President's Choice Bank

BASEL III PILLAR 3 DISCLOSURES

December 31, 2013

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TABLE 1 – OVERVIEW & SCOPE OF APPLICATION

This document represents the Basel III Pillar 3 disclosures for President's Choice Bank ("PC Bank" or the "Company"). These disclosures are made pursuant to OSFI's Pillar 3 Disclosure Requirements issued in November 2007, and OSFI's Basel III Pillar 3 requirements Advisory issued in July 2013. Basel III, issued in June 2011, is part of the Basel Committee's continuous effort to enhance the banking regulatory framework. It builds on the International Convergence of Capital Measurement and Capital Standards document (Basel II). Basel III is structured around 3 pillars:

- Pillar 1: Minimum Capital Requirements
- Pillar 2: The Supervisory Review Process
- Pillar 3: Market Discipline

Pillar 3 complements both Pillars 1 and 2, by setting disclosure requirements which will allow market participants to assess key pieces of information on the scope of application, capital, risk exposures, risk assessment processes, and hence the capital adequacy of PC Bank.

OSFI requires all institutions to implement the Basel III framework, and the new composition of capital disclosure requirements. This document presents capital structure and adequacy calculations based on Basel III guidelines on both an "All-in" basis (after the transition period for the phasing-in of deductions ends on January 1, 2018) and a "Transitional" basis (before January 1, 2018) as per OSFI requirement.

This report is unaudited and is reported in Thousands of Canadian Dollars, unless otherwise disclosed.

Presidents Choice Bank Overview

PC Bank is a Schedule I Canadian chartered bank governed by the *Bank Act (Canada)* and is an indirectly wholly owned subsidiary of Loblaw Companies Limited (LCL). In association with other financial institutions, PC Bank offers, under the President's Choice Financial® brand, a complete line of retail financial services products to individuals who reside in Canada. The key business lines of PC Bank are as follows:

Credit Card

PC Bank launched its credit card program in 2001 and currently offers the *President's Choice Financial* MasterCard (PC MasterCard) across Canada. The product attributes include no annual fee and a competitive rewards program which allows customers to earn and redeem PC Points for free groceries at LCL stores. PC Bank records the credit card receivables and associated funding on its balance sheet.

Core Banking

PC Bank launched its core banking business in 1998 through a strategic partnership with a major Canadian Chartered Bank ("Strategic Partner"). Under the President's Choice Financial brand, retail banking products are sold online and in LCL stores at banking pavilions operated by the Strategic Partner. All deposits, investments and lending products issued under the PC Financial brand are recorded by the Strategic Partner on its balance sheet. PC Bank earns interest income and fees through this partnership.

GIC's

PC Bank launched a broker originated GIC program in 2010. The GIC's offered by PC Bank are insured by Canadian Deposit Insurance Corporation (CDIC). PC Bank sells nominee name GIC's through a number of brokers in Canada.

Corporate Governance

The Company maintains a rigorous corporate governance structure as follows:

- Board of Director's Oversight
  - Risk Committee
  - Audit Committee
  - Conduct Review Committee
  - Governance Committee

- Senior Management Oversight through the following:
  - **Asset Liability Committee (ALCO) –** assists the Risk Committee of the Board in
    - Overseeing PC Bank's risk management activities by providing strategic direction on the management of liquidity risk, interest rate risk, investment risk, and other aspects of Asset Liability Management;
    - Ensuring that PC Bank has the appropriate quantity and quality of capital, considering its strategic direction & business plans, its risk profile, its emerging risks and stress tests; and
    - Proactively assessing the balance sheet dynamics, having regard to economic data and forecasts, PC Bank's legal structure, market developments, accounting pronouncements, etc.
  - **Enterprise Risk Management Committee (ERMC) –** provides stewardship over the identification, definition, assessment, management, control, measurement, monitoring and reporting of PC Bank's enterprise risks.
  - **Credit Risk and Fraud Management Committee (CRFMC) –** has the following key responsibilities:
    - Providing a governance structure that oversees the Credit Risk Management program, including the associated strategies, policies and procedures;
    - Ensuring that Credit Risk and Fraud Risk forecasts are appropriate giving consideration to PC Bank's strategic directions, risk profile and appetite, emerging risks and stress tests;
    - Providing guidance on the methodology to continually identify, define, assess, manage, and report Credit Risk and Fraud Risk exposure.
  - **Internal Audit (IAS) –** assists Management in accomplishing its objectives by bringing a systematic, objective and disciplined approach to evaluate and improve the effectiveness of PC Bank's risk management, control and governance processes.
  - **Anti-Money Laundering and Anti-Terrorist Financing Committee (AML/ATF) –** provides a governance structure that oversees PC Bank's AML/ATF program, guiding the development of a methodology and tools to identify, define, assess, manage, control, measure, monitor, and report AML/ATF risks, while mitigating AML/ATF risks in accordance with PC Bank's established risk appetite.

TABLE 2/3– CAPITAL STRUCTURE AND ADEQUACY

QUALITATIVE DISCLOSURES

PC Bank Risk Management

PC Bank calculates its regulatory capital based on the following methodologies:

- PC Bank manages its credit risk using the standardized approach
- PC Bank is not exposed to market risk as the company does not enter into interest rate, equity, foreign exchange or commodities based derivatives; and
- PC Bank's operational risk is monitored using the Basic Indicator Approach.

PC Bank has implemented a comprehensive Internal Capital Adequacy Assessment Process ("ICAAP") to identify and assess the material risks that PC Bank faces to ensure that sufficient quality and quantity of capital is available. PC Bank is confident that the Pillar I and Pillar II calculations are appropriate given the PC Bank's business model, inherent risks, internal controls and tools to manage risks and residual risks. The results of the ICAAP performed by President's Choice Bank (PC Bank) conclude that PC Bank is strongly capitalized.

The guiding principles of ICAAP are summarized below:

- ***Proportionality*****:** The design of the Bank's ICAAP is proportionate to the risk level, complexity and scale of PC Bank's activities.
- ***Forward Looking****:* In the process of ICAAP, PC Bank considers not only the existing risks faced but also the emerging risks and future business strategies.
- ***Ongoing exercise:*** PC Bank's ICAAP is not a static one-time process but rather a dynamic and continuous exercise to ensure that the PC Bank has robust risk management systems and possesses sufficient capital at all times for risks.
- ***Evolving-nature*****:** ICAAP is continuously monitored for improvement in accordance with changes to the risk profile and business plans of PC Bank.
- ***Use test*****:** The methodology and risk limit structures used to measure and compute risk under ICAAP is integrated within the day to day risk practices of PC Bank through the ERM risk monitoring program. Specific limits and tolerances are monitored for capital & capital ratios on a monthly basis by the ERMC to ensure that PC Bank stays within it risk appetite for all capital risks including those relating to ICAAP.

Gross Common Equity Tier I Capital

The capital structure of PC Bank consists of the following which combine to form PC Bank's Gross Common Equity Tier I Capital:

- Common Shares;
- Retained Earnings; and
- Contributed Surplus

The Company is a wholly owned subsidiary of Loblaw Companies Limited. The Company has authorized an unlimited number of common shares without par value. As at December 31, 2013, PC Bank had 42,002 common shares issued and outstanding.

QUANTITATIVE DISCLOSURES

Total Capital

		December 31, 2013	
		All-in	Transitional
1	Directly issued qualifying common share capital plus related stock surplus	47,412	
2	Retained Earnings	553,674	
6	Common Equity Tier 1 capital before regulatory adjustments	601,086	
28	Total regulatory adjustments to Common Equity Tier 1	(1,055)	
29	Common Equity Tier 1 Capital (CET1)	600,031	601,086
44	Additional Tier 1 capital (AT1)	-	
45	Tier 1 capital (T1= CET1 + AT1)	600,031	601,086
58	Tier 2 capital (T2)	-	
59	**Total Capital (TC= T1 + T2)**	**600,031**	**601,086**

Risk Weighted Assets Calculation (Standard Approach)

		December 31, 2013	
		All-in	Transitional
Credit Risk			
60	**Total Risk Weighted Assets**	**2,071,722**	**2,072,777**

Captial Ratio

61	**Common Equity Tier 1 (as % of risk-weighted assets)**	**28.96%**	**29.00%**
62	**Tier 1 (as % of risk-weighted assets)**	**28.96%**	**29.00%**
63	**Total Capital (as % of risk-weighted assets)**	**28.96%**	**29.00%**

OSFI All-in Target

69	**Common Equity Tier 1 capital all-in target ratio**	**7%**

TABLE 4 – CREDIT RISK: GENERAL DISCLOSURES FOR ALL BANKS

QUALITATIVE DISCLOSURES

The credit risk associated with PC Bank's credit card portfolio is defined as the risk of financial loss resulting from the failure of a debtor, for any reason, to fully honour its financial or contractual obligations.

PC Bank is exposed to credit risk through:

- Acquisition strategies that grant credit to new clients; and
- Account management strategies that grant additional credit to existing clients.

PC Bank acts as an unsecured lender with the objective of managing a portfolio of receivables within the Board approved credit risk appetite and in accordance with the Credit Risk Management & Fraud Policy.

The Credit Risk and Fraud Management Department ("CRFM") is mandated to manage the portfolio and ensure that its concentrations and risk metrics are within the limits prescribed by the risk appetite. To achieve this, CRFM must develop effective credit granting, portfolio management, collection and fraud detection policies and procedures which control the nature, characteristics, diversity and quality of the credit card portfolio.

CRFM must effectively measure and report on key risk indicators at a department level as well as to external and internal oversight personnel. In addition to regular audit and regulatory oversight activities, the board has established the Credit Risk and Fraud Management Committee. The committee is responsible to assess, review and monitor credit and fraud risks to the bank. This includes oversight of the key indicators, strategy changes, model validation and policy/process change management activities that have been deemed material. All committee activities are regularly reported to the Board via the committee report and the Enterprise Risk Management Committee Report of the bank.

Allowance for Credit Card Losses

The measurement of the allowance for credit card losses is contained within the Board of Directors' approved Allowance for Credit Risk policy. The allowance for credit card losses is established for impaired loans on the PC Bank's loan portfolio when a loss event has occurred. PC Bank follows collective allowance approach in measuring the allowance for credit card losses. Objective evidence used to identify impaired loans is the cardholder entering into bankruptcy and/or defaulting/becoming delinquent on their loan obligation. Key portfolio performance metrics which impact the loan loss amount, such as monthly write-off rates as a percentage of average receivables and delinquency measures, as well as key macro-economic data are used in assessing the adequacy of the allowance for credit card losses. The allowance for credit card losses is reviewed and recommended by the VP, Credit Risk and the Chief Financial Officer to the Board of Directors for ultimate approval.

For accounting purposes, credit card loans are stated at their amortized cost, which is net of an allowance for credit card losses. Any credit card loan with a payment that is contractually 180 days in arrears, or where likelihood of collection is considered remote, is written off.

QUANTITATIVE DISCLOSURES

The following information provides quantitative analysis of PC Bank's total credit card portfolio by account balance, credit limit, delinquency and geography.

	Total Accounts				
Account Balances	Number of Accounts	Percentage of Total Accounts		Receivables Outstanding	Percentage of Total Receivables
Credit Balance	156,602	4.05%	$	(15,503,112)	-0.60%
No Balance	2,234,517	57.79%	$	-	0.00%
LT or equal $500.00	525,779	13.60%	$	109,635,579	4.27%
$500.01 to $1000.00	266,542	6.89%	$	198,664,277	7.73%
$1,000.01 to $3,000.00	427,231	11.05%	$	773,670,184	30.10%
$3,000.01 to $5,000.00	139,920	3.62%	$	539,847,998	21.00%
$5,000.01 to $10,000.00	90,977	2.35%	$	616,642,246	23.99%
GT $10,000.00	25,209	0.65%	$	347,460,620	13.51%
Totals	3,866,777	100.00%	$	2,570,417,792	100.00%

	Total Accounts				
Credit Limits	Number of Accounts	Percentage of Total Accounts		Receivables Outstanding	Percentage of Total Receivables
LT or equal $500	382,883	9.90%	$	15,687,365	0.61%
$500.01 to $1000.00	543,178	14.05%	$	83,935,754	3.27%
$1,000.01 to $3,000.00	1,037,221	26.82%	$	405,699,802	15.78%
$3,000.01 to $5,000.00	628,356	16.25%	$	416,981,446	16.22%
$5,000.01 to $10,000.00	774,053	20.02%	$	739,361,455	28.76%
GT $10,000.00	501,086	12.96%	$	908,751,970	35.36%
Totals	3,866,777	100.00%	$	2,570,417,792	100.00%

	Total Accounts			
Days Delinquent	Number of Accounts	Percentage of Total Accounts	Receivables Outstanding	Percentage of Total Receivables
Current [1]	3,774,868	97.62%	$ 2,401,564,735	93.43%
1 day to 29 days	57,918	1.50%	$ 108,038,723	4.20%
30 days to 59 days	13,094	0.34%	$ 21,673,758	0.84%
60 days to 89 days	7,125	0.18%	$ 12,527,545	0.49%
90 days to 119 days	5,303	0.14%	$ 10,028,933	0.39%
120 days to 149 days	4,359	0.11%	$ 8,910,302	0.35%
150 days to 179 days	4,098	0.11%	$ 7,633,484	0.30%
180+ days	12	0.00%	$ 40,312	0.00%
Totals	3,866,777	100.00%	$ 2,570,417,792	100.00%

Note 1: Current category includes zero balance, credit balance, and transfers accounts.

	Total Accounts			
Province	Number of Accounts	Percentage of Total Accounts	Receivables Outstanding	Percentage of Total Receivables
Alberta	406,527	10.51%	$ 313,466,218	12.20%
British Columbia	500,804	12.95%	$ 312,578,140	12.16%
Manitoba	158,908	4.11%	$ 121,258,008	4.72%
New Brunswick	58,948	1.52%	$ 39,376,586	1.53%
Newfoundland & Labrador	27,885	0.72%	$ 18,602,752	0.72%
Nova Scotia	108,955	2.82%	$ 75,953,480	2.95%
Northwest Territories	1,448	0.04%	$ 931,402	0.04%
Nunavut	306	0.01%	$ 150,420	0.01%
Ontario	1,991,549	51.50%	$ 1,392,929,597	54.19%
Prince Edward Island	12,650	0.33%	$ 8,832,349	0.34%
Quebec	502,759	13.00%	$ 212,206,490	8.26%
Saskatchewan	88,372	2.29%	$ 70,552,805	2.74%
Yukon	3,485	0.09%	$ 2,355,455	0.09%
Other	4,181	0.11%	$ 1,224,090	0.05%
Totals	3,866,777	100.00%	$ 2,570,417,792	100.00%

Allowance for Credit Card Losses:

The following are the changes in the allowance for credit card losses for the year ended December 31, 2013:

Allowance for Credit Card Losses, beginning of year	$ 42,736
Provision for credit card losses	105,033
Recoveries	14,074
Write-offs	(114,478)
Allowance for Credit Card Losses, December 31, 2013	$ 47,365

TABLE 5 – CREDIT RISK: DISCLOSURES FOR PORTFOLIOS SUBJECT TO THE STANDARDIZED APPROACH

PC Bank invests in government issued or guaranteed securities, cash deposits and short term investments with regulated financial institutions (see details in Table 8).

TABLE 6 – CREDIT RISK: DISCLOSURES FOR PORTFOLIOS SUBJECT TO IRB APPROACHES

PC Bank manages credit risk using the standardised approach, and as such, the bank does not have any portfolios subject to the Internal Ratings-Based (IRB) approach.

TABLE 7 – CREDIT RISK MITIGATION

PC Bank's loans receivable consists of credit card receivables exclusively. The credit card loans are unsecured and are not guaranteed. The bank invests in government issued or guaranteed securities and deposits with regulated financial institutions. Therefore, we are exposed to immaterial risk.

TABLE 8 – GENERAL DISCLOSURE FOR EXPOSURES RELATED TO COUNTERPARTY CREDIT RISK

PC Bank does not have large counterparty exposure to financial guarantors, investment banks or derivative counterparties. PC Bank conservatively manages its counterparty credit risk exposures by setting internal limits on total exposure, tenor and ratings for each of the counterparties.

QUANTITATIVE DISCLOSURES

	December 31, 2013	
	Amount	**Risk Weight**
Deposits with Regulated Financial Institutions	$ 16,978	20%
Deposits with Regulated Financial Institutions	$ 168	50%
Government Issued or Guaranteed Securities	$ 30,159	0%

TABLE 9 – SECURITIZATION: DISCLOSURE FOR STANDARDISED APPROACH

QUALITATIVE DISCLOSURES

Securitization Risk is defined as the inability to secure suitable securitization arrangements for funding purposes and PC Bank's failure to meet the securitization covenant requirements. PC Bank acts as the originator and sponsor of its securitization program. PC Bank does not invest in asset backed securities or provide liquidity facilities for asset backed commercial paper. PC Bank's credit risk exposure benefits from OSFI rules regarding accounting for securitization.

PC Bank is dependent on its securitization program to finance a large portion of its credit card receivables. The securitization program includes following two key channels.

- Term Notes issued by Eagle Credit Card Trust: During 2010, Eagle Credit Card Trust issued 2010-1 $250 million of 2.88% medium term notes due in 2013 and 2010-2 $350 million of 3.58% medium term notes due in 2015. On December 17, 2013, the three-year 2010-1 $250 million senior and subordinated term notes issued by Eagle matured, and were repaid. During 2013, Eagle Credit Card Trust issued $400 million of senior and subordinated term notes with a maturity date of October 17, 2018 at a weighted average interest rate of 2.91%.
- Asset Backed Commercial Paper issued by Other Independent Securitization Trusts at variable rates which matures by 2015.

Eagle Credit Card Trust - Ratings Information

	DBRS Limited Ratings	Moody's Investors Services, Inc Ratings
Eagle Series 2010-2 Class A Notes	AAA (sf)	Aaa (sf)
Eagle Series 2010-2 Class B Notes	A (sf)	A2 (sf)
Eagle Series 2010-2 Class C Notes	BBB (sf)	Baa2 (sf)
Eagle Series 2013-1 Class A Notes	AAA (sf)	Aaa (sf)
Eagle Series 2013-1 Class B Notes	A (sf)	A2 (sf)
Eagle Series 2013-1 Class C Notes	BBB (sf)	Baa2 (sf)

QUANTITATIVE ANALYSIS:

(In Millions of Canadian Dollars)

	Dec 31, 2013
Credit card receivables, net of allowance for impairment	**$ 2,523**
Securitized to Eagle Credit Card Trust	$ 750
Securitized to Other Independent Securitization Trusts	$ 605

TABLE 10 /11 – MARKET RISK

PC Bank does not have any trading book portfolios, and as such, is not exposed to market risk.

TABLE 12 – OPERATIONAL RISK

PC Bank uses the basic indicator approach to measure operational risk.

TABLE 13 – EQUITIES: DISCLOSURES FOR BANKING BOOK POSITIONS

PC Bank does not have any banking book or equity portfolios. Therefore, the bank has no equity risk.

TABLE 14 – INTEREST RATE RISK

QUALITATIVE DISCLOSURES

Interest Rate Risk is defined as the risk of loss resulting from changes in interest rates or in the volatility of interest rates; this includes the rising cost of funds and lower margins experienced as interest rates rise.

To mitigate this risk, the Bank undertakes the following mitigation steps:

- The Asset Liability Management Policy is the key Board policy that governs Interest Rate risk at PC Bank. Key principles of Asset Liability Management Policy are:
    - Preserving the long-term value of the spread income generated by its business, regardless of changes in interest rates
    - Managing asset and liability cash flows in a way that maximizes earnings within approved risk appetite levels;

- Management is responsible for monitoring, managing and reporting interest rate risk in accordance with Board approved policies. ALCO (Asset Liability Committee) meets on a monthly basis and reviews the cost of funds by channel, the funding plan, the fixed floating mix and on a monthly basis reviews the sensitivity of Net Interest Income of PC Bank and regulatory capital to parallel and non parallel movement in interest rates. ALCO reports to the Audit Committee of the Board on a quarterly basis. On an annual basis, the Audit Committee of the Board approves the Interest Rate Risk Management plan.

QUANTITATIVE ANALYSIS

Limit Structure - PC Bank monitors the following limits to ensure adherence to the above listed policies

Fixed Floating Mix

- REQUIREMENT: An adequate mix of fixed and floating-rate instruments serves to ensure diversification of interest rate exposure. The acceptable range for the "floating" portion of the mix is set to be between 10% and 40%. The acceptable range for the "fixed" portion of the mix is set to be between 60% and 90%.
- As of December 31, 2013, PC Bank had 36% of the exposures that were floating in nature and 64% fixed in nature.

Net Interest Income ("NII") Sensitivity
(All measured in Canadian Dollars)

- REQUIREMENT: For ±200 bps adverse parallel movement in interest rates, impact not more than 15% of 12-month forward Net Interest Income.
- As of December 31, 2013, Net Interest Income sensitivity ratio of PC Bank was 4.9% for a 200 bps adverse movement in interest rates.

Market Value Sensitivity
(All measured in Canadian Dollars)

- REQUIREMENT: For ±200 bps parallel movement the impact on regulatory capital is not more than 20%
- As of December 31, 2013, Market Value sensitivity of PC Bank was 3.0% for a 200 bps adverse movement in interest rates.

LIQUIDITY RISK

PC Bank's approach to managing liquidity risk

Liquidity refers to the capacity of PC Bank to generate or obtain sufficient cash or its equivalent in a timely manner at a reasonable price to meet its commitments as they fall due and to fund new business opportunities as part of going-concern operations. Liquidity risk is the potential for losses to be incurred from holding insufficient liquidity to survive a contingent stress event.

PC Bank maintains a stock of high-quality unencumbered liquid assets ("liquid assets") sufficient to meet its operational needs as well as expected and unexpected outflows. The amount of liquid assets is directly linked to operational requirements, stock and maturity profile of GIC's and other maturing liabilities. Liquid assets are also monitored daily and supported by a range of early warning indicators. As at December 31, 2013, liquid assets were $47MM.

PC Bank has a comprehensive liquidity risk framework guided by:

- Board approved policies reviewed at least annually;
- Board approved funding plan that provides effective diversification in the sources and tenor of funding;
- Sensitivity analysis and stress testing on a regular basis for a variety of scenarios; and
- Ensuring Treasury operations are supported by appropriate expertise and capabilities.

CURRENCY RISK

PC Bank is exposed to immaterial currency risk as the bank carries insignificant assets in foreign currency.

REMUNERATION

QUALITATIVE DISCLOSURES

Overall Components of Compensation

The framework of President's Choice Bank's ("PCB") compensation program is comprised of base salary, short-term cash incentives and for executives a long term incentive plan. Base salary reflects the colleague's: (a) level of responsibility (b) skill and experience, (c) market value of the position and (d) colleague's overall performance both individually and in their business unit. Roles reviewed against market, internal comparators and external comparators. Base salary is reviewed for all colleagues annually and as required by market conditions.

A key component of compensation at PCB is the Short-Term Incentive Plan ("STIP") and is paid to eligible colleagues annually if threshold goals are achieved.

Short Term Incentive Plan

PCB's short term incentive plan ("STIP") is designed to motivate colleagues and executives to meet the corporation's annual business and financial objectives. Every fiscal year, the performance of each individual is measured against the achievement of specific financial and performance goals- which vary from year to the next. The STIP program is based on performance against various different performance measures that are designed to focus both executive and colleagues on key drivers of the business as well as value creation over both the short and long term.

The STIP is a self-funded program with minimum financial threshold goals must be achieved in order to be eligible for a payout. Short-term incentive award targets are determined based on specific factors including role complexity, scope and impact of a role over a 12 month period. All participating colleagues have a short term cash incentive target that is expressed as a percentage of base salary determined by position and level within the organization. Depending on actual performance relative to set performance targets, cash payouts range from zero to the maximum target within each range. The targets are expressed as a percentage of base salary. Maximum targets expressed as a percentage of base salary include Executive Vice Presidents at 70 -100%, Senior Vice Presidents at 50-60%, Vice Presidents at 40-50%, Senior Directors at 40%, and the remaining permanent PCB colleagues ranging from 35% to 10% dependent upon their role and level.

Long Term Incentive Plans

The corporation's equity-based Long Term Incentive Plan (LTIP) is designed to motivate executives and increase shareholder value. President's Choice Bank executives participate in the Loblaw Corporation Limited ("LCL") LTIP program which awards long term incentives in the form of LCL stock options, restricted share units (RSUs), and Performance Share Units (PSUs). The value of the stock options and RSUs are directly linked to the change in value of LCL Common Shares. Executive are eligible for LTIP grants generally on an annual basis. The size of the annual award of grants that an executive is eligible to receive is determined as part of the executive's total LTIP award. A very limited number of non-executives deemed "Key Contributors" may benefit from the LTIP program as an exceptional measure in rare and high risk retention situations that have the potential to put key business objectives at real and considerable risk. The total annual allocation at this level is nominal – a total of 1500 RSUs were awarded in 2013 to PCB non-executives. PSUs are a form of at-risk long-term compensation intended to motivate executives to deliver on business objectives. The target number of PSUs granted each year takes into account the scope of the executive's role, his/her impact on the business and the competitive market practice.

The Stock Option plan and RSU plans are managed by LCL and administered by a LCL Governance Committee - who approve participants, make grants of options and establish limitations, restrictions and conditions upon any grants of options. Full details regarding the 2012 LCL Stock Option and RSU plans are included in the enclosed May 2013 Loblaw Management Proxy Circular. A similar 2014 Management Proxy Circular including information on the 2013 Stock Option plan is planned to be released.

QUANTITATIVE DISCLOSURES

Short Term Incentive Payments

	Senior Management	Total Other Colleagues
Number of employees who received STIP in 2012	8	137
Dollar value of STIP payments in 2012	$ 1,040	$ 1,989
Number of employees who received STIP in 2013	9	164
Dollar value of STIP payments in 2013	$ 1,716	$ 3,635

Stock Option Plan

	Total Number of Recipients	Grant Date Fair Value	Vesting Schedule	Vesting Schedule
PCB Senior Management Recipients in 2012	8	$ 982	20% per year	7 years
PCB Senior Management Recipients in 2013	10	$ 1,417	20% per year	7 years

Restricted Share Unit Plan ("RSU"s)

	Total Number of Recipients	Grant Date Fair Value	Performance Period End Date
PCB Senior Management Recipients in 2012	8	$ 492	1-Mar-15
PCB Senior Management Recipients in 2013	10	$ 578	28-Feb-16 to 31-Jul-16

Performance Share Unit Plan ("PSU"s)

	Total Number of Recipients	Grant Date Fair Value	Performance Period End Date
PCB Senior Management Recipients in 2012	-	$ -	-
PCB Senior Management Recipients in 2013	10	$ 537	28-Feb-16 to 31-Jul-16

Other Remuneration Elements

	Total Number	Total Value
Guaranteed bonuses paid in 2012	0	$ -
Sign-on awards paid in 2012	7	$ 38
Guaranteed bonuses paid in 2013	1	$ 72
Sign-on awards paid in 2013	3	$ 45