

Subject: Disclosure

Corporate Policy No. **C03.005**

Date Issued: **February 2020**

Replaces Issue Dated: **February 2019**

Next Review Date: **February 2021**

Application:

This policy ("Policy") applies to all directors, officers, spokespersons and colleagues of Loblaw Companies Limited and its Canadian subsidiaries (collectively "Loblaw" or the "Company"), excluding T&T Supermarket Inc. and any outside parties that the Company engages.

1.0 General Statement of Policy

- 1.1 **Commitment.** Loblaw is committed to providing timely and accurate dissemination of all material information in compliance with all legal and regulatory requirements. This must be accomplished on a consistent basis, such that our shareholders and all parties in the investment community have equal access to this information. The Company is also aware of its need and the importance of keeping confidential the specifics of its key business and operating strategies and intends to preserve confidentiality where appropriate.
- 1.2 **Scope.** This Policy describes, in general terms, the processes and procedures of the Company in connection with the timely and accurate disclosure of material information by Loblaw personnel to, and communications with, all external audiences, including the media, shareholders, securities market professionals and other representatives of the financial community. In addition, this Policy addresses the processes of ongoing investor relation functions with the investment community.
- 1.3 **Applicability.** This Policy applies to all directors, officers, spokespersons and colleagues of Loblaw and its Canadian subsidiaries (excluding T&T Supermarket Inc.) and any outside parties that the Company engages (including lawyers, accountants, consultants and investment bankers). Outside parties should be made aware of the confidential nature of non-public material information and, where possible and appropriate, non-disclosure agreements should be used.

This Policy covers all methods used by Loblaw to communicate to its shareholders, the media and members of the investment community. These communications include the following:

- press releases;
- written statements made in annual and quarterly reports;
- communication to shareholders;
- reports and other materials furnished to securities commissions;
- communications made during investor conferences;
- speeches by senior management;
- oral statements made in the course of meetings or calls with securities market professionals, shareholders, media or other external audiences; and
- websites and social media sites.

2.0 Policy Administration

- 2.1 Disclosure Committee. The Disclosure Committee is responsible for the administration and implementation of this Policy and shall also monitor compliance with the Policy. The Disclosure Committee shall have a charter that sets out its membership, role and responsibilities. The primary role of the Disclosure Committee shall be to ensure that all public disclosure made by the Company in whatever form is complete, accurate and timely and that the appropriate disclosure controls are in place and working effectively. In this role, the Disclosure Committee shall report to (i) the Executive Chairman and (ii) the Chief Financial Officer in connection with their respective certifications filed with the Company's interim and annual filings. The Disclosure Committee shall also report to the Audit Committee quarterly with respect to the matters considered by the Disclosure Committee and in connection with the Company's system of disclosure controls.
- 2.2 Spokesperson. The following individuals are the only colleagues of the Company who are permitted to make public statements, issue press releases, make speeches, or other communications with the public or media regarding the Company: the Executive Chairman, the President, the Chief Financial Officer, the Executive Vice President, Chief Legal Officer, the Senior Vice President, Corporate Affairs, and the Vice President, Investor Relations (the "Spokespersons"). The Executive Chairman, the President, the Chief Financial Officer and the Vice President, Investor Relations are the only persons permitted to make public statements containing financial or forward-looking information.

No one other than the Spokespersons is authorized to respond to inquiries or discuss the financial or operating affairs of Loblaw with anyone in the public forum. Everyone should refer all media, investor, Internet or other inquiries, questions and approaches for information of this type from third parties to one of the Spokespersons specified above. No other colleague shall attempt to respond to or engage in a dialogue with persons making these inquiries.

The Spokespersons may, from time to time, designate other colleagues to speak on behalf of the Company or to respond to specific inquiries from the investment community or the media. Such colleagues, with appropriate approval from a Spokesperson, may have discussions with local media to support local marketing efforts, but no discussions should include financial, forward-looking or any material, non-public information.

If there is any doubt about the appropriateness of supplying information to an outside party, a colleague should contact the Executive Vice President, Chief Legal Officer or the Chair of the Disclosure Committee for advice.

3.0 Material Information and Disclosure

- 3.1 Definition. "Material Information" shall have the meaning ascribed to it under applicable laws and regulations and, for the purposes of this Policy, includes a "Material Change" under such laws. Generally, Material Information is any information relating to the business and affairs of an issuer that results in or would reasonably be expected to result in a significant change in the market price or value of any of the issuer's securities. Information should be considered to be "material" if there is a substantial likelihood that a reasonable investor would consider the information important in making an investment decision or if the information would be viewed by a reasonable investor as having significantly altered the total mix of information available on the issuer.

The following types of information are examples of what may be considered material and, if so, should not be disclosed to or discussed with persons outside of Loblaw except in compliance with this Policy:

- financial results;
- earnings information, including confirmation of or guidance on individual and consensus earnings estimates or confirmation of the assumptions underlying those estimates, and any other forecasts of financial information;
- pending or potential mergers, acquisitions, divestitures, tender offers, joint ventures or changes in assets;
- pending or likely results of material regulatory matters or legal proceedings;
- changes in control of Loblaw or changes in senior management;
- changes in auditors or notification from an auditor that Loblaw may no longer rely on an earlier audit report;
- events regarding Loblaw’s securities, such as debt or equity issuances or redemptions, repurchase plans, stock splits or changes in dividends, changes to the rights of security holders and public or private sales of securities; and
- filing of Prospectuses.

This list is not meant to cover all situations. If there is any question about the materiality of certain information, immediately contact the Executive Vice President, Chief Legal Officer or the Chair of the Disclosure Committee.

- 3.2 Sub-certification Process. The Company has implemented a sub-certification process to ensure that all material information is reported to the Disclosure Committee. It is expected that all sub-certifiers will respond to all requests for information from the Disclosure Committee in a timely manner and, together with other senior colleagues of the Company, keep the Disclosure Committee fully apprised of all significant Company developments so that the Disclosure Committee may determine their materiality and the appropriateness of and timing for public release of the information, or whether the information should remain confidential.

4.0 Disclosure Responsibilities and Procedures

- 4.1 Quarterly and Annual Releases of Financial Information. The Disclosure Committee shall, through the sub-certification process and through its other disclosure controls and procedures, collect information regarding the Company’s operations and results in the applicable period. The Disclosure Committee shall make determinations of materiality and shall review the content of quarterly and annual financial statements, management’s discussion and analysis, annual information form, management proxy circular and any other document filed in connection with the Company’s quarterly and annual disclosure, to ensure such documents are complete and accurate.

Prior to the release of quarterly and annual results, the Company, facilitated by the Vice President, Investor Relations, will impose a “quiet period” during which it will refrain from providing earnings guidance, comments with respect to quarterly or annual operations, expected results or any information on previously undisclosed matters that could be indicative of the Company’s performance to analysts, investors or other persons outside of the Company. The Company’s quiet period will be for four weeks prior to the scheduled earnings release date and will end with the release of the results. The Company may, during a quiet period, respond to enquiries concerning factual matters about already-disclosed information and disclose material information arising during a quiet period which it is legally obligated to disclose. The enforcement of a “quiet period” ensures that selective

disclosure is not made which could result in an advantage to certain marketplace participants over others.

The Company will generally conduct interactive conference calls open to financial analysts on a quarterly basis, after the quarterly report or news release has been issued (see Section 7, Analyst Conference Calls). Any interested party or investor may listen to the call. A playback of the quarterly conference call will be made available on the Company's website.

- 4.2 Press Releases Containing Material Information. If, outside of the quarterly and annual reporting cycles, information comes to light which may be material and it is not practical to convene the Disclosure Committee for the consideration of such information, any group of three or more members of the Disclosure Committee may review such information and shall, together with the appropriate senior officers of the Company, make determinations regarding its disclosure. At the discretion of these individuals, the Board of Directors may be convened to review and approve the disclosure.

If information is determined to be material, the Company will (subject to the applicability of confidential disclosure as set out below) immediately initiate a process to ensure full, true, plain and timely disclosure of this information. In accordance with the requirements of the Toronto Stock Exchange (the "TSX") (or those of any other applicable exchange), prior to the issuance of a significant press release during market hours, the TSX shall be called and a copy of the release should be sent to the TSX for their review. The information should then be released through Canada NewsWire with instructions to distribute the full text of the release to business and analyst wires and, in appropriate cases, to specific local news outlets. The release may be sent to selected analysts, investors and media after full distribution. The Executive Vice President, Chief Legal Officer or the Chair of the Disclosure Committee shall review all news releases where the subject matter has been determined to be material in order to ensure that the Company's disclosure is in compliance with applicable securities laws and stock exchange requirements. The press releases, as appropriate, will be filed on SEDAR contemporaneously, or as soon as technically possible, with the dissemination through Canada NewsWire.

The Executive Vice President, Chief Legal Officer or other senior legal officer shall determine whether or not the information constitutes a "Material Change" within the meaning of the applicable securities laws and regulations. If necessary, a Material Change Report shall be filed in accordance with such laws and regulations.

- 4.3 Press Releases Containing Non-Material Information. Although the Company is not required to disclose non-material information, it may in some circumstances be necessary or desirable to do so. All such press releases containing solely non-material information shall be reviewed by the Senior Vice President, Corporate Affairs and the Vice President, Investor Relations. If a press release containing solely non-material information contains financial information or forward-looking information, the Vice President, Investor Relations and the Executive Vice President, Chief Legal Officer or the Chair of the Disclosure Committee shall also review the press release prior to it being issued.

- 4.4 Declaration of Dividends. The office of the Secretary will coordinate all releases of dividend notices of the Company. The TSX shall be notified of any dividend notice and the office of the Secretary will arrange for the release of the notice via Canada NewsWire, SEDAR and publication in a national newspaper, as applicable.

5.0 Confidential Disclosure of Information

- 5.1 Application. In certain circumstances, Loblaw may withhold information from public disclosure for legitimate business purposes. The information, if it constitutes material information, must be filed with Canadian securities regulators on a confidential basis and is reviewed by the Company every 10 days. The Company will only withhold information consistent with the circumstances outlined in Canadian securities laws and in such cases will take appropriate precautions to keep the information confidential.
- 5.2 Responsibilities and Procedures. All non-public information concerning Loblaw must be kept absolutely confidential, except as otherwise permitted by this Policy. Information may be provided to lenders or potential lenders to the Company in accordance with applicable law. Information may be disclosed to outside advisors such as lawyers, accountants, investment bankers, rating agencies, printers, designers and translators, all in connection with their representation of Loblaw, on the understanding that the subject information is confidential. These responsibilities and procedures also apply during the period of time when news releases involving material information are being developed until the information has been released and disseminated to the investing public.

6.0 Procedures for Inadvertent Disclosures and Errors in Disclosure

If a colleague believes that material non-public information was disclosed in violation of this Policy, or if a material error has been made in any public disclosure made by the Company, such person should notify a member of the Disclosure Committee immediately. If inadvertent disclosure or an error in disclosure occurs, Loblaw shall take appropriate remedial action which may include notification of the appropriate regulator of the inadvertent error, the making of broad public disclosure of the information or correction of the information through a press release or a filing with the Ontario Securities Commission (“OSC”).

7.0 Disseminating Information

- 7.1 Application. Loblaw will disseminate corporate information in an equitable manner and will not provide confidential, proprietary or material non-public information selectively to the investing public, media, analysts or others. Loblaw will provide non-material and publicly disclosed information in individual and group discussions and meetings where doing so facilitates better understanding of the business and affairs of the Company. The Company will not discriminate among recipients of information. The Company will provide the same information that has been provided to financial analysts or managers to individual investors when requested.
- 7.2 Communications with Financial Analysts and Investors.
- Analyst Conference Calls. Conference calls should be announced sufficiently in advance by a press release and/or posting on the Company’s website which should contain either (i) a dial-in number through which the general public and the media can have listen-only access to the conference call or (ii) instructions for listening to a web cast. The conference call may also be recorded for playback or transcribed and made available on Loblaw’s website (for a period of generally no more than 1 month). If it is anticipated that previously undisclosed material information will be covered, such information should be included in a press release issued before the call.

A transcript of the call will be retained as part of the Company’s disclosure record. The Vice President, Investor Relations shall review the transcript for accuracy purposes.

- Analyst and Investor Meetings. Any formal analyst meetings (e.g. Analyst Day) should be announced via a press release and/or posting on the Company's website and, if it is anticipated that any previously undisclosed material information will be included in the presentation, such information should be disclosed in a press release prior to the meeting.

The meeting should be accessible by telephone on a listen-only basis or by webcast and should be recorded for playback or transcribed or made available on Loblaw's website.

- Individual Meetings and Calls. Persons authorized by, and including, any of the Executive Chairman, President and Chief Financial Officer, may meet with or talk with individual analysts or investors but will not provide material information which has not already been disclosed. The focus of such discussions should be limited to broad strategic and operational matters. Each participant should keep a record of the discussions that take place during such meeting or call. No one should confirm or comment on an analyst's earnings estimates, earnings models or any other earnings information.

- 7.3 Analysts Reports. Loblaw will not comment on reports prepared by analysts other than to correct factual errors. Any opinions, estimates or forecasts regarding the Company provided by analysts are exclusively those of the analyst and do not represent the views of the Company.
- 7.4 Rating Agencies. All discussions and communications with ratings agencies will be on a confidential basis. Any opinions, estimates or forecasts regarding the Company provided by rating agencies are exclusively those of the rating agency and do not represent the views of the Company.
- 7.5 Website Disclosures. The Disclosure Committee shall review and approve any material information to be posted on Loblaw's or any of its subsidiaries' websites, including the investor relations portion of Loblaw's website. Documents of interest to investors that are available in paper copy may be made available on the website. News releases will be posted on the website after they are released to the Canada NewsWire. Other appropriate documents and presentations may also be placed on the website. Current material must be separated from archival press releases and OSC filings. Archival press releases and OSC filings should be accompanied by a notice stating: "*The information presented below is provided only for historical purposes. Investors should not rely on this information in making investment decisions.*"

8.0 Responding to Market Rumours

It is the Company's practice not to comment on market rumours or speculation, particularly where it is clear that the Company is not the source of the market rumour. Should any stock exchange or securities regulator request that the Company make a definitive statement in response to a market rumour that is causing significant volatility in the stock, the Disclosure Committee will consider the matter and make a recommendation to the Chairman and Chief Executive Officer as to the nature and content of any Company response.

9.0 Forward-Looking Information

- 9.1 General Comments. Loblaw may, from time to time, make available forward-looking information ("FLI") regarding the Company, such as statements about future or anticipated growth, operating results and performance of the Company and business prospects and opportunities. A statement will generally be considered forward-looking when it involves a statement about the future based

on what is known today. Forward-looking statements may include words such as *expect, anticipate, believe, foresee, could, estimate, goal, intend, plan, seek, strive, will, may, should* and similar expressions.

- 9.2 **Disclaimers and Cautionary Statements.** Whenever FLI is used in a written document, reasonable cautionary language must be included prominently in the document which (i) identifies the FLI and identifies material factors that could cause actual results to differ materially from a conclusion, forecast or projection in the FLI and (ii) states the material factors or assumptions that were applied in drawing a conclusion or making the forecast or projection set out in the FLI.

Whenever FLI is used in a public oral statement, a statement shall also be made that (i) the oral statement contains FLI, (ii) actual results could differ materially from a conclusion, forecast or projection in the FLI, (iii) certain material factors or assumptions were applied in drawing a conclusion or making a forecast or projection set out in the forward-looking information, and (iv) that additional information about the material factors that could cause actual results to differ materially from the conclusion, forecast or projection in the FLI and about the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection as reflected in the FLI, are contained in a readily-available document or in a portion of such a document and the document or that portion of the document shall be identified.

- 9.3 **Reasonable Basis.** When FLI is used in either a written document or a public oral statement, there must be a reasonable basis for drawing the conclusion or making the forecast or projection set out in the FLI. When interpreting “reasonable basis”, relevant factors include the reasonableness of the assumptions applied in drawing the conclusion or making the forecast or projection; and the inquiries made and the process followed in preparing and reviewing the FLI.

10.0 Interpretation

Any questions concerning this Policy should be directed to the Chair of the Disclosure Committee. Responsibility for the interpretation of this Policy rests jointly with the Chair of the Disclosure Committee and the Chief Financial Officer.

11.0 Review

This Policy shall be reviewed annually by the Audit Committee.