharmaceutical Industries, Thermo Fisher Scientific, Trayport, TUI, UBS, Unilever, United Overseas Bank, Verizon, Zurich Insurance Company and Zurich Life Insurance.

To be considered in the comparator group, a company had to meet the following specific criteria:

a) Similar industry: Technology Hardware and Equipment, Telecommunications Equipment and Services or Software and Services; and

b) Comparable in size: revenues under CA$1 billion. Only one publicly traded company had revenues above the equivalent of CA$1 billion. The compensation market comparison is done using the regression analysis which is a method to predict the “size-adjusted” competitive level of compensation to reflect the size of the Corporation in relation to that of the other companies of the reference group. This method mitigates the impact that larger companies may have on the competitive compensation levels for the Corporation.

The Corporation also participates in two (2) major surveys on an annual basis and accordingly is permitted to purchase the results in order to continue the benchmarking of our compensation on a regular basis. The first one is Willis Towers Watson High Tech Middle Management, Professional and Support Compensation Survey, providing and receiving data for Canada, USA, UK, Finland and Lebanon. The other one is Radford (Aon) Global Sales Survey, providing and receiving data for all the countries where the Corporation employs sales force.

Guiding Principles for Compensation of Executive Officers

The Corporation’s executive compensation plans are designed to attract, retain and motivate key executives who directly impact the Corporation’s long-term success and the creation of shareholder value. In determining executive compensation, the Human Resources Committee considers the following four (4) principles:

- **Performance-based**: Executive compensation levels reflect both the results of the Corporation and individual results based on specific quantitative and qualitative objectives established at the beginning of each financial year in keeping with the Corporation’s long-term strategic objectives.

- **Aligned with shareholder interests**: An important portion of incentive compensation for executives is composed of equity awards to ensure that executives are aligned with the principles of sustained long-term shareholder value growth.

- **Market competitive**: Compensation of executives is designed to be externally competitive when compared against executives of comparable peer companies, and in consideration of the Corporation’s results.

- **Individually equitable**: Compensation levels are also designed to reflect individual factors such as scope of responsibility, experience, and performance against individual measures.

Compensation Policies and Practices

In April 2007, the Corporation adopted a Best Practice Regarding the Granting Date of Stock Incentive Compensation. The purpose of this best practice is to ensure that the Corporation complies with securities regulation and avoids the backdating of equity-based incentive compensation. The best practice states that the Corporation shall: (i) grant recurrent equity-based incentive compensation pursuant to its Long-Term Incentive Plan on the fifth business day following the public release of the Corporation's financial results; and (ii) grant recurrent stock-based incentive compensation pursuant to its Deferred Share Unit Plan on the last business day of each quarter. In October 2014, the Corporation amended the Human Resources Committee Charter to adapt it to the latest NASDAQ Rules on independency of directors, nomination and compensation committees and to better describe the nomination process of directors and in October 2017 the Corporation amended the Human Resources Committee Charter in order to specifically add the compensation review of the Executive Chairman.

Risk-Assessment of Executive Compensation Program

The Human Resources Committee Charter provides that it is the responsibility of the Human Resources Committee to conduct an annual assessment of the risks associated with the Corporation's executive compensation policies and procedures. The Human Resources Committee considers the implications of the risks associated with the Corporation's compensation policies and practices when establishing recommendations for the compensation of executive officers. As such, for the financial year ended August 31, 2019, the Human Resources Committee conducted an internal risk assessment for executive compensation. The Human Resources Committee individually examined the compensation plans for each potential NEO against a list of elements that could trigger executives taking inappropriate or excessive risks. For the financial year ended August 31, 2019, the Human Resources Committee did not identify any risks associated with the Corporation's executive compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

Purchase of Hedging Financial Instruments by an Executive Officer or Director

While the Corporation has not adopted a policy prohibiting or restricting its executive officers and directors from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the executive officer or director, to Management's knowledge, no executive officer or director has purchased any such financial instruments as of November 1, 2019. In addition, according to the Security Trading Policy of the Corporation, executive officers and directors are required to pre-clear with the Corporation's legal counsel's office any transaction concerning the Corporation's securities, which includes the entering into any of the above-mentioned financial instruments.

Compensation Elements

The key elements of the Corporation's 2019 executive compensation program were (i) base salary, (ii) short-term incentive compensation (by way of the Short-Term Incentive Plan or the Sales Incentive Plan) and (iii) the stock-based incentive compensation delivered through the Long-Term Incentive Plan. In addition, the Corporation has also offered benefit plans and, if applicable, contributed to a Deferred Profit-Sharing Plan or a 401K Plan. To determine appropriate compensation levels for each compensation component, the Human Resources Committee considered all key elements of the executive compensation program. The Human Resources Committee did not assign specific weightings to any key element of the Corporation's 2019 executive compensation program.

Base Salaries

In establishing the base salaries of senior officers, including the Executive Chairman of the board of directors and the CEO, the Corporation takes into consideration responsibilities, job descriptions and salaries paid by other similar organizations for positions similar in magnitude, scope and complexity. The Human Resources Committee's objective is to align executive compensation levels with the Target Compensation Positioning offered within a reference market of comparable companies that are similar in size to the Corporation, with a particular focus on those within the high-technology/telecommunications and manufacturing-durable goods industries. The Human Resources Committee reviews the base salary of each executive officer on an annual basis at the beginning of each financial year and recommends that the Board of Directors approve appropriate adjustments, if required, within the salary range in order to maintain a competitive position within the marketplace.

Short-Term Incentive Compensation

The Short-Term Incentive Plan ("STIP"), or the Sales Incentive Plan ("SIP") for the executive officers that are included within the sales force, provides executive officers with the opportunity to earn annual bonuses based on the Corporation's financial performance and the achievement of strategic corporate and departmental objectives established on a yearly basis (the "Business Performance Measures") as well as the achievement of individual performance objectives ("Individual Performance Measures"). The Business Performance Measures under the STIP also apply to all other employees of the Corporation, except the sales force, for which the SIP applies. The Individual Performance Measures only apply to executive officers and directors' levels of the Corporation.

Annually the Human Resources Committee determines the annual incentive target for each executive officer, being a percentage of the executive's base salary ("Annual Incentive Target"). The Annual Incentive Targets for executive officers eligible for incentive bonuses in the financial year ended August 31, 2019 were established to be progressively in line with the objective of the Human Resources Committee of aligning compensation with the Target Compensation Positioning offered in the reference market. For the most recently ended financial year, the Annual Incentive Target for the NEOs was:

Name & Position	Annual Incentive Target as % of Base Salary
Germain Lamonde, Executive Chairman	65.0%
Philippe Morin, CEO	52.5%
Pierre Plamondon, CFO and Vice President, Finance	45.0%
Willem Jan te Niet, Vice President, Sales — EMEA	73.0%
Dana Yearian, Vice President, Sales — Americas	90.0%

<u>Short-Term Incentive Plan</u>

The STIP awards (for executive officers not in sales force) are calculated as follows:

Base Salary	X	Annual Incentive Target (%)	X	Business Performance Measures (%)	X	Individual Performance Measures (%)

At the beginning of each financial year, the Human Resources Committee recommends for approval by the Board of Directors the Business Performance Measures that will account for the annual incentive compensation. The following table provides the Business Performance Measures, their weight and result within the overall Business Performance Measures applicable to all executive officers and employees of the Corporation except those executives and employees that are within the sale force:

Business Performance Measures [1]	Weight	Result in % of the Weight	Result of the Metrics
Consolidated revenues [2]	30%	20.56%	US$286.9 million
Profitability [3]	45%	28.75%	US$25.6 million
Quality [4]	18%	22.50%	115.0%
Net Promoter Score [5]	7%	7.59%	73.00
Total	**100%**	**79.40%**	

(1) The corporate Profitability result for the year must be positive (above 0) for the whole Business Performance Measure to trigger a payout. The corporate Profitability represents net earnings before interest, income taxes, depreciation and amortization, restructuring charges, stock-based compensation costs, foreign exchange gain and certain one-time items.
(2) For consolidated revenues metric, results will range from 40% to 100% of the weight upon attainment of a minimum threshold (US$275.0 million) up to the target defined at the beginning of the financial year (US$286.9 million) and from 100% to 125% of the weight from such annual target to the maximum threshold (US$310.0 million).
(3) For Profitability metric, results will range from 40% to 100% of the weight upon attainment of a minimum threshold (US$22.0 million) up to the target defined at the beginning of the financial year (US$31.0 million) and from 100% to 125% of the weight from such annual target to the maximum threshold (US$35.5 million).
(4) For quality, results will range from 25% to 100% of the weight upon attainment of a minimum threshold of 50% up to the annual target defined at the beginning of the financial year (100%) and from 100% to 125% of the weight from such annual target to the maximum threshold of 115%.
(5) For Net Promoter Score metrics, results will range from 25% to 100% of the weight upon attainment of a minimum threshold of 62 up to the annual target defined at the beginning of the financial year (72) and from 100% to 125% of the weight from such annual target to the maximum threshold of 75.

The Individual Performance Measures are determined annually by the executive's supervisor or the Human Resources Committee and approved by the Board of Directors of the Corporation. They are based upon the position, role and responsibilities of each executive within the Corporation, departmental objectives and personal management objectives. At the conclusion of each year, the executive's supervisor or the Human Resources Committee evaluates the performance of the executive against the pre-determined objectives and the executive's performance is evaluated by progress, achievements and contributions. The following tables provide for each NEO subject to the STIP an overview of the elements included within the Individual Performance Measures, their weight and result for financial year 2019 within the overall Individual Performance Measures:

Germain Lamonde, Executive Chairman		
Elements of Individual Performance Measures [1]	**Weight (from 0% to 120%)** [2]	**Result (%)**
Financial objectives		
Corporate EBITDA	From 0% to 30%	19.76%
Corporate revenues	From 0% to 30%	26.32%
Strategic contribution		
Positioning and transforming the Corporation's divisions as set forth in the Corporation's strategic plan, Maximizing the value from the Corporation's Mergers & Acquisitions activities	From 0% to 30%	19.88%
Corporate Development & Governance	From 0% to 30%	25.65%
Total		**91.61%**
Total of Business Performance Measures (79.40%) X Individual Performance Measures (91.61%)		**72.74%**

(1) If the minimum level of the Corporate EBITDA, as determined at the beginning of the financial year, is not achieved, payment of any variable compensation to the Executive Chairman will be at the discretion of the Human Resources Committee.
(2) The weight of each individual objective is not capped but the total is capped at 150%.

Philippe Morin, CEO		
Elements of Individual Performance Measures (1)	**Weight (from 0% to 120%)** (2)	**Result (%)**
Financial objectives		
Corporate EBITDA	From 0% to 30%	19.76%
Corporate revenues	From 0% to 20%	14.76%
Corporate cash flow from operations (3)	From 0% to 10%	15.00%
Strategic contribution		
Positioning and transforming the Corporation’s divisions as set forth in the Corporation’s strategic plan, Maximizing the value from the Corporation’s Mergers & Acquisitions activities	From 0% to 40%	18.57%
Delivering the strategic transformation imperatives as set forth in the Corporation’s strategic plan and strengthening the Corporation’s strategic capabilities	From 0% to 20%	17.39%
Total		**85.48%**
Total of Business Performance Measures (79.40%) X Individual Performance Measures (85.48%)		**67.87%**

(1) If the minimum level of the Corporate EBITDA, as determined at the beginning of the financial year, is not achieved, payment of any variable compensation to the CEO will be at the discretion of the Human Resources Committee.
(2) The weight of each individual objective, with the exception of the corporate cash flow from operations objective, is not capped but the total is capped at 150%.
(3) This objective is capped.

Pierre Plamondon, CFO and Vice President of Finance		
Elements of Individual Performance Measures (1)	**Weight (from 0% to 120%)** (2)	**Result (%)**
Financial objectives		
Corporate EBITDA	From 0% to 30%	19.76%
Corporate revenues	From 0% to 20%	14.76%
Corporate cash flow from operations	From 0% to 10%	17.24%
Strategic contribution		
Contribute to the Corporation’s finance function transformation set forth in the Corporation’s strategic plan	From 0% to 30%	26.00%
Contribute to the Corporation’s digital transformation set forth in the Corporation’s strategic plan	From 0% to 20%	17.00%
Leadership performance	From 0% to 10%	8.00%
Total		**102.76%**
Total of Business Performance Measures (79.40%) X Individual Performance Measures (102.76%)		**81.59%**

(1) If the minimum level of the Corporate EBITDA, as determined at the beginning of the financial year, is not achieved, payment of any variable compensation to the CFO and Vice President of Finance will be at the discretion of the Human Resources Committee.
(2) The weight of each individual objective is not capped but the total is capped at 150%.

Sales Incentive Plan

The SIP objectives for executive officers in the sales force are aimed to reward three (3) elements that are shareholder oriented (contribution margins, bookings and EBITDA). The objectives are determined by the executive’s supervisor and are for the territory under the executive’s supervision. The following tables outline the SIP objectives for each NEO who is within the sales force:

Willem Jan te Niet, Vice President, Sales — EMEA		
Business Performance Measures	**Incentive Targets (US$)**	**Results (US$)**
Contribution Margin Bonus [(1)]	107,616	94,135
Bonus on Bookings Achievement [(2)]	35,872	26,498
Corporate EBITDA [(3)]	35,872	19,687
Total	**179,360**	**140,320**

(1) The amount of bonus for the attainment of the quarterly contribution margin targets for the territory of EMEA is based on the percentage of achievement up to 100% of the quarterly and annual contribution margin targets defined at the beginning of the financial year. An accelerated amount of bonus based on the percentage of attainment of the quarterly and annual contribution margin targets above 100% is also payable.

(2) The amount of bonus for the attainment of the bookings' targets for the territory of EMEA is based on the percentage of achievement up to 100% of the quarterly and annual bookings targets defined at the beginning of the financial year. An accelerated amount of bonus based on the percentage of attainment from above 100%, 150% and 200% of the annual bookings target is also payable.

(3) If the minimum level of the Corporate EBITDA, as determined at the beginning of the financial year, is achieved then 25% up to 100% of achievement is payable and capped at 125% but if it is not achieved, payment of any variable compensation to the NEO will be at the discretion of the Human Resources Committee.

Dana Yearian, Vice President, Sales — Americas		
Business Performance Measures	**Incentive Targets (US$)**	**Results (US$)**
Contribution Margin Bonus [(1)]	131,094	115,328
Bonus on Bookings Achievement [(2)]	43,698	39,182
Corporate EBITDA [(3)]	43,698	23,974
Total	**218,490**	**178,484**

(1) The amount of bonus for the attainment of the quarterly contribution margin targets for the territory of the Americas is based on the percentage of achievement up to 100% of the quarterly and annual contribution margin targets defined at the beginning of the financial year. An accelerated amount of bonus based on the percentage of attainment of the quarterly and annual contribution margin targets above 100% is also payable.

(2) The amount of bonus for the attainment of the bookings' targets for the territory of the Americas is based on the percentage of achievement up to 100% of the quarterly and annual bookings targets defined at the beginning of the financial year. An accelerated amount of bonus based on the percentage of attainment from above 100%, 150% and 200% of the annual bookings target is also payable.

(3) If the minimum level of the Corporate EBITDA, as determined at the beginning of the financial year, is achieved then 25% up to 100% of achievement is payable and capped at 125% but if it is not achieved, payment of any variable compensation to the NEO will be at the discretion of the Human Resources Committee.

Long-Term Incentive Compensation

The long-term incentive compensation offered by the Corporation is made up of two (2) main initiatives: i) the Long-Term Incentive Plan (the "LTIP") for directors, officers, employees and other persons or companies providing ongoing management or consulting services ("Consultants") of the Corporation and its subsidiaries and ii) the Deferred Share Unit Plan (the "DSU Plan") for non-employee directors of the Corporation.

Under the amending provisions, the Board of Directors may amend the LTIP and the DSU Plan or any options, Performance Share Units ("PSUs"), Restricted Share Units ("RSUs") and Deferred Share Units ("DSUs") issuable thereunder at any time without the consent of the holders of such securities provided that such amendment shall (i) not adversely alter or impair any securities previously granted except as permitted by the terms of the plans, (ii) be subject to any required approval of any securities regulatory authority or stock exchange, and (iii) be subject to shareholder approval, where required, by law, stock exchange requirements or the plans themselves, provided however that actions which do not require shareholder approval include, without limitation, the following actions:

- amendments of a general housekeeping or clerical nature that, among others, clarify, correct or rectify any ambiguity, defective provision, error or omission in the LTIP or the DSU Plan;
- amendments necessary to comply with applicable laws or the requirements of any securities regulatory authority or stock exchange;
- changing the eligibility for, and limitations on, participation in the LTIP and the DSU Plan;
- modifying the terms and conditions of any options, PSUs, RSUs and DSUs, including restrictions, not inconsistent with the terms of the LTIP and the DSU Plan, which terms and conditions may differ among individual grants and holders of such securities;
- modifying the periods referred to in the LTIP during which vested options may be exercised, provided that the option period is not extended beyond ten years after the date of the granting of the option;
- amendments with respect to the vesting period, with respect to circumstances that would accelerate the vesting of options, PSUs or RSUs, or the redemption of DSUs;
- any amendment resulting from or due to the alteration of share capital as more fully set out in the LTIP and the DSU Plan;
- amendments to the provisions relating to the administration of the LTIP and the DSU Plan; and
- suspending or terminating the LTIP and the DSU Plan.

For greater certainty, the Board of Directors shall be required to obtain shareholder approval to make the following amendments:

- a reduction in the exercise price of options held by an insider;
- an extension of the exercise period of options held by an insider;
- any amendment to remove or to exceed the limits on insider participation;
- an increase to the maximum number of Subordinate Voting Shares issuable under the LTIP and the DSU Plan; and
- any amendment to the amendment provisions of the LTIP and the DSU Plan.

For the first three bullet points above, the votes attached to shares held directly or indirectly by insiders benefiting directly or indirectly from the amendment must be excluded. In addition, with respect to the last bullet point above, where the amendment will disproportionately benefit one or more insiders over other holders of options, DSUs, PSUs or RSUs, the votes of shares held directly or indirectly by those insiders receiving the disproportionate benefit must be excluded. The LTIP refers to “Units” and a Unit is defined as a PSU or a RSU granted under the LTIP.

<u>Long-Term Incentive Plan (LTIP)</u>

The principal component of the long-term incentive compensation offered by the Corporation is the LTIP. Introduced in May 2000, the LTIP is designed to provide directors, officers, employees and Consultants of the Corporation and its subsidiaries with an incentive to create value and accordingly ensures that their interests are aligned with those of the Corporation’s shareholders and to further attract, motivate and retain all of its employees, including the NEOs with the exception of the Executive Chairman who, as of August 31, 2012, is no longer participating. The LTIP is subject to review by the Human Resources Committee to ensure maintenance of its market competitiveness. The LTIP was amended in January 2005, in January 2016, in January 2018 and in January 2019.

The Board of Directors has full and complete authority to interpret the LTIP and to establish the rules and regulations applying to it and to make all other determinations it deems necessary or useful for the administration of the LTIP, provided that such interpretations, rules, regulations and determinations are consistent with the rules of all stock exchanges on which the securities of the Corporation are then traded and with all applicable securities legislation and regulations.

The LTIP provides for the issuance of options to purchase Subordinate Voting Shares and the issuance of PSUs and RSUs redeemable for Subordinate Voting Shares issued from treasury to participating directors, officers, employees and Consultants of the Corporation and its subsidiaries. The Board of Directors, upon recommendation from the Human Resources Committee, designates the recipients of options, PSUs or RSUs and determines the number of Subordinate Voting Shares covered by options, PSUs or RSUs, the dates of vesting, the expiry date and any other conditions relating to these options, PSUs or RSUs, in each case in accordance with the applicable legislation of the securities regulatory authorities.

During the financial year ended August 31, 2019, target awards for eligible officers under the LTIP were established to be in line with the objective of the Human Resources Committee to align compensation with the Target Compensation Positioning offered in the reference market. Each NEO, with the exception of the Executive Chairman since the end of the financial year ended August 31, 2012, is entitled to receive PSUs or RSUs annually in accordance with the following policy:

Name & Position	Grant Levels (1) (% of Previous Year Base Salary)
Philippe Morin, CEO	55.0%
Pierre Plamondon, CFO and Vice President, Finance	45.0%
Willem Jan te Niet, Vice President, Sales – EMEA	35.0%
Dana Yearian, Vice President, Sales – Americas	42.5%

(1) Actual grant value may differ from the grant level guidelines as the stock price may vary between the time of the grant and its approval.

PSU or RSU awards are based on the expected impact of the role of the executive officer on the Corporation's performance and strategic development as well as market benchmarking. The Human Resources Committee undertakes an analysis from time to time to determine the possible payouts pursuant to the LTIP under various scenarios and at various levels of share price growth to ensure that the LTIP is aligned with the interests of the Corporation's shareholders.

PSUs or RSUs are also used to attract and retain top executives, as well as in business acquisitions. For the year ended August 31, 2019, the Corporation determined the number of PSUs or RSUs granted to each executive officer according to their individual contribution, specifically with respect to additional responsibilities as the case may be. As disclosed under the section "Summary Compensation Table" hereof, all of the NEOs, with the exception of the Executive Chairman as described earlier, were granted RSUs during the last financial year. The purpose of the grants was to focus the executives on developing and successfully implementing the continuing growth strategy of the Corporation and to align the executives with the principles of sustained long-term shareholder value growth. The grants were also considered to contribute to the Corporation's objective to align the compensation of the executives with the reference market. The Corporation did not take into account the amount and terms of outstanding options, PSUs or RSUs or the restrictions on resale of such units when determining the grants mentioned above.

The exercise price of the options is determined by the Board of Directors at the time of granting the options, subject to compliance with the rules of all stock exchanges on which the Subordinate Voting Shares are listed and with all applicable securities legislation and regulation. In any event, the exercise price may not be lower than the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars. Any option issued is non-transferable, except in the event of death, for legal representative. As at November 1, 2019, there were no options granted and none outstanding.

The fair value at the time of grant of a PSU or RSU is equal to the market value of Subordinate Voting Shares at the time the PSU or RSU is granted. The grant date market value is equal to the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars. Any PSU or RSU issued is non-transferable, except in the event of death, for legal representative. As at August 31, 2019, there were no PSUs granted and outstanding and a total of 1,836,446 RSUs granted and outstanding pursuant to the LTIP having a weighted average fair value at the time of grant of US$3.78 (CA$4.88) per RSU.

The maximum number of Subordinate Voting Shares that are issuable under the LTIP and DSU Plan shall not exceed 11,792,893 Subordinate Voting Shares, which represents 21.3% of the Corporation's issued and outstanding voting shares as of August 31, 2019. From this total, 4,806,810 Subordinate Voting Shares have been issued and 2,087,953 Subordinate Voting Shares are issuable under actual awards held by participants, which represents 12.5% of the Corporation's issued and outstanding voting shares as of August 31, 2019, leaving 4,898,130 Subordinate Voting Shares available for grant under the LTIP and DSU Plan, representing 8.8% of the issued and outstanding voting shares as of August 31, 2019.

All of the Subordinate Voting Shares covered by options that expire or are cancelled become reserved Subordinate Voting Shares for the purposes of options, PSUs or RSUs that may be subsequently granted under the terms of the LTIP. No participant shall hold in total options to purchase, PSUs, RSUs and DSUs representing more than 5% of the number of Subordinate Voting Shares issued and outstanding from time to time. There are additional limitations for insiders of the Corporation. The number of Subordinate Voting Shares issuable at any time pursuant to options, PSUs, RSUs and DSUs granted to insiders of the Corporation shall not exceed 10% of the total issued and outstanding Subordinate Voting Shares. The number of Subordinate Voting Shares issued to insiders, within a one (1) year period, pursuant to the exercise, settlement or redemption of options, PSUs, RSUs and DSUs shall not exceed 10% of the number of issued and outstanding Subordinate Voting Shares, and the number of Subordinate Voting Shares issued to any one insider and such insider's associates, within a one-year period, pursuant to the exercise, settlement or redemption of options, PSUs, RSUs and DSUs shall not exceed 5% of the total issued and outstanding Subordinate Voting Shares of the Corporation. Options vest at a rate as determined by the Board of Directors. Options may be exercised in whole or in part once vested. Options that are granted under the LTIP must be exercised within a maximum period of ten (10) years following the date of their grant (the "Option Period") or they will be forfeited provided however that the Option Period shall be automatically extended if the date on which it is scheduled to terminate falls during a blackout period or within ten (10) business days after the last day of a blackout period. In such cases, the Option Period shall terminate ten (10) business days after the last day of a blackout period.

The vesting dates of PSUs or RSUs are subject to a minimum term of three (3) years and a maximum term of ten (10) years from the award date. The following table presents, for the last five (5) financial years, the RSUs granted and their respective vesting schedule. No PSUs were granted as of August 31^{st}, 2019.

Financial Year Ended	Grant Date	RSUs Granted (#)	Fair Value at the Time of Grant (US$/RSU)	Vesting Schedule
August 31, 2019	October 18, 2018	166,161	3.17	100% on the third anniversary date of the grant.
	January 15, 2019	238,500	3.42	
	July 17, 2019	30,571	3.85	
	October 18, 2018	197,699	3.17	100% on the third anniversary date of the grant if performance objectives related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation, are fully attained.
	Total	**632,931**		

Financial Year Ended	Grant Date	RSUs Granted (#)	Fair Value at the Time of Grant (US$/RSU)	Vesting Schedule
August 31, 2018	October 19, 2017	15,000	4.00	50% on each of the third and fourth anniversary dates of the grant.
	January 16, 2018	154,833	4.45	
	February 2, 2018	30,000	4.62	
	October 19, 2017	211 155	4.00	100% on the fifth anniversary date of the grant subject to early vesting of up to 1/3 on the third anniversary date of the grant and up to 50% of the remaining units on the fourth anniversary date of the grant if performance objectives namely related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation, are fully attained.
	November 13, 2017	9,633	4.30	
	Total	**420,621**		
August 31, 2017	October 19, 2016	38,300	4.01	50% on each of the third and fourth anniversary dates of the grant.
	January 18, 2017	153,700	5.10	
	April 5, 2017	123,110	4.89	
	October 19, 2016	207,269	4.01	100% on the fifth anniversary date of the grant subject to early vesting of up to 1/3 on the third anniversary date of the grant and up to 50% of the remaining units on the fourth anniversary date of the grant if performance objectives namely related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation, are fully attained.
	April 5, 2017	4,764	4.89	
	Total	**527,143**		
August 31, 2016	October 15, 2015	36,900	3.23	50% on each of the third and fourth anniversary dates of the grant.
	November 9, 2015	109,890	3.43	
	January 13, 2016	151,400	3.00	
	July 7, 2016	2,500	3.30	
	August 15, 2016	10,000	3.33	
	October 15, 2015	206,373	3.23	100% on the fifth anniversary date of the grant subject to early vesting of up to 1/3 on the third anniversary date of the grant and up to 50% of the remaining units on the fourth anniversary date of the grant if performance objectives namely related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation, are fully attained.
	November 9, 2015	54,945	3.43	
	Total	**572,008**		
August 31, 2015	October 16, 2014	29,150	3.71	50% on each of the third and fourth anniversary dates of the grant.
	January 14, 2015	163,400	3.55	
	March 31, 2015	5,000	3.78	
	July 2, 2015	12,299	3.27	
	October 16, 2014	197,726	3.71	100% on the fifth anniversary date of the grant subject to early vesting of up to 1/3 on the third anniversary date of the grant and up to 50% of the remaining units on the fourth anniversary date of the grant if performance objectives namely related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation, are fully attained.
	July 2, 2015	1,946	3.27	
	Total	**409,521**		

If any vesting dates fall into any blackout period or any other restrictive period during which the PSU or RSU holder is not entitled to trade the Corporation's Subordinate Voting Shares, the PSUs or RSUs shall: (i) vest on the fifth trading day the PSU or RSU holder is entitled to trade after such blackout period or restrictive period; or (ii) if the PSU or RSU holder decides, prior to such vesting date, to pay his/her income tax without using any of the Subordinate Voting Shares' proceeds, then and only then, the vesting date shall remain the one determined on the granting date for such PSUs or RSUs.

With the exceptions mentioned under the section entitled “Termination and Change of Control Benefits”, unless otherwise determined by the Board of Directors, any option granted pursuant to the LTIP will lapse: (i) immediately upon the termination of the relationship with the Corporation or one of its subsidiaries for a good and sufficient cause for employees or officers or at the date on which an employee or an officer resigns or leaves his employment with the Corporation or one of its subsidiaries (or within thirty (30) days if the holder’s employment is terminated for reasons not related to cause); and (ii) thirty (30) days after a director ceases to be a member of the Board of Directors of the Corporation or one of its subsidiaries for any reason other than death or permanent disability. The LTIP provides that, in the event of death or permanent disability, any option held by the optionee lapses six (6) months after the date of permanent disability and the option shall become exercisable no later than the date of termination by reason of death or permanent disability of the employee or the officer. In the event of retirement, any option held by an employee lapses thirty (30) days after the date of any such retirement. Nevertheless, in case of retirement or early retirement of an officer or employee, the Board of Directors or the Human Resources Committee may at its own discretion extend the period an option will lapse in accordance with the terms of the LTIP.

With the exceptions mentioned under the section entitled “Termination and Change of Control Benefits”, unless otherwise determined by the Board of Directors, any PSU or RSU granted pursuant to the LTIP will lapse: (i) immediately, where vesting of a unit is subject to the attainment of performance objectives, if such performance objectives have not been attained (or postponed at a further vesting date as determined by the Board of Directors); and (ii) immediately, whether or not subject to attainment of performance objectives, upon the termination of the relationship with the Corporation or one of its subsidiaries for a good and sufficient cause for employees or officers or at the date on which an employee or an officer resigns or leaves his employment with the Corporation or one of its subsidiaries.

The LTIP provides that any PSU or RSU granted will vest immediately, to a certain proportion as determined by the LTIP, upon the termination of the relationship of an employee or officer with the Corporation or one of its subsidiaries for reasons not related to cause. The LTIP provides that any PSU or RSU granted pursuant to the LTIP will vest immediately upon the termination of the relationship of an employee or officer with the Corporation or one of its subsidiaries because of death or permanent disability. The LTIP also provides that upon participant attainment of the retirement conditions established by the Corporation and continued compliance with the confidentiality, non-solicitation and non-competition obligations of the PSU or RSU holder, the PSU or RSU holder shall be entitled to the regular vesting as established by the Board of Directors at the time of grant pursuant to the LTIP. Furthermore, in case of a PSU or RSU holder employment with the Corporation is terminated following a change of control, the Board of Directors or the Human Resources Committee may, at its own discretion, increase the number of Subordinate Voting Shares to which a PSU or RSU holder is entitled.

In the event of a change of control, the Board of Directors or the Human Resources Committee may, prior or following the change of control, accelerate the time at which an option, PSU or RSU may first be exercised or the time during which an option, PSU or RSU or any part thereof will become exercisable.

The full text of the LTIP is included in our 2018 Annual Information Form on Form 20-F under Exhibit 4.59, which was filed on November 27, 2018 on SEDAR at www.sedar.com in Canada or on EDGAR at www.sec.gov/edgar.shtml in the U.S.

Performance Share Units Grants in Last Financial Year

There were no PSUs redeemable for Subordinate Voting Shares granted during the financial year ended August 31, 2019. As at November 1, 2019, there were 140,995 PSUs granted and outstanding.

Restricted Share Unit Grants in Last Financial Year

The aggregate number of RSUs granted from September 1, 2018 to August 31, 2019, was 632,931 having a weighted average fair value at the time of grant of US$3.30 (CA$4.32) per RSU. The fair value at the time of grant of a RSU is equal to the market value of Subordinate Voting Shares at the time RSUs are granted. At August 31, 2019, there were a total of 1,836,446 RSUs granted and outstanding pursuant to the LTIP having a weighted average fair value at the time of grant of US$3.78 (CA$4.88) per RSU.

The PSUs or RSUs are redeemed for Subordinate Voting Shares issued from treasury on the vesting dates established by the Board of Directors of the Corporation at the time of grant in its sole discretion.

Therefore, the value at vesting of a RSU, when converted to Subordinate Voting Shares, is equivalent to the market value of a Subordinate Voting Share at the time the conversion takes place and is taxable as employment income. The table above shows information regarding RSU grants made under the LTIP during the financial year ended August 31, 2019. No PSUs were granted during the financial year ended August 31, 2019.

During the financial year ended August 31, 2019, the following RSUs were granted to the following NEOs:

Name	RSUs Granted (#)	Percentage of Total RSUs Granted to Employees in Financial Year (%) (1)	Fair Value at the Time of Grant (US$/RSU) (2)	Grant Date	Vesting Schedule (3)
Philippe Morin	34,892	12.40%	3.17	October 18, 2018	100% on the third anniversary date of the grant.
	43,615				100% on the third anniversary date of the grant if performance objectives namely related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation are fully attained. (4)
Pierre Plamondon	16,842	5.99%	3.17	October 18, 2018	100% on the third anniversary date of the grant.
	21,052				100% on the third anniversary date of the grant if performance objectives namely related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation are fully attained. (4)
Willem Jan te Niet	13,117	4.66%	3.17	October 18, 2018	100% on the third anniversary date of the grant.
	16,397				100% on the third anniversary date of the grant if performance objectives namely related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation are fully attained. (4)
Dana Yearian	16,282	5.79%	3.17	October 18, 2018	100% on the third anniversary date of the grant.
	20,353				100% on the third anniversary date of the grant if performance objectives namely related to long-term growth of revenue and profitability, as determined by the Board of Directors of the Corporation are fully attained. (4)

(1) Such percentage does not include any cancelled RSUs.

(2) The fair value at the time of grant of a RSU is equal to the market value of Subordinate Voting Shares at the time RSUs are granted. The grant date market value is equal to the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required.

(3) All RSUs first vesting cannot be earlier than the third anniversary date of their grant.

(4) Those RSUs granted in the financial year ended August 31, 2019 vest on the third anniversary date of the grant but are subject to the attainment of performance objectives, as determined by the Board of Directors of the Corporation. Such performance objectives are based on the attainment of a profitability metric target for the upcoming three fiscal years. The profitability metric is determined as the upcoming three fiscal year 's cumulative Corporation's IFRS net earnings (loss) before interest and other expense, income taxes, and amortization, stock-based compensation costs, restructuring charges, acquisition-related deferred revenue fair value adjustment and foreign exchange gain or loss, change in fair value of cash contingent consideration, and extraordinary gain or loss ("LTIP EBITDA"). Accordingly, the vesting performance objectives will be attained, calculated on a pro-rated basis as follows: i) 0% for a LTIP EBITDA below target for the three-year period ending on August 31, 2021; ii) 50% to 100% for a LTIP EBITDA at target or above and caped at two times the target for the three-year period ending on August 31, 2021.

The following table summarizes information about RSUs granted to the members of the Board of Directors and to Management and Corporate Officers of the Corporation and its subsidiaries as at August 31, 2019:

	Number of RSUs (#)	**% of Issued and Outstanding RSUs**	**Weighted Average Fair Value at the Time of Grant ($US/RSU)**
Executive Chairman (one (1) individual)	–	–	–
CEO (one (1) individual)	327,039	17.81%	3.73
Board of Directors (four (4) individuals)	–	–	–
Management and Corporate Officers (ten (10) individuals)	844,544	45.99%	3.58

Option Grants in Last Financial Year

There were no options to purchase the Corporation's Subordinate Voting Shares granted during the financial year ended August 31, 2019 and thereafter until November 1, 2019. As at November 1, 2019, there were no options granted and none outstanding.

Deferred Share Unit Plan (DSU Plan)

Introduced in October 2004 and effective as of January 2005, the Corporation's DSU Plan (the Deferred Share Unit Plan) is designed to align more closely the interests of the Corporation's non-employee directors with those of its shareholders.

Under the DSU Plan, non-employee directors may elect to receive up to 100% of their retainer fees in the form of DSUs, each of which has an estimated value determined based on the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars, as required. DSUs entitle the holder thereof to dividends in the form of additional DSUs at the same rate as dividends on Subordinate Voting Shares. Any DSU issued is non-transferable, except by will or other testamentary document or according to the laws respecting the devolution and allotment of estates.

When a participant ceases to act as a director, the participant (or in the case of death, the beneficiary of the DSUs) may cause the Corporation to redeem the DSUs by filing a notice of redemption with the Corporation's Secretary specifying the redemption date. If the participant or his/her beneficiary or legal representative, as the case may be, fails to file such a notice, the redemption date shall be December 15 of the first calendar year commencing after the year the participant ceased to act as a director. Within ten business days after the redemption date, the participant shall receive, at the discretion of the Corporation, in satisfaction of the number of DSUs credited to his or her account on such date, any of the following: (a) a number of Subordinate Voting Shares purchased on the open market having a value, net of any applicable withholdings, equal to the market value of a Subordinate Voting Share on the redemption date multiplied by the number of DSUs credited to his or her notional account on the payment date, (b) a number of Subordinate Voting Shares issued by the Corporation equal to the number of DSUs credited to his or her notional account on the payment date, or (c) any combination of clauses (a) and (b). If a participant dies after ceasing to act as a director, but before filing a redemption notice, these provisions shall apply with such modifications as the circumstances require.

Subordinate Voting Shares issued by the Corporation will be issued from the same pool of Subordinate Voting Shares reserved for issuance pursuant to the LTIP. There are additional limitations for insiders of the Corporation. The number of Subordinate Voting Shares issuable at any time pursuant to options, PSUs, RSUs and DSUs granted to insiders of the Corporation shall not exceed 10% of the total issued and outstanding Subordinate Voting Shares. The number of Subordinate Voting Shares issued to insiders, within a one (1) year period, pursuant to the exercise, settlement or redemption of options, PSUs, RSUs and DSUs shall not exceed 10% of the number of issued and outstanding Subordinate Voting Shares, and the number of Subordinate Voting Shares issued to any one insider and such insider's associates, within a one-year period, pursuant to the exercise, settlement or redemption of options, PSUs, RSUs and DSUs shall not exceed 5% of the total issued and outstanding Subordinate Voting Shares of the Corporation.

Deferred Share Unit Grants in Last Financial Year

The aggregate number of DSUs credited to non-employee directors during the financial year ended August 31, 2019 was 69,818. The estimated value at the time of grant of a DSU is determined based on the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars, as required. The value at vesting of a DSU is equivalent to the market value of the Subordinate Voting Shares when a DSU is converted to such Subordinate Voting Shares. As at August 31, 2019, there were a total of 251,507 DSUs credited and outstanding pursuant to the DSU Plan having a weighted average fair value at the time of grant of US$3.90 (CA$4.99).

During the financial year ended August 31, 2019, the following DSUs were granted to the non-employee members of the Board of Directors:

DSUs Granted (#)	Weighted Average Fair Value at the Time of Grant (US$/DSU)	Total of the Fair Value at the Time of Grant (US$)	Vesting
69,818	3.63	253,439	At the time director ceases to be a member of the Board of Directors of the Corporation

The following table summarizes information about DSUs granted to the non-employee members of the Board of Directors as at November 1, 2019:

	DSUs Granted (#)	% of Issued and Outstanding DSUs	Total of the Fair Value at the Time of Grant (US$)	Weighted Average Fair Value at the Time of Grant (US$/DSU)
Board of Directors (four (4) individuals)	251,507	100%	980,877	3.90

Number of Subordinate Voting Shares Reserved for Future Issuance

During the financial year ended August 31, 2019, 69,818 DSUs and 632,931 RSUs were granted to directors, officers and employees. Such awards were issued from the pool of Subordinate Voting Shares reserved for issuance pursuant to the LTIP and the DSU Plan of which the maximum number of Subordinate Voting Shares issuable shall not exceed 11,792,893, which represents 21.3% of the Corporation's issued and outstanding voting shares as at August 31, 2019. As at August 31, 2019, the number of Subordinate Voting Shares reserved for future issuance is 4,898,130 representing 8.8% of the Corporation's issued and outstanding voting shares as at August 31, 2019.

Stock Appreciation Rights Plan

On August 4, 2001, the Corporation established a Stock Appreciation Rights Plan (the "SAR Plan"), as amended on January 12, 2010, for the benefit of certain employees residing in countries where the granting of stock-based compensation under the LTIP is not feasible in the opinion of the Corporation. The Board of Directors has full and complete authority to interpret the SAR Plan and to establish the rules and regulations applying to it and to make all other determinations it deems necessary or useful for the administration of the SAR Plan.

Under the SAR Plan, eligible employees are entitled to receive a cash amount equivalent to the difference between the market price of the Subordinate Voting Shares on the date of exercise or the date of vesting and the exercise price determined on the date of grant. No Subordinate Voting Shares are issuable under the SAR Plan.

The Board of Directors has delegated to Management the task of designating the recipients of stock appreciation rights, the date of exercise or vesting, the expiry date and other conditions. Under the terms of the SAR Plan, the exercise price determined on the date of grant of the stock appreciation right is equal to zero (0) if the stock appreciation right is to reflect a PSU or RSU under the LTIP or, if the stock appreciation right is to reflect an option under the LTIP, the exercise price determined on the date of grant may not be lower than the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars. Stock appreciation rights are non-transferable.

The stock appreciation rights, reflecting a PSU or RSU under the LTIP, vest at a rate of 50% annually commencing on the third anniversary date of the date of grants made in October 2015, January 2016, October 2016, January 2017 and January 2018 and at a rate of 100% on the third anniversary date of the date of grants made in January 2019.

The stock appreciation rights, reflecting a PSU or RSU under the LTIP, will: i) lapse immediately upon the termination of the relationship with the Corporation or one (1) of its subsidiaries for a good and sufficient cause or at the date on which an employee resigns or leaves his employment with the Corporation or one (1) of its subsidiaries; and ii) vest immediately, to a certain proportion as determined by the SAR Plan, upon the termination without cause of the relationship of an employee with the Corporation or one (1) of its subsidiaries.

The stock appreciation rights, reflecting an option under the LTIP, vest over a four-year period, with 25% vesting annually commencing on the first anniversary date of the date of grant. However, since October 2007, some stock appreciation rights, representing an option under the LTIP, vest at a rate of 50% annually commencing on the third anniversary date of the grants made in October 2009.

For stock appreciation rights, reflecting an option under the LTIP, once vested, such right may be exercised between the second and the fifteenth business day following each release of the Corporation's quarterly financial results and will lapse immediately upon the termination of the relationship with the Corporation or one (1) of its subsidiaries for a good and sufficient cause or at the date on which an employee resigns or leaves his employment with the Corporation or one (1) of its subsidiaries (or within thirty (30) days if the holder is dismissed without cause). In the event of retirement or disability, any stock appreciation right held by an employee lapses thirty (30) days after the date of any such disability or retirement. In the event of death, any stock appreciation right lapses six (6) months after the date of death.

All of the stock appreciation rights that are granted under the SAR Plan may be exercised within a maximum period of ten (10) years following the date of their grant.

From September 1, 2018 until November 1, 2019, 10,046 Stock Appreciation Rights ("SARs") were exercised.

During the financial year ended August 31, 2019, 6,000 SARs were granted to employees. As at August 31, 2019, there were 21,000 SARs outstanding.

Benefits and Perquisites

Certain employees of the Corporation, including the NEOs, are eligible to participate in the Corporation's benefits programs, which may include life insurance, extended health and dental coverage, short and long-term disability coverage, accidental death and dismemberment (AD&D) compensation and emergency travel assistance. Although the majority of costs of the benefits are paid by the Corporation, employees (including the NEOs) may also be required to contribute to obtain such benefits.

With the exception of car allowances that are provided to the Corporation's Executive Chairman and Vice Presidents of Sales, executive officers, including other NEOs, do not receive any perquisites. The value of the perquisites for each of the NEOs, if applicable, is less than CA$50,000 or 10% of total annual salary and bonus for the financial year and, as such, is not included in the table provided under the heading "Summary Compensation Table" and in the table provided under the heading "Termination and Change of Control Benefits".

Deferred Profit-Sharing Plan

The Corporation maintains a deferred profit-sharing plan (the "DPSP") for certain eligible Canadian resident employees, including NEOs but excluding the Corporation's Executive Chairman, under which the Corporation may elect to match the employees' contributions up to a maximum of 4% of an employee's gross salary, provided that the employee has contributed to a tax-deferred registered retirement savings plan. Cash contributions, for eligible employees to the DPSP, and expenses for the years ended August 31, 2017, 2018 and 2019 amounted to US$1,571,000, US$1,610,000 and US$1,592,000, respectively. The amounts contributed to the DPSP are invested at the employee's will in the investment vehicles offered by Manufacturers Life Insurance Company (Manulife), the Corporation's fund administrator. Withdrawals of funds from the DPSP account are not permitted. In the event of termination of the employment, if the employee has been a member of the DPSP for more than two (2) years, the employee is entitled to receive the funds accumulated in his DPSP account.

401K Plan

The Corporation maintains a 401K plan for eligible United States resident employees of its subsidiaries. Employees become eligible to participate in the 401K plan on the date they are hired. Under this plan, the Corporation must contribute an amount equal to 3% of an employee's current compensation. In addition, employees may elect to defer their current compensation up to the lesser of 1% of eligible compensation or the statutorily prescribed annual limit and have the deferral contributed to the 401K plan. The 401K plan permits, but does not require, the Corporation to make additional matching contributions to the 401K plan on behalf of the eligible participants, subject to a maximum of 50% of the first 6% of the participant's current compensation subject to certain legislated maximum contribution limits. The Corporation contributes up to 3% of the participant's current compensation, subject to certain legislated maximum contribution limits. In the years ended August 31, 2017, 2018 and 2019, the Corporation made aggregate contributions of US$630,000, US$591,000 and US$460,000 respectively, to the 401K plan. Contributions by participants or by the Corporation to the 401K plan and income earned on plan contributions are generally not taxable to the participant until withdrawn and contributions by the Corporation are generally deductible by the Corporation when made. At the direction of each participant, the trustees of the 401K plan invest the assets of the 401K plan in selected investment options.

2019 Performance and Compensation

Compensation for the NEOs is awarded through the Corporation's executive compensation plan, which aligns compensation with key strategic objectives and individual performance. The Corporation has established Business Performance Measures outlining key performance indicators which are applicable to all employees. You will find more information on such indicators under the heading "Short-Term Incentive Compensation". These performance indicators focus efforts, communicate priorities and enable performance to be benchmarked.

The following table highlights the NEOs early vesting achievement in accordance with the Corporation's LTIP:

Long-Term Incentive Plan (LTIP) - RSUs		
Date of Grant	**Vesting Date**	**% of Early Vesting Achievement** (1)
October 15, 2015	October 15, 2019	8%
October 19, 2016	October 21, 2019	11%

(1) The vesting schedules are provided in the table under the heading "Long-Term Incentive Plan".

Conclusion

By way of application of the Corporation's executive compensation policy, an important part of executive compensation is linked to corporate performance and long-term value creation. The Human Resources Committee continuously reviews executive compensation programs to ensure that they maintain their competitiveness and continue to focus on the Corporation's objectives, values and business strategies.

For the financial year ending August 31, 2012, we made a significant change to the Executive Chairman compensation structure. Following the evaluation of the share ownership of the Executive Chairman, it was decided by the Human Resources Committee that the Executive Chairman should no longer receive equity-based compensation within his compensation as the share ownership of the Executive Chairman has been determined to be sufficient and that equity-based compensation was no longer reasonably considered as an incentive to performance.

Depending on specific circumstances, the Human Resources Committee may also recommend employment terms and conditions that deviate from the policies and the execution by the Corporation or its subsidiaries of employment contracts on a case-by-case basis.

Executive Chairman Performance Compensation during Last Three (3) Financial Years

The following table compares the compensation awarded to Mr. Germain Lamonde in respect of his performance as CEO until April 1, 2017 and then as Executive Chairman to the Total Market Capitalization Growth for the last three (3) financial years. The compensation includes base salary, short-term incentive payments, as well as long-term incentive payments at grant date pursuant to the LTIP.

Compensation Elements	**2019**	**2018**	**2017**[(1)]	**Three-Year Total**
Cash				
Base Salary	CA$486,735	CA$588,350	CA$717,500	CA$1,792,585
Short-Term Incentive	CA$230,128	CA$160,800	CA$262,962	CA$653,890
Equity				
Long-Term Incentive	–	–	–	–
Total Direct Compensation	CA$716,863	CA$749,150	CA$980,462	CA$2,446,475
Contribution to DPSP	–	–	–	–
All Other Compensation	–	–	–	–
Total Compensation	CA$716,863	CA$749,150	CA$980,462	CA$2,446,475
Annual Average	–	–	–	CA$815,492
Total Market Capitalization (CA$ millions) as at August 31	268.4	318.0	322.3	302.9
Total Cost as a % of Market Capitalization	0.27%	0.24%	0.31%	0.27%

(1) On April 1, 2017, Mr. Germain Lamonde stepped down as CEO and became Executive Chairman of the Corporation.

CEO Performance Compensation during Last Three (3) Financial Years

The following table compares the compensation awarded to Mr. Philippe Morin in respect of his performance as COO until April 1, 2017 and then as CEO to the Total Market Capitalization Growth for the last three (3) financial years. The compensation includes base salary, short-term incentive payments, as well as long-term incentive payments at grant date pursuant to the LTIP.

Compensation Elements	2019	2018	2017[1]	Three-Year Total
Cash				
Base Salary	CA$531,898	CA$522,750	CA$512,500	CA$1,567,148
Short-Term Incentive	CA$189,528	CA$115,396	CA$118,531	CA$423,455
Equity				
Long-Term Incentive	CA$323,449	CA$256,251	CA$531,256	CA$1,110,956
Total Direct Compensation	CA$1,044,875	CA$894,397	CA$1,162,287	CA$3,101,559
Contribution to DPSP	CA$24,156	CA$986	CA$14,346	CA$39,488
All Other Compensation	–	–	–	–
Total Compensation	CA$1,069,031	CA$895,383	CA$1,176,633	CA$3,141,047
Annual Average	–	–	–	CA$1,047,016
Total Market Capitalization (CA$ millions) as at August 31	268.4	318.0	322.3	302.9
Total Cost as a % of Market Capitalization	0.40%	0.28%	0.37%	0.35%

(1) Mr. Philippe Morin was nominated CEO on April 1, 2017.

Summary Compensation Table of Named Executive Officers

The table below shows compensation information during the three (3) most recently completed financial years for the NEOs. This information includes, as applicable, the Canadian and US dollar and Euro value of base salaries, share-based and option-based awards, non-equity incentive plan compensations, pension value and all other compensation, if any, whether paid or deferred.

Name and Principal Position	Financial Year	Salary [1] [2] ($)	Share-Based Awards [2] [3] ($)	Option-Based Awards ($)	Non-Equity Incentive Plan Compensation ($)		Pension Value ($)	All Other Compensation ($) [2] [5]	Total Compensation ($)
					Annual Incentive Plans [2] [4]	Long-Term Incentive Plan			
Germain Lamonde, Executive Chairman [6]	2019	367,430 (US) 486,735 (CA)	– (US) – (CA)	–	173,721 (US) 230,128 (CA)	–	–	–	541,151 (US) 716,863 (CA)
	2018	460,800 (US) 588,350 (CA)	– (US) – (CA)	–	125,940 (US) 160,800 (CA)	–	–	–	586,740 (US) 749,150 (CA)
	2017	543,067 (US) 717,500 (CA)	– (US) – (CA)	–	199,032 (US) 262,962 (CA)	–	–	–	742,099 (US) 980,462 (CA)
Philippe Morin, CEO [7]	2019	401,523 (US) 531,898 (CA)	244,168 (US) 323,449 (CA)	–	143,072 (US) 189,528 (CA)	–	–	18,235 (US) 24,156 (CA)	806,998 (US) 1,069,031 (CA)
	2018	409,422 (US) 522,750 (CA)	200,698 (US) 256,251 (CA)	–	90,379 (US) 115,396 (CA)	–	–	772 (US) 986 (CA)	701,271 (US) 895,383 (CA)
	2017	387,905 (US) 512,500 (CA)	402,101 (US) 531,256 (CA)	–	89,715 (US) 118,531 (CA)	–	–	10,858 (US) 14,346 (CA)	890,579 (US) 1,176,633 (CA)
Pierre Plamondon, CFO and Vice President, Finance	2019	235,129 (US) 311,476 (CA)	117,856 (US) 156,123 (CA)	–	86,330 (US) 114,362 (CA)	–	–	10,368 (US) 13,734 (CA)	449,683 (US) 595,695 (CA)
	2018	241,535 (US) 308,392 (CA)	106,561 (US) 136,057 (CA)	–	60,189 (US) 76,850 (CA) [8]	–	–	7,833 (US) 10,002 (CA)	416,118 (US) 531,301 (CA)
	2017	228,841 (US) 302,345 (CA)	100,176 (US) 132,352 (CA)	–	46,116 (US) 60,928 (CA)	–	–	11,006 (US) 14,541 (CA)	386,139 (US) 510,166 (CA)

Name and Principal Position	Financial Year	Salary (1) (2) ($)	Share-Based Awards (2) (3) ($)	Option-Based Awards ($)	Non-Equity Incentive Plan Compensation ($)		Pension Value ($)	All Other Compensation ($) (2) (5)	Total Compensation ($)
					Annual Incentive Plans (2) (4)	Long-Term Incentive Plan			
Willem Jan te Niet, Vice President, Sales — EMEA	2019	235,956 (US) 312,571 (CA) 208,019 (€)	93,559 (US) 123,938 (CA) 82,482 (€)	–	140,320 (US) 185,882 (CA) 123,706 (€)	–	–	18,877 (US) 25,006 (CA) 16,642 (€)	488,712 (US) 647,397 (CA) 430,849 (€)
	2018	243,191 (US) 310,506 (CA) 203,940 (€)	80,612 (US) 102,925 (CA) 67,601 (€)	–	141,296 (US) 180,406 (CA) 118,491 (€)	–	–	19,455 (US) 24,841 (CA) 16,315 (€)	484,554 (US) 618,678 (CA) 406,347 (€)
	2017	226,587 (US) 299,367 (CA) 206,625 (€)	66,891 (US) 88,376 (CA) 60,998 (€)	–	104,094 (US) 137,529 (CA) 94,923 (€)	–	–	7,912 (US) 10,454 (CA) 7,215 (€)	405,484 (US) 535,726 (CA) 369,761 (€)
Dana Yearian, Vice President, Sales — Americas	2019	242,897 (US) 321,766 (CA)	116,133 (US) 153,841 (CA)	–	178,484 (US) 236,438 (CA)	–	–	8,400 (US) 11,127 (CA)	545,914 (US) 723,172 (CA)
	2018	242,897 (US) 310,131 (CA)	101,208 (US) 129,222 (CA)	–	152,285 (US) 194,438 (CA)	–	–	7,667 (US) 9,789 (CA)	504,057 (US) 643,580 (CA)
	2017	238,134 (US) 314,623 (CA)	99,223 (US) 131,094 (CA)	–	156,675 (US) 206,999 (CA)	–	–	7,049 (US) 9,314 (CA)	501,081 (US) 662,030 (CA)

(1) Base salary earned in the financial year, regardless when paid.
(2) The compensation information for Canadian residents has been converted from Canadian dollars to US dollars based upon an average foreign exchange rate of CA$ 1.3247 = US$1.00 for the financial year ended August 31, 2019, CA$1.2768 = US$1.00 for the financial year ended August 31, 2018 and CA$1.3212 = US$1.00 for the financial year ended August 31, 2017. The compensation information for the Netherlands resident has been converted from Euros to US dollars based upon an average foreign exchange rate of €0.8816 = US$1.00 for the financial year ended August 31, 2019, €0.8386 = US$1.00 for the financial year ended August 31, 2018 and €0.9119 = US$1.00 for the financial year ended August 31, 2017 and the conversion from US dollars to Canadian dollars is made as described above.
(3) Indicates the dollar amount based on the grant date fair value of the RSUs awarded under the LTIP for the financial year. The fair value at the time of grant of a RSU is equal to the market value of Subordinate Voting Shares at the time RSUs are granted. The grant date market value is equal to the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. Grants of RSUs to NEOs are detailed under section "Compensation Discussion and Analysis – Long-Term Incentive Plan".
(4) Indicates the total bonus earned during the financial year whether paid during the financial year or payable on a later date:

Name	Paid during the Financial Year Ended August 31, 2019 (i) ($)	Paid in the First Quarter of the Financial Year Ending on August 31, 2020 (i) ($)	Total Bonus Earned during the Financial Year Ended August 31, 2019 (i) ($)
Germain Lamonde	– (US) – (CA)	173,721 (US) 230,128 (CA)	173,721 (US) 230,128 (CA)
Philippe Morin	– (US) – (CA)	143,072 (US) 189,528 (CA)	143,072 (US) 189,528 (CA)
Pierre Plamondon	– (US) – (CA)	86,330 (US) 114,362 (CA)	86,330 (US) 114,362 (CA)
Willem Jan te Niet	85,619 (US) 113,419 (CA) 75,482 (€)	54,701 (US) 72,463 (CA) 48,224 (€)	140,320 (US) 185,882 (CA) 123,706 (€)
Dana Yearian	109,973 (US) 145,681 (CA)	68,511 (US) 90,757 (CA)	178,484 (US) 236,438 (CA)

(i) Refer to note 2 above.

(5) Indicates the amount contributed by the Corporation during the financial year to the DPSP as detailed under section "Compensation Discussion and Analysis – Deferred Profit-Sharing Plan", the 401K plan as detailed under section "Compensation Discussion and Analysis – 401K plan", as applicable, for the benefit of the NEOs. Mr. Lamonde is not eligible to participate in the DPSP.
(6) Mr. Lamonde stepped down as CEO as of April 1, 2017 and was nominated Executive Chairman of the Corporation.
(7) Mr. Morin was promoted from Chief Operating Officer of the Corporation to CEO of the Corporation as of April 1, 2017.
(8) Including a discretionary bonus of CA$10,000 (US$7,832).

Incentive Plan Awards

The significant terms of all plan-based awards and non-equity incentive plan awards, issued or vested, or under which options have been exercised, during the financial year, or outstanding at the end of the financial year are described herein under the section entitled "Compensation Discussion and Analysis – Long-Term Incentive Plan" and "Compensation Discussion and Analysis – Short Term Incentive Compensation".

Outstanding Share-Based Awards and Option-Based Awards

The following sets out for each NEO all option, PSUs and RSU awards outstanding as at August 31, 2019, if any, including those granted before August 31, 2019.

	Outstanding Option-Based Awards (Options)				Outstanding Share-Based Awards (PSUs or RSUs)		
Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price	Option Expiration Date	Value of Unexercised "in-the-money" Options	Number of Shares or Units of Shares that Have Not Vested (#)	Market or Payout Value of Share-Based Awards that Have Not Vested (US$) (1)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (US$)
Germain Lamonde	–	–	–	–	–	–	–
Philippe Morin	–	–	–	–	327,039	1,193,692	–
Pierre Plamondon	–	–	–	–	143,945	525,399	–
Willem Jan te Niet	–	–	–	–	71,348	260,420	–
Dana Yearian	–	–	–	–	139,346	508,613	–

(1) The value of unvested PSUs or RSUs at the financial year-end is the market value of the Subordinate Voting Shares on August 31, 2019, which was US$3.65 (CA$4.85). The market value of the Subordinate Voting Shares was calculated by using the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on August 30, 2019 using the daily exchange rate of the Bank of Canada to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. The actual gains on vesting will depend on the value of the Subordinate Voting Shares on the date of vesting. There can be no assurance that these values will be realized.

Exercised Option-Based Awards

No option-based awards of the Corporation were held during the financial year ended August 31, 2019 by the NEOs.

Incentive Plan Awards – Value Vested or Earned during the Year

The following table summarizes, for each of the NEOs, the value of share-based awards vested during the financial year ended August 31, 2019, if any, and the value of non-equity incentive plan compensation earned during the financial year ended August 31, 2019, if any.

Name	Share-Based Awards – Value Vested during the Year (US$) (1)	Non-Equity Incentive Plan Compensation – Value Earned during the Year (US$) (2)
Germain Lamonde	–	173,721
Philippe Morin	171,020	143,072
Pierre Plamondon	66,009	86,330
Willem Jan te Niet	32,775	140,320
Dana Yearian	60,382	178,484

(1) The aggregate dollar value realized is equivalent to the market value of the Subordinate Voting Shares underlying the PSUs or RSUs at vesting. This value, as the case may be, has been converted from Canadian dollars to US dollars based upon the daily exchange rate of the Bank of Canada on the day of vesting.
(2) Includes total non-equity incentive plan compensation earned by each NEO in respect to the financial year ended on August 31, 2019 (as indicated under the "Summary Compensation Table").

Pension Plan Benefits

The Corporation does not have a defined benefit pension plan. The significant terms of the DPSP and the 401K plan of the Corporation are described herein under the sections entitled "Compensation Discussion and Analysis – Deferred Profit-Sharing Plan" and "Compensation Discussion and Analysis – 401K plan". The amounts paid by the Corporation to the NEOs under such plans are detailed in the column entitled "All other compensation" in the "Summary Compensation Table".

Termination and Change of Control Benefits

The Corporation has an employment agreement with Mr. Germain Lamonde, the Corporation's Executive Chairman. The agreement is for an indeterminate period and compensation is reviewed annually. In the event of the termination of Mr. Lamonde's employment without cause, Mr. Lamonde will be entitled to a severance payment equal to twenty-four (24) months of his current rate of remuneration (base salary, STIP compensation and benefits) and the immediate vesting of all stock options, PSUs and RSUs if any. In addition, in the event that Mr. Lamonde's employment is terminated following a merger or an acquisition by a third party of substantially all of the Corporation's assets or of the majority of its share capital ("Change of Control"), he will be entitled to a severance payment equal to twenty-four (24) months of his current rate of remuneration (base salary, STIP compensation and benefits) and to the immediate vesting of all stock options, PSUs and RSUs if any. If Mr. Lamonde voluntarily resigns, he will be entitled to immediate vesting of all stock options, PSUs and RSUs if any.

The Corporation has an employment agreement with Mr. Philippe Morin, the Corporation's Chief Executive Officer. The agreement is for an indeterminate period and compensation is reviewed annually. In the event of termination of Mr. Morin's employment without cause, Mr. Morin will be entitled to a severance payment equal to twelve (12) months of his current base salary and to the immediate vesting, to a certain proportion as determined by the LTIP, of PSUs and RSUs if any. In addition, in the event Mr. Morin's employment is terminated following a Change of Control, he will be entitled to a severance payment equal to twelve (12) months of his current base salary and to the immediate vesting of all stock options, PSUs and RSUs if any.

The Corporation has an employment agreement with Mr. Pierre Plamondon, the Corporation's CFO and Vice President, Finance. The agreement is for an indeterminate period and compensation is reviewed annually. In the event of termination of Mr. Plamondon's employment without cause, Mr. Plamondon will be entitled to a severance payment equal to twelve (12) months of his current base salary and to the immediate vesting, to a certain proportion as determined by the LTIP, of PSUs and RSUs if any. In addition, in the event Mr. Plamondon's employment is terminated following a Change of Control, he will be entitled to a severance payment equal to eighteen (18) months of his current rate of remuneration (base salary, STIP compensation and benefits) and to the immediate vesting of all stock options, PSUs and RSUs if any.

The Corporation has an employment agreement with Mr. Willem Jan te Niet, the Corporation's Vice President, Sales — EMEA. The agreement is for an indeterminate period and compensation is reviewed annually. In the event of termination of Mr. te Niet's employment without cause, Mr. te Niet will be entitled to severance payments equal to one (1) month per year of service as a Vice President of the Corporation with a minimum of six (6) months but in no case exceeding twelve (12) months of his current base salary and to the immediate vesting, to a certain proportion as determined by the LTIP, of PSUs and RSUs if any. In addition, in the event Mr. te Niet's employment is terminated following a Change of Control, he will be entitled to severance payments equal to one (1) month per year of service as a Vice President of the Corporation with a minimum of six (6) months but in no case exceeding twelve (12) months of his current rate of remuneration (base salary, SIP compensation and benefits) and to the immediate vesting of all stock options, PSUs and RSUs if any.

The Corporation has an employment agreement with Mr. Dana Yearian, the Corporation's Vice President, Sales — Americas. The agreement is for an indeterminate period and compensation is reviewed annually. In the event of termination of Mr. Yearian's employment without cause, Mr. Yearian will be entitled to a severance payment equal to twelve (12) months of his current base salary and to the immediate vesting, to a certain proportion as determined by the LTIP, of PSUs and RSUs if any. In addition, in the event Mr. Yearian's employment is terminated following a Change of Control, he will be entitled to a severance payment equal to eighteen (18) months of his current rate of remuneration (base salary, SIP compensation and benefits) and to the immediate vesting of all stock options, PSUs and RSUs if any.

The following table outlines the estimated incremental payments NEOs would be entitled to receive if a termination payment event occurred on August 31, 2019, which includes all payments, payables and benefits that would be given by the Corporation to a NEO upon such termination payment event.

	Termination Payment Event		
Named Executive Officer	**Without Cause ($)** (1) (2)	**Change of Control ($)** (2) (3)	**Voluntary ($)**
Germain Lamonde	986,740 (US) (4) 1,295,070 (CA)	986,740 (US) 1,295,070 (CA)	0 (5)
Philippe Morin (6)	1,094,815 (US) 1,453,122 (CA)	1,595,215 (US) 2,118,037 (CA)	–
Pierre Plamondon (6)	535,834 (US) 711,043 (CA)	968,376 (US) 1,280,622 (CA)	–
Willem Jan te Niet (6)	284,405 (US) 377,188 (CA) 250,731 (€)	437,387 (US) 580,466 (CA) 385,600 (€)	–
Dana Yearian (6)	534,616 (US) 709,393 (CA)	1,101,386 (US) 1,450,134 (CA)	–

(1) The aggregate amount disclosed includes an evaluation of the amount that the NEO would have been entitled to should a termination of employment without cause have occurred on August 31, 2019 and includes, as the case may be for each NEO, the base salary that would have been received and total value of PSUs, RSUs and options that would have vested (with the exception of Mr. Lamonde's evaluation which is described in note 6 below and includes: the base salary, STIP compensation, and total value of PSUs, RSUs and options that would have vested). The amount for base salary compensation is calculated according to those amounts provided under the section entitled "Summary Compensation Table" included in this Circular. The amount for the total value attached to the vesting of PSUs, RSUs and options determined pursuant to the LTIP as described in the section entitled "Long-Term Incentive Compensation – Long-Term Incentive Plan" for termination without cause.

(2) The aggregate amount for Canadian residents has been converted from Canadian dollars to US dollars based upon a foreign exchange rate of CA$1.3247 = US$1.00 as of August 31, 2019. The aggregate amount for Netherlands resident has been converted from Euros to US dollars based upon a foreign exchange rate of €0.8816 = US$1.00 as of August 31, 2019.

(3) The aggregate amount disclosed includes, as the case may be for each NEO, an evaluation of the amount that the NEO would have been entitled to should a termination of employment for Change of Control have occurred on August 31, 2019 and includes, as the case may be, namely, the base salary, STIP or SIP compensation and total value of PSUs, RSUs and options that would have vested. The amount for base salary and STIP or SIP compensation are calculated according to those amounts provided under the section entitled "Summary Compensation Table" included in this Circular, the total value attached to the vesting of PSUs, RSUs and options is calculated according to those amounts provided in the columns named "Value of unexercised "in-the-money" options" and "Market or payout value of share-based awards that have not vested" of the table included under the heading entitled "Outstanding share-based awards and option-based awards".
(4) The aggregate amount disclosed includes an evaluation of the amount that Mr. Lamonde would have been entitled to should a termination of employment without cause have occurred on August 31, 2019 and includes: the base salary, STIP compensation, and total value of PSUs, RSUs and options that would have vested. The amount for base salary and STIP compensation are calculated according to those amounts provided under the section entitled "Summary Compensation Table" included in this Circular; the total value attached to the vesting of PSUs or RSUs and options are calculated according to those amounts provided in the columns named "Value of unexercised "in-the-money" options" and "Market or payout value of share-based awards that have not vested" of the table included under the heading entitled – "Outstanding share-based awards and option-based awards".
(5) Mr. Lamonde did not hold any PSUs, RSUs or options on August 31, 2019.
(6) None of these NEOs held any PSUs or options on August 31, 2019.

Compensation of Directors

Director Compensation Table

In the financial year ended August 31, 2014, the decision was made to increase the Annual Retainer and eliminate the attendance fees and each Director who was not an employee of the Corporation or any of its subsidiaries received an Annual Retainer as set forth in the following table, payable in a combination of cash and DSUs as chosen by the director pursuant to the DSU Plan. Since June 2017 pursuant to our internal policy, our Directors have the obligation to elect to receive at least seventy-five (75%) of their Annual Retainer in form of DSUs until their cumulative Annual Retainers equal or exceed three (3) times the sum of: i) the Annual Retainer for Directors; ii) the Annual Retainer for Audit Committee Members; and iii) the Annual Retainer for Human Resources Committee Members. The significant terms of the DSU Plan are described herein under the section entitled "Long-Term Incentive Compensation – Deferred Share Unit Plan".

	From September 1, 2018 to August 31, 2019	
Annual Retainer for Directors (1)	CA$70,000 (2)	US$52,842 (3)
Annual Retainer for Lead Director	CA$10,000	US$7,549 (3)
Annual Retainer for Audit Committee Chairman	CA$12,000	US$9,059 (3)
Annual Retainer for Audit Committee Members	CA$4,500 (4)	US$3,397 (3)
Annual Retainer for Human Resources Committee Chairman	CA$7,000	US$5,284 (3)
Annual Retainer for Human Resources Committee Members	CA$4,500 (4)	US$3,397 (3)

(1) All the Directors elected to receive 100% of their Annual Retainer for Directors in form of DSUs except Mr. François Côté, who elected to receive 75% of his Annual Retainer in form of DSUs.
(2) The Annual Retainer for Mr. François Côté and Mr. Claude Séguin is CA$70,000 (US$52,842). The Annual Retainer for Ms. Angela Logothetis and Mr. Randy E. Tornes is US$70,000 (CA$92,729).
(3) The compensation information has been converted from Canadian dollars to US dollars based upon an average foreign exchange rate of CA$1.3247 = US$1.00 for the financial year ended August 31, 2019.
(4) The Annual Retainer for Audit Committee Members and Human Resources Committee Members is CA$4,500 (US$3,397) for Mr. François Côté and Mr. Claude Séguin and US$4,500 (CA$5,961) for Ms. Angela Logothetis and Mr. Randy Tornes.

In the financial year ended August 31, 2019, the Directors who were not employees of the Corporation earned the following compensation:

Name	Fees Earned [1] ($)	Share-Based Awards ($)	Option-Based Awards ($)	Non-Equity Incentive Plan Compensation ($)	Pension Value ($)	All Other Compensation ($)	Total ($)
François Côté	69,073 (US) 91,500 (CA)	–	–	–	–	–	69,073 (US) 91,500 (CA)
Angela Logothetis	79,000 (US) 104,651 (CA)	–	–	–	–	–	79,000 (US) 104,651 (CA)
Claude Séguin	65,298 (US) 86,500 (CA)	–	–	–	–	–	65,298 (US) 86,500 (CA)
Randy E. Tornes	79,000 (US) 104,651 (CA)	–	–	–	–	–	79,000 (US) 104,651 (CA)

(1) The compensation information has been converted from Canadian dollars to US dollars based upon an average foreign exchange rate of CA$1.3247 = US$1.00 for the financial year ended August 31, 2019 except for compensation amounts paid to Ms. Angela Logothetis and Mr. Randy E. Tornes which were paid in US dollars. Subject to our internal policy, the fees are always payable in cash, but executives are provided the opportunity to elect to exchange all or a portion of their Annual Retainer for Directors into DSUs. The following table identifies the portion of the fees earned by the directors that were paid in DSUs and the portion that were paid in cash.

Name	Fees Earned		
	DSUs ($) [i]	Cash ($)	Total ($)
François Côté	39,632 (US) 52,500 (CA)	29,441 (US) 39,000 (CA)	69,073 (US) 91,500 (CA)
Angela Logothetis	79,000 (US) 104,651 (CA)	– (US) – (CA)	79,000 (US) 104,651 (CA)
Claude Séguin	65,298 (US) 86,500 (CA)	– (US) – (CA)	65,298 (US) 86,500 (CA)
Randy E. Tornes	70,000 (US) 92,729 (CA)	9,000 (US) 11,922 (CA)	79,000 (US) 104,651 (CA)

(i) The estimated value at the time of grant of a DSU is determined based on the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and the NASDAQ Global Select Market on the last trading day preceding the grant date, using the daily exchange rate of the Bank of Canada on the last trading day preceding the grant date to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars, as required. The value at vesting of a DSU is equivalent to the market value of a Subordinate Voting Share when a DSU is converted to such Subordinate Voting Share.

Director Incentive Plan Awards

The significant terms of all plan-based awards and non-equity-incentive plan awards, issued or vested, or under which options have been exercised, during the year, or outstanding at the end of the financial year are described herein under section entitled "Compensation Discussion and Analysis – Long-Term Incentive Plan".

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out for each Director of the Corporation all awards outstanding as at August 31, 2019, if any, including awards granted before August 31, 2019.

Name	Outstanding Share-Based Awards (DSUs)		
	Number of Shares or Units of Shares that Have Not Vested (#)	Market or Payout Value of Share-Based Awards that Have Not Vested (US$) (1)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (US$)
François Côté	38,582	140,824	–
Angela Logothetis	49,714	181,456	–
Claude Séguin	64,211	234,370	–
Randy E. Tornes	99,000	361,350	–

(1) The value of unvested DSUs at the financial year-end is the market value of the Subordinate Voting Shares on August 30, 2019, which was US$3.65 (CA$4.85). The market value of the Subordinate Voting Shares was calculated by using the highest of the closing prices of the Subordinate Voting Shares on the Toronto Stock Exchange and on the NASDAQ Global Select Market on August 30, 2019 using the daily exchange rate of the Bank of Canada to convert either the NASDAQ Global Select Market closing price to Canadian dollars or the Toronto Stock Exchange closing price to United States dollars as required. The actual gains on vesting will depend on the value of the Subordinate Voting Shares on the date of vesting. There can be no assurance that these values will be realized.

Exercised Share-Based Awards

In the financial year that ended August 31, 2019, none of the DSUs of Directors vested and the Directors did not receive any non-equity incentive compensation from the Corporation.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth the number of Subordinate Voting Shares of the Corporation issued and outstanding as at August 31, 2019, or that may be issued, under the Corporation's LTIP and DSU Plan, both of which were approved by the Corporation's shareholders.

Plan Category	Number of Securities to Be Issued upon Exercise of Outstanding DSUs, Options, PSU and RSUs (#) (a)	Weighted-Average Exercise Price of Outstanding DSUs, Options, PSU and RSUs (US$) (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (#) (c)
DSU Plan – DSUs	251,507	n/a (1)	4,898,130
LTIP – Options	–	–	
LTIP - PSUs	–	–	
LTIP – RSUs	1,836,446	n/a (1)	

(1) The value of DSUs, PSUs and RSUs will be equal to the market value of the Subordinate Voting Shares of the Corporation on the date of vesting.

Annual Burn Rate

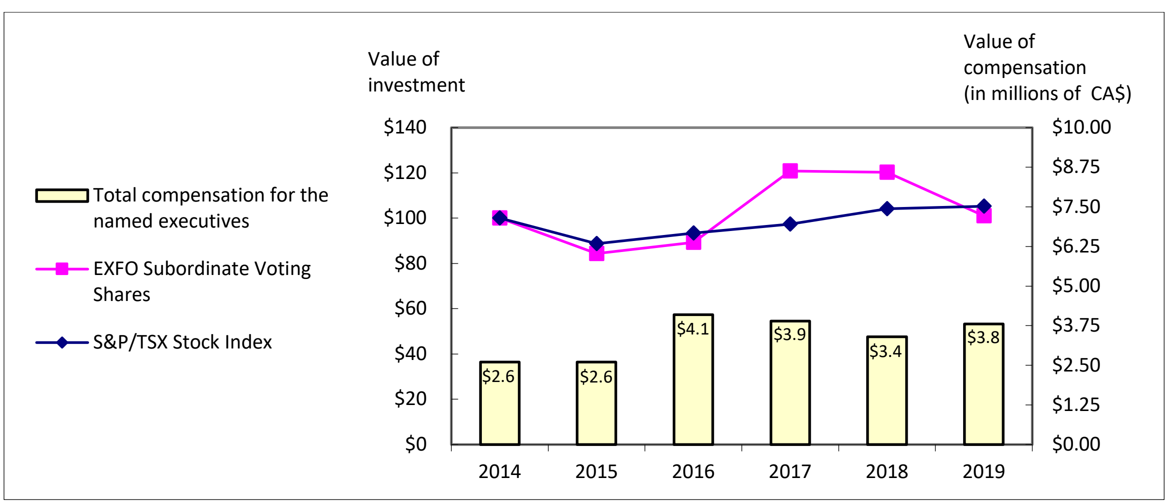
In accordance with the requirements of section 613 of the TSX Company Manual the following table sets out the burn rate of the awards granted under the Corporation's security-based compensation arrangements as of the end of the financial years ended August 31, 2019, August 31, 2018 and August 31, 2017. As at November 1, 2019 the only security-based compensation arrangements are the LTIP and the DSU Plan. The table below sets out the burn rate for such security-based compensation arrangements. The burn rate is calculated by dividing the number of DSUs, options, PSUs or RSUs, as applicable, granted under the respective plans during the relevant fiscal year by the weighted average number of securities outstanding for the applicable fiscal year:

	Year ended August 31, 2019	**Year ended August 31, 2018**	**Year ended August 31, 2017**
Number of DSUs granted	69,818	65,745	45,058
Number of Options granted	–	–	–
Number of PSUs granted	–	–	–
Number of RSUs granted	632,931	420,621	527,143
Weighted average number of securities outstanding for the applicable year	55,325,000	54,998,000	54,423,000
Annual burn rate of the DSUs	0.1%	0.1%	0.1%
Annual burn rate of Options	–	–	–
Annual burn rate of PSUs	–	–	–
Annual burn rate of RSUs	1.1%	0.8%	1.0%

PERFORMANCE GRAPH

The below line graph compares the cumulative total shareholder return of the Corporation's Subordinate Voting Shares with the cumulative shareholder return of the S&P/TSX Composite Index for the last five (5) financial years ended August 31, 2019. It assumes that the initial value of the investment in the Corporation's Subordinate Voting Shares and in the S&P/TSX Composite Index was CA$100 on September 1, 2014. The bar chart below illustrates the trend in total compensation paid to the NEOs in office during such periods; the Executive Chairman, CEO and CFO are included in each period but the other named executive officers changed from one period to another. For further information about the identity and compensation of the NEOs, please refer to our previous five (5) Management Proxy Circulars and this Circular under the section "Summary Compensation Table".

The Corporation's Stock Performance
(September 1, 2014 to August 31, 2019)



	August 31,					
	2014	**2015**	**2016**	**2017**	**2018**	**2019**
EXFO Subordinate Voting Shares (CA$)	$100	$84	$89	$121	$120	$101
S&P/TSX Composite Index (CA$)	$100	$89	$93	$97	$104	$105
NEOs' total compensation (in millions of CA$)	$2.6	$2.6	$4.1	$3.9	$3.4	$3.8

The line graph reflects that EXFO underperformed the S&P/TSX Composite Index in fiscal years 2015, 2018 and 2019, but performed better in 2016 and 2017. At the end of the five-year measurement period, the performance gap between EXFO and the S&P/TSX Composite Index was relatively small. Total shareholder return for the Corporation dropped in 2015, recovered in 2016 and particularly in 2017, stabilized in 2018 and slipped in 2019. Total shareholder return for the Index decreased in 2015, steadily increased in 2016, 2017 and 2018, then stabilized in 2019.

The Corporation was negatively impacted by uneven macro-economic conditions and irregular telecom spending during this five-year period. Its sales were also affected by global exchange rates, notably the increase of the US dollar versus a basket of currencies like the Canadian dollar, British pound and Euro. The Index, meanwhile, suffered from lower prices for natural resources in 2015, but it was less perturbed by unsteady macro-economic conditions. Due to the relatively small size of the Corporation and its market capitalization, its Subordinate Voting Shares tend to be more volatile and more severely impacted, either positively or negatively, than the Index.

The bar chart on the previous page illustrates that over the same five-year period, the total level of compensation received by the NEOs, as expressed in Canadian dollars, followed the Corporation's share price performance in 2016, but not in 2015, 2017, 2018 and 2019. The following information should be considered when analyzing the chart:

- The Corporation's share price decreased as at August 31, 2015 compared to the previous financial year, while total NEO compensation as expressed in Canadian dollars remained flat for the same period. It should be noted, however, three out of five NEOs were remunerated in currencies other than the Canadian dollar. On a constant currency basis, total NEO compensation would have decreased by about CA$100,000 year-over-year. As a result, total compensation received by the NEOs for this period was aligned with share price performance.

- The Corporation's share performance increased from September 1, 2015 to August 31, 2016. Total compensation received by the NEOs during this period also increased but at a higher rate than the Corporation's share price. It should be noted that the Corporation hired an executive to the newly created position of Chief Operating Officer in the early part of the financial year, which contributed to the increase in total compensation received by the NEOs during this period.

- The Corporation's share performance increased from September 1, 2016 to August 31, 2017. Total compensation received by the NEOs decreased during this period as certain financial targets were not met, which consequently was aligned with shareholders' interests.

- The Corporation's share price remained relatively flat as at August 31, 2018 compared to the previous financial year, while total compensation received by the NEOs decreased during that period as certain financial targets were not met. In addition, fewer Restricted Share Units (RSUs) were attributed to the CEO in 2018 than in the previous year, while the Executive Chairman accepted a reduced compensation plan after transitioning from his former role as CEO.

- The Corporation's share performance decreased from September 1, 2018 to August 31, 2019. Total compensation received by the NEOs increased during this period since most financial targets were met with revenues, bookings, IFRS net loss, adjusted EBITDA and cash flows from operations improving year-over-year.

Total compensation to NEOs of the Corporation is defined as the aggregate of base salary, short-term compensation and long-term compensation. Base salary is established at the beginning of each financial year, according to recommendations made by the Board of Directors' Human Resources Committee. Short-term compensation, which varies from one year to the next, is contingent upon the achievement of pre-established objectives measured against corporate and individual targets for a given financial year. For more information about short-term compensation, refer to the heading entitled "Short Term Incentive Compensation." Long-term compensation, which is provided in the form of RSUs, vests over a three- to five-year period, depending on the achievement of pre-established corporate goals. For more information about long-term compensation, refer to the heading entitled "Long-Term Incentive Plan".

Consequently, base salary and short-term compensation do not necessarily track the market value of our share price. Long-term compensation, however, is directly aligned with share-price performance, since the market value of RSUs is equal to the market value of our shares on any vesting day. Accordingly, the market value of the Corporation's share price will affect the planned value of NEOs' total compensation, thereby partially aligning their experience with that of shareholders.

DIRECTORS AND OFFICERS' LIABILITY INSURANCE

The Corporation maintains insurance protection against liability incurred by its officers and directors as well as those of its subsidiaries in the performance of their duties. The entire premium, amounting to US$176,554 from September 30, 2019 to September 30, 2020, is paid by the Corporation. The aggregate limit of liability in respect of any and all claims is US$20 million per year, subject to a deductible of US$250,000. A separate excess director and officer liability policy with aggregate limit of US$5 million provides broad form side A coverage, featuring difference-in-conditions (DIC) drop-down coverage that fills in potential coverage gaps that may exist under restrictive or unresponsive underlying insurance. This specific policy provides coverage for personal directors and officers liability if the organization fails or refuses to indemnify, or is financially unable to do so, or is prevented by law from indemnifying and will also respond if the primary D&O policy limit is consumed.

REPORT ON CORPORATE GOVERNANCE PRACTICES

Corporate Governance Developments in Canada

In January 2004, the Canadian Securities Administrators (the "CSA") adopted Multilateral Instrument 52-110—Audit Committees, which was last amended in November 2015 ("MI 52-110"). MI 52-110 sets forth certain requirements regarding Audit Committee composition and responsibilities, as well as reporting obligations with respect to audit-related matters. The disclosure of the MI 52-110 requirements is included in our 2019 Annual Information Form on Form 20-F under Exhibit 11.5 (Audit Committee Charter), Items 6.A (Directors and Senior Management) and 16.C (Principal Accountant Fees and Services) available as described below. For the composition of the Audit Committee, refer to the table provided under heading "Nominees for Election as Directors and their Beneficial Ownership of Voting Securities".

Effective June 30, 2005, the CSA also adopted National Instrument 58-101—Disclosure of Corporate Governance Practices ("NI 58-101") and National Policy 58-201—Effective Corporate Governance ("NP 58-201" and, together with MI 52-110, the "CSA Corporate Governance Standards"). NP 58-201 provides guidance to Canadian issuers with respect to corporate governance practices, while NI 58-101 requires issuers to make certain disclosures regarding their governance practices. The CSA Corporate Governance Standards, particularly NI 58-101 and NP 58-201, have replaced the former guidelines of the Toronto Stock Exchange that had, prior to the coming into force of the CSA Corporate Governance Standards, served as the primary source of codified recommendations in respect of corporate governance practices in Canada.

EXFO's Corporate Governance Practices

In accordance with NI 58-101, we are required to disclose information with respect to our system of corporate governance. Over the past few years, we have undertaken a comprehensive review of our corporate governance practices in order to best comply with and, whenever practicable, exceed the CSA Standards.

We adopted in March 2005, and are updating on a regular basis, a number of charters and policies, including an Audit Committee Charter, a Board of Directors Corporate Governance Guidelines, a Code of Ethics for our Principal Executive Officer and Senior Financial Officers, a Disclosure Guidelines, an Ethics and Business Conduct Policy, a Human Resources Committee Charter, a Securities Trading Policy and a Statement on Reporting Ethical Violations (Whistleblower Policy). We adopted in October 2006 a policy regarding Hiring Employees and Former Employees of Independent Auditor. We adopted in June 2011 an Independent Members Committee Charter. We also adopted in October 2011 a majority voting policy for the election of our Directors and amended it in order to comply with the TSX Rules in March 2016. We amended in October 2012 the Human Resources Committee Charter in order to expressly reflect the responsibility of the Human Resources Committee to conduct an annual assessment of the risks associated with the Corporation's executive compensation policies and procedures.

In July 2018, we amended our Ethics and Business Conduct Policy and our Agent Code of Conduct to remove the exception for facilitation payments. In March 2017, we amended our Disclosure Guidelines to add the Executive Chairman as a member of the Disclosure Committee. In June 2017, we also amended our Director Share Ownership Policy and our Board of Directors Corporate Governance Guidelines in order to introduce mandatory obligations for our Directors to elect to receive at least seventy-five (75%) of their Annual Retainer in form of DSUs until their cumulative Annual Retainers equal or exceed three (3) times the sum of: i) the Annual Retainer for Directors; ii) the Annual Retainer for Audit Committee Members; and iii) the Annual Retainer for Human Resources Committee Members.

We amended in January 2013, in October 2014 and in October 2017 the Human Resources Committee Charter in order to respectively receive and discuss suggestions from shareholders for potential Directors' nominees, to adapt it to the latest NASDAQ Rules on compensation committee along with an update on the nomination of Directors process and in order to specifically add the compensation review of the Executive Chairman. We adopted in January 2013 a Policy Regarding Conflict Minerals. We amended our Ethics and Business Conduct Policy and our Statement on Reporting Ethical Violations (Whistleblower Policy) in June 2013 and adopted in September 2013 the Agent Code of Conduct to formalize our anti-corruption compliance program. We adopted also in September 2013 a Director Share Ownership Policy. We also amended in October 2014 the Audit Committee Charter in order to harmonize its terminology with MI 52-110. We are also implementing best practices such as Best Practice regarding the Granting Date of Stock Incentive Compensation and the establishment of guidelines regarding the filing and disclosure of material contracts. We refer to our Board of Directors and Committee Charters as our "Corporate Governance Rules".

We are of the view that adopting and implementing good corporate governance practices is a cornerstone of our corporate and management practices and policies and that our existing corporate governance practices already meet the prevailing corporate governance standards. We further believe that the measures we have adopted with respect to corporate governance comply substantially with the CSA Standards.

We encourage our shareholders to consult our Corporate Governance Rules and Ethics and Business Conduct Policy available on our website (www.EXFO.com) and also available in print to any shareholder who requests copies by contacting our Corporate Secretary.

Our 2019 Annual Information Form on Form 20-F (also filed with the Securities and Exchange Commission ("SEC")), which will be available on or before November 29, 2019 and which may be obtained free of charge upon request to the Corporate Secretary or at www.sedar.com in Canada or www.sec.gov/edgar.shtml in the U.S., will also contain certain information with respect to our corporate governance practices.

We are dedicated to updating our corporate governance practices on an ongoing basis in order to respond to the evolution of best practices. We and our Board of Directors are of the view that our corporate governance practices, as summarized in the Schedule A attached to this Management Proxy Circular, are in substantial compliance with the CSA Corporate Governance Standards. Copies of our Corporate Governance Rules and all related policies (including those mentioned above) are available on our website (www.EXFO.com) as mentioned in Schedule A.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on SEDAR at www.sedar.com. The Corporation shall provide to any person or company, free of charge upon request to the Corporate Secretary of the Corporation, at 400 Godin Avenue, Quebec, Province of Quebec, Canada, G1M 2K2, phone number (418) 683-0913 ext. 23704 or fax number (418) 683-9839:

(a) one (1) copy of the Annual Report on Form 20-F of the Corporation filed with the SEC in the United States pursuant to the *Securities Exchange Act of 1934,* and with securities commissions or similar authorities;

(b) one (1) copy of the consolidated financial statements and the Auditors' report thereon as well as the Management's discussion and analysis of financial condition and results of operations of the Corporation for its most recently completed financial year, included in the Annual Report on Form 20-F of the Corporation and one (1) copy of any interim consolidated financial statements of the Corporation subsequent to the consolidated financial statements for its most recently completed financial year;

(c) one (1) copy of this Management Proxy Circular.

Additional information relating to the Corporation is also included in the Corporation's Annual Report on Form 20-F for the year ended August 31, 2019. The consolidated audited annual financial statements, the report of the auditors and Management's discussion and analysis is being mailed to shareholders, pursuant to applicable legislation, with the Notice of Meeting and this Management Proxy Circular. Additional copies of the above mentioned documents are available on SEDAR at www.sedar.com in Canada or at www.sec.gov/edgar.shtml in the U.S., and may be obtained free of charge from the Corporation upon request and will be available at the Meeting and on the Corporation website (www.EXFO.com) under the Investors Section.

DIRECTORS' APPROVAL

The contents and the sending of this Management Proxy Circular have been approved by the Directors of the Corporation.

DATED at Quebec, Province of Quebec, Canada, this 1st day of November 2019.

Benoit Ringuette
Corporate Secretary
EXFO INC.
400 Godin Avenue
Quebec, Province of Quebec, Canada, G1M 2K2

SCHEDULE A
CORPORATE GOVERNANCE PRACTICES

CSA Guidelines	EXFO's Corporate Governance Practices
1. Board of Directors	
(a) Disclose the identity of directors who are independent.	The following directors are independent: Mr. François Côté Ms. Angela Logothetis Mr. Claude Séguin Mr. Randy E. Tornes
(b) Disclose the identity of directors who are not independent and describe the basis for that determination.	Mr. Germain Lamonde – non-independent – is Executive Chairman of the Corporation and the majority shareholder of the Corporation as he has the ability to exercise a majority of the votes for the election of the Board of Directors. Mr. Philippe Morin – non-independent – is CEO of the Corporation since April 1, 2017.
(c) Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors does to facilitate its exercise of independent judgment in carrying out its responsibilities.	The majority of directors are independent: From September 1, 2018 to November 1, 2019, 4 out of 6.
(d) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	Mr. François Côté is chairman of the board of directors of Diagnos Inc. Mr. Claude Séguin is chairman of the board of directors of Fonds de solidarité FTQ.
(e) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.	The independent Directors hold as many meetings as needed annually and any Director may request a meeting at any time. From September 1, 2018 and to November 1, 2019 five (5) meetings of independent Directors without Management occurred. In June 2011, an Independent Members Committee Charter was adopted.

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

The Chair of the Board of Directors (being the majority shareholder) is not an independent Director. Since 2002, the Corporation has named an independent director to act as "Lead Director". Mr. François Côté has been acting as the independent "Lead Director" of the Corporation since January 2016.

The Lead Director is an outside and unrelated Director appointed by the Board of Directors to ensure that the Board of Directors can perform its duties in an effective and efficient manner independent of Management. The appointment of a Lead Director is part of the Corporation's ongoing commitment to good corporate governance. The Lead Director will namely:

- provide independent leadership to the Board of Directors;
- select topics to be included in the Board of Directors meetings;
- facilitate the functioning of the Board of Directors independently of the Corporation's Management;
- maintain and enhance the quality of the Corporation's corporate governance practices;
- in the absence of the Executive Chair, act as chair of meetings of the Board of Directors;
- recommend, where necessary, the holding of special meetings of the Board of Directors;
- serve as Board of Directors ombudsman, so as to ensure that questions or comments of individual directors are heard and addressed;
- manage and investigate any report received through the Corporation website pursuant to the Corporation's Statement on reporting Ethical Violations, Ethics and Business Conduct Policy and Agent Code of Conduct; and
- work with the Board of Directors to facilitate the process for developing, monitoring and evaluating specific annual objectives for the Board of Directors each year.

(g) Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.

The table below indicates the Directors' record of attendance at meetings of the Board of Directors and its committees during the financial year ended August 31, 2019:

Director	Board Meetings Attended	Audit Committee Meetings Attended	Human Resources Committee Meetings Attended	Independent Directors Meetings Attended	Total Board and Committee Meetings Attendance Rate
Lamonde, Germain	4 of 5	n/a	n/a	n/a	80%
Côté, François	5 of 5	4 of 4	4 of 4	4 of 4	100%
Logothetis, Angela	5 of 5	4 of 4	4 of 4	4 of 4	100%
Morin, Philippe	5 of 5	n/a	n/a	n/a	100%
Séguin, Claude	4 of 5	4 of 4	3 of 4	3 of 4	82%
Tornes, Randy E.	5 of 5	4 of 4	4 of 4	4 of 4	100%
Attendance Rate:	93%	100%	94%	94%	95%

2. **Board Mandate** – Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.	
(a) Assuring the integrity of the executive officers and creating a culture of integrity throughout the organization.	The Board of Directors is committed to maintaining the highest standards of integrity throughout the organization. Accordingly, the Board of Directors adopted an Ethics and Business Conduct Policy and a Statement on Reporting Ethical Violations (Whistleblower Policy) which are available on the Corporation's website (www.EXFO.com) to all employees and initially distributed to every new employee of the Corporation.
(b) Adoption of a strategic planning process.	The Board of Directors provides guidance for the development of the strategic planning process and approves the process and the plan developed by Management annually. In addition, the Board of Directors carefully reviews the strategic plan and deals with strategic planning matters that arise during the year.
(c) Identification of principal risks and implementing of risk management systems.	The Board of Directors works with Management to identify the Corporation's principal risks and manages these risks through regular appraisal of Management's practices on an ongoing basis.
(d) Succession planning including appointing, training and monitoring senior management.	The Human Resources Committee is responsible for the elaboration and implementation of a succession planning process and its updates as required. The Human Resources Committee is responsible to monitor and review the performance of the Executive Chairman and of the Chief Executive Officer and that of all other senior officers.
(e) Communications policy.	The Chief Financial Officer of the Corporation is responsible for communications between Management and the Corporation's current and potential shareholders and financial analysts. The Board of Directors adopted and implemented Disclosure Guidelines to ensure consistency in the manner that communications with shareholders and the public are managed. The Audit Committee reviews press releases containing the quarterly results of the Corporation prior to release. In addition, all material press releases of the Corporation are reviewed by the Executive Chairman, Chief Executive Officer, Chief Financial Officer, Investor Relations Manager, Director of Financial Reporting and Accounting and General Counsel. The Disclosure Guidelines have been established in accordance with the relevant disclosure requirements under applicable Canadian and United States securities laws.
(f) Integrity of internal control and management information systems.	The Audit Committee has the responsibility to review the Corporation's systems of internal controls regarding finance, accounting, legal compliance and ethical behavior. The Audit Committee meets with the Corporation's external auditors on a quarterly basis. Accordingly, the Corporation fully complies with Sarbanes-Oxley Act requirements within the required period of time.

(g)	Approach to corporate governance including developing a set of corporate governance principles and guidelines that are specifically applicable to the issuer.	The Board of Directors assumes direct responsibility for the monitoring of the Board of Director's corporate governance practices, the functioning of the Board of Directors and the powers, mandates and performance of the committees. These responsibilities were previously assumed by the Human Resources Committee. Accordingly, the Board of Directors adopted the following policies to fully comply with these responsibilities, which are updated on a regular basis as required:

Policy	Adopted	Amendments
Audit Committee Charter*	March 2005	November 2011 (French version only) October 2014
Board of Directors Corporate Governance Guidelines*	March 2005	February 2010 June 2017
Code of Ethics for our Principal Executive Officer and Senior Financial Officers*	March 2005	February 2010
Disclosure Guidelines	March 2005	May 2005 August 2008 March 2017
Ethics and Business Conduct Policy*	March 2005	June 2013 July 2018
Human Resources Committee Charter*	March 2005	September 2006 October 2012 January 2013 October 2014 October 2017
Securities and Trading Policy	March 2005	February 2010
Statement on Reporting Ethical Violations (Whistleblower Policy) *	March 2005	June 2013
Policy Regarding Hiring Employees and Former Employees of Independent Auditor*	October 2006	February 2010
Best Practice Regarding the Granting Date of Stock Incentive Compensation	April 2007	February 2010
Guidelines Regarding the Filing and Disclosure of Material Contracts	October 2008	February 2010
Independent Members Committee Charter*	June 2011	
Majority Voting Policy*	October 2011	March 2016
Policy Regarding Conflict Minerals*	January 2013	December 2018
Agent Code of Conduct*	September 2013	July 2018
Director Share Ownership Policy*	September 2013	June 2017

* Available on the Corporation's website (www.EXFO.com).

	The Board of Directors adopted in October 2011 a Majority Voting Policy for the election of Directors and updated it in accordance with the TSX Rules in March 2016. In October 2012 in order to expressly reflect the responsibility of the Human Resources Committee to conduct an annual assessment of the risks associated with the Corporation's executive compensation policies and procedures, the Board of Directors amended the Human Resources Committee Charter. The Board of Directors amended in January 2013 the Human Resources Committee Charter to include within the Human Resources Committee's mandate the responsibility to receive and discuss suggestions from shareholders for potential director's nominees. Also, in January 2013, the Board of Directors adopted a Policy Regarding Conflict Minerals. In the course of formalizing its anti-corruption compliance program, the Board of Directors amended the Ethics and Business Conduct Policy and the Statement on Reporting Ethical Violations (Whistleblower Policy) in June 2013 and also adopted in September 2013 the Agent Code of Conduct. In September 2013, the Board of Directors integrated a governance best practice by adopting a Director Share Ownership Policy. The Board of Directors amended in October 2014 the Human Resources Committee Charter in order to adapt it to the latest NASDAQ Rules on compensation committees along with an update on the nomination of Directors process and the Audit Committee Charter in order to harmonize its terminology with MI 52-110. The Board of Directors amended in March 2017 the Disclosure Guidelines to add the Executive Chairman as a member of the Disclosure Committee. The Board of Directors amended in June 2017 the Director Share Ownership Policy and the Board of Directors Corporate Governance Guidelines in order to introduce mandatory obligations for the Directors to elect to receive at least seventy-five (75%) of their Annual Retainer in form of DSUs until their cumulative Annual Retainers equal or exceed three (3) times the sum of: i) the Annual Retainer for Directors; ii) the Annual Retainer for Audit Committee Members; and iii) the Annual Retainer for Human Resources Committee Members. The Board of Directors amended in October 2017 the Human Resources Committee Charter in order to specifically add the compensation review of the Executive Chairman. The Board of Directors amended in July 2018 the Ethics and Business Conduct Policy and the Agent Code of Conduct to remove the exception for facilitation payments.
(h) Expectations and responsibilities of Directors, including basic duties and responsibilities with respect to attendance at board meetings and advance review of meeting materials.	The Board of Directors is also responsible for the establishment and functioning of all of the Board of Directors' committees, their compensation and their good standing. At regularly scheduled meetings of the Board of Directors, the Directors receive, consider and discuss committee reports. The Directors also receive in advance of any meeting, all documentation required for the upcoming meetings and they are expected to review and consult this documentation.

3. Position Descriptions	
(a) Disclose whether or not the board has developed written position descriptions for the chair of the board and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.	There is no specific mandate for the Board of Directors, however the Board of Directors is, by law, responsible for managing the business and affairs of the Corporation. Any responsibility which is not delegated to senior Management or to a committee of the Board of Directors remains the responsibility of the Board of Directors. Accordingly, the chairs of the Board of Directors, of the Audit Committee and of the Human Resources Committee will namely: • provide leadership to the Board of Directors or Committee; • ensure that the Board of Directors or Committee can perform its duties in an effective and efficient manner; • facilitate the functionary of the Board of Directors or Committee; and • promote best practices and high standards of corporate governance.
(b) Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.	No written position description has been developed for the Executive Chairman nor for the CEO. The Executive Chairman and the Chief Executive Officer, along with the rest of Management placed under their supervision, are responsible for meeting the corporate objectives as determined by the strategic objectives and budget as they are adopted each year by the Board of Directors.
4. Orientation and Continuing Education	
(a) Briefly describe what measures the board takes to orient new directors regarding	
i. the role of the board, its committees and its directors; and	The Human Resources Committee Charter foresees that the Human Resources Committee maintains an orientation program for new Directors.
ii. the nature and operation of the issuer's business.	Presentations and reports relating to the Corporation's business and affairs are provided to new Directors. In addition, new Board of Directors members meet with senior Management of the Corporation to review the business and affairs of the Corporation.

(b) Briefly describe what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.	The Human Resources Committee Charter foresees that the Human Resources Committee maintains a continuing education program for Directors. In March 2013, the independent Directors of the Corporation attended a presentation on the Corruption of Foreign Public Officials Act given by PricewaterhouseCoopers LLP. In March 2014, the independent Directors of the Corporation attended a presentation on directors' fiduciary duty by Fasken Martineau DuMoulin LLP. In March 2015, the Directors of the Corporation attended a presentation on directors' fiduciary duty in a controlled environment and on Corporate Governance by Norton Rose Fulbright LLP. In October 2015 the Directors of the Corporation attended a presentation on the Corporation's Service Assurance products by the Vice President Transport and Service Assurance Division of the Corporation. In 2016, the Directors of the Corporation attended an online training on the Corporation's business and orientation. In 2017, the Directors of the Corporation attended a training on the Corporation's products and solutions and also attended a presentation on Fraud Risk given by PricewaterhouseCoopers LLP. In 2018, the Directors of the Corporation attended trainings on the Corporation's products and solutions and attended a presentation on stock valuation by Canaccord Genuity and by Cowen. In 2019, the Directors of the Corporation attended trainings on the Corporation's products and solutions and on IFRS.
5. Ethical Business Conduct	
(a) Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code:	
i. disclose how a person or company may obtain a copy of the code;	The Corporation is committed to maintaining the highest standard of business conduct and ethics. Accordingly, the Board of Directors updated and established (i) a Board of Directors Corporate Governance Guidelines, (ii) a Code of Ethics for our Principal Executive Officer and senior Financial Officers, (iii) an Ethics and Business Conduct Policy and (iv) a Statement on Reporting Ethical Violations (Whistleblower Policy) which are available on the Corporation's website (www.EXFO.com).
ii. describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code; and	The Board of Directors will determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of a violation of the Code of Ethics for our Principal Executive Officer and senior Financial Officers. Someone who does not comply with this Code of Ethics will be subject to disciplinary measures, up to and including discharge from the Corporation. Furthermore, a compliance affirmation must be filled in a written form agreeing to abide by the policies of the Code of Ethics.
iii. provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.	No material change report has been required or filed during our financial year ended August 31, 2019 with respect to any conduct constituting a departure from our Code of Ethics.

(b) Describe any steps the board takes to ensure directors exercise independent judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest.	Activities that could give rise to conflicts of interest are prohibited. Members of the Board of Directors should contact the Lead Director or in-house legal counsel regarding any issues relating to possible conflict of interest. If such event occurs, the implicated Board of Directors member will not participate in the meeting and discussion with respect to such possible conflict of interest and will not be entitled to vote on such matter. Senior executives should also contact the in-house legal counsel regarding any issues relating to possible conflict of interest.
(c) Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.	The Corporation has instituted and follows a "Whistleblower Policy" where each member of the Board of Directors as well as any senior officer, every employee of the Corporation and any person is invited and encouraged to report anything appearing or suspected of being non-ethical to our Lead Director, in confidence. The Lead Director has the power to hire professional assistance to conduct an internal investigation should he so feel it is required. The Corporation also provides training to its employees as part of its anti-corruption compliance program.
6. Nomination of Directors	
(a) Describe the process by which the board identifies new candidates for board nomination.	The Board of Directors adopted and implemented a Human Resources Committee Charter which integrates the Compensation Committee Charter and the Nominating and Governance Committee Charter. The Human Resources Committee is responsible for nomination, assessment and compensation of Directors and Officers. More specifically, the Human Resources Committee, which is comprised entirely of independent Directors, is responsible for the recruitment and recommendation of new candidates for appointment or election to the Board. When considering a potential candidate, the Human Resources Committee considers the qualities and skills that the Board, as a whole, should have and assesses the competencies and skills of the current members of the Board. Based on the talent already represented on the Board, the Human Resources Committee then identifies the specific skills, personal qualities or experiences that a candidate should possess in light of the opportunities and risks facing the Corporation. Potential candidates are screened to ensure that they possess the requisite qualities, including integrity, business judgment and experience, business or professional expertise, independence from Management, international experience, financial literacy, excellent communications skills and the ability to work well with the Board and the Corporation. The Human Resources Committee considers the existing commitments of a potential candidate to ensure that such candidate will be able to fulfill his or her obligations as a Board member.

	The Human Resources Committee maintains a list of potential director candidates for its future consideration and may engage outside advisors to assist in identifying potential candidates. The Human Resources Committee also considers recommendations for director nominees submitted by the Corporation's shareholders, Officers, Directors and senior Management.
(b) Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.	The Human Resources Committee consists of four (4) members all of whom are independent Directors. The Chairman of the Human Resources Committee is Mr. François Côté. The Human Resources Committee Charter foresees: • recommending a process for assessing the performance of the Board of Directors as a whole, the Chair of the Board of Directors and the Committee chairs and the contribution of individual Directors, and seeing to its implementation;
(c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	• recommending the competencies, skills and personal qualities required on the Board of Directors in order to create added value, taking into account the opportunities and risks faced by the Corporation and subsequently identifying and recommending to the Board of Directors.
7. Compensation	
(a) Describe the process by which the board determines the compensation for the issuer's directors and officers.	The Human Resources Committee reviews periodically compensation policies in light of market conditions, industry practice and level of responsibilities. Only independent Directors are compensated for acting as Directors of the Corporation.
(b) Disclose whether or not the board has a compensation committee composed entirely of independent directors. If the board does not have a compensation committee composed entirely of independent directors, describe what steps the board takes to ensure an objective process for determining such compensation.	The Human Resources Committee consists of four (4) members all of whom are independent Directors. The Chairman of the Human Resources Committee is Mr. François Côté.
(c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.	The Human Resources Committee Charter foresees that such committee shall: • review and approve on an annual basis the annual compensation of all senior officers which namely includes the assessment of risks associated with the compensation of such senior officers;

	• review and approve, on behalf of the Board of Directors or in collaboration with the Board of Directors as applicable, on the basis of the attribution authorized by the Board of Directors, to whom options to purchase shares of the Corporation, PSUs, RSUs or DSUs shall be offered as the case may be and if so, the terms of such options, PSUs, RSUs or DSUs in accordance with the terms of the Corporation's LTIP or DSU Plan provided that no options, PSUs, RSUs or DSUs shall be granted to members of this committee without the approval of the Board of Directors; • recommend to the Board of Directors from time to time the remuneration to be paid by the Corporation to Directors; • make recommendations to the Board of Directors with respect to the Corporation's incentive compensation plans and equity-based plans.
8. Other Board Committees – If the board has standing committees other than the audit, compensation and nominating committees identify the committees and describe their function.	The Board of Directors has no other standing committee.
9. Assessments – Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees, and its individual directors are performing effectively.	The Board of Directors assumes direct responsibility for the monitoring of the Board of Directors' corporate governance practices, the functioning of the Board of Directors and the powers, mandates and performance of the Human Resources Committee. The Human Resources Committee, composed solely of independent Directors, initiates a self-evaluation of the Board of Directors' performance on an annual basis. Questionnaires are distributed to each independent director for the purpose of evaluation of the Board of Directors' responsibilities and functions and the performance of the Board of Directors' Committees. The results of the questionnaires are compiled on a confidential basis to encourage full and frank commentary and are discussed at the next regular meeting of the Human Resources Committee or independent Board of Directors members meeting.
10. Director Term Limits and Other Mechanisms of Board Renewal – Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not done so.	The Corporation does not have a policy that limits the term of the directors on its board. The Board has determined that the term limit of the director's mandate or the mandatory retirement age is not essential in part, because Board renewal has not been a challenge for the Corporation in recent years. Specifically, the average tenure of the current independent directors is low, at approximately five (5) years and a third (sixty-four (64) months). Historically, including the current independent directors, the average tenure of the independent directors that served on the Board of Directors since 2000 is approximately seven (7) years and eight (8) months. In addition, the Corporation seeks to avoid losing the services of a qualified director with experience and in-depth knowledge of the Corporation through the imposition of an arbitrary term limit but is of the opinion however that a balance between long-term directors and new directors who bring a different experience and new ideas is essential.

	The Human Resources Committee initiates a self-evaluation of the Board of Directors' performance on an annual basis. This evaluation is an alternative mechanism for renewing the terms of the Directors serving on its Board of Directors. The annual review process of the overall efficiency of the Board of Directors and committees as a whole and of committee members and Directors on an individual basis, remains the best way of ensuring that the skills required are well represented within the Board of Directors.
11. Policies Regarding the Representation of Women, Indigenous Person, Person with Disabilities or a Member of Visible Minorities on the Board	
(a) Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women, indigenous person, person with disabilities or a member of visible minorities directors. If the issuer has not adopted such a policy, disclose why it has not done so.	The Corporation does not have any written policy regarding the identification and nomination of women, indigenous person, person with disabilities or a member of visible minorities directors as it did not deem it necessary and its focus is on the recruitment of candidates with the specific skills, personal qualities and experiences to add the highest value to the Board, rather than on the gender or other personal characteristics of particular candidates.
(b) If an issuer has adopted a policy referred to in (a), disclose the following in respect of the policy: i. a short summary of its objectives and key provisions, ii. the measures taken to ensure that the policy has been effectively implemented, iii. annual and cumulative progress by the issuer in achieving the objectives of the policy, and iv. whether and, if so, how the board or its nominating committee measures the effectiveness of the policy.	The Corporation does not have a written policy.

12.	**Consideration of the Representation of Women, Indigenous Person, Person with Disabilities or a Member of Visible Minorities in the Director Identification and Selection Process** – Disclose whether and, if so, how the board or nominating committee considers the level of representation of women, indigenous person, person with disabilities or a member of visible minorities on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of women, indigenous person, person with disabilities or a member of visible minorities on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so.	The Human Resources Committee does not specifically consider the level of representation of women, indigenous person, person with disabilities or a member of visible minorities on the Board in identifying and nominating candidates for election or re-election to the Board. In the context of such process, it considers the then current Board composition and anticipated competencies required so as to add the highest value to the Board. See Heading 6 "Nomination of Directors" on page 53 of this Circular for a description of the process adhered to by the Corporation to select director candidates.
13.	**Consideration Given to the Representation of Women, Indigenous Person, Person with Disabilities or a Member of Visible Minorities in Executive Officer Appointments** – Disclose whether and, if so, how the issuer considers the level of representation of women, indigenous person, person with disabilities or a member of visible minorities in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women, indigenous person, person with disabilities or a member of visible minorities in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.	The Corporation is focused on finding executive talent to grow and expand its business. As such, it focuses on recruiting and retaining executive talent needed to develop and implement the Corporation's strategy, objectives and goals without regard for the gender or other personal characteristics of particular candidates for executive officer positions.

14. Issuer's Targets Regarding the Representation of Women, Indigenous Person, Person with Disabilities or a Member of Visible Minorities on the Board and in Executive Officer Positions	
(a) For purposes of this Item, a "target" means a number or percentage, or a range of numbers or percentages, adopted by the issuer of women, indigenous person, person with disabilities or a member of visible minorities on the issuer's board or in executive officer positions of the issuer by a specific date.	N/A.
(b) Disclose whether the issuer has adopted a target regarding women, indigenous person, person with disabilities or a member of visible minorities on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so.	The Corporation does not have a target of women, indigenous person, person with disabilities or a member of visible minorities on the Board of Directors because it does not believe that any candidate for membership to the Board of Directors should be chosen nor excluded solely or largely because of gender or other personal characteristics. In selecting director nominees, the Corporation considers the skills, expertise and background that would complement the existing Board.
(c) Disclose whether the issuer has adopted a target regarding women, indigenous person, person with disabilities or a member of visible minorities in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.	The Corporation has not adopted a target regarding women, indigenous person, person with disabilities or a member of visible minorities in executive officer positions of the Corporation. The Corporation considers candidates based on their qualifications, personal qualities, business background and experience, and does not feel that targets necessarily result in the identification or selection of the best candidates.
(d) If the issuer has adopted a target referred to in either (b) or (c), disclose: i. the target, and ii. the annual and cumulative progress of the issuer in achieving the target.	The Corporation has not adopted a target.

15. Number of Women, Indigenous Person, Person with Disabilities or a Member of Visible Minorities on the Board and in Executive Officer Positions	
(a) Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women, indigenous person, person with disabilities or a member of visible minorities.	Currently, one of the Corporation's Board members is a woman (17%). Currently, none of the Corporation's Board members is an indigenous person (First Nations, Inuit and Métis), a person with disabilities nor a member of visible minorities.
(b) Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women, indigenous person, person with disabilities or a member of visible minorities.	Currently, one of the Corporation's executive officers is a woman (9%). Currently, none of the Corporation's executive officers is an indigenous person (First Nations, Inuit and Métis), a person with disabilities nor a member of visible minorities.