Loblaw
COMPANIES LIMITED

ANNUAL INFORMATION FORM
(for the year ended January 2, 2016)

February 25, 2016

LOBLAW COMPANIES LIMITED

ANNUAL INFORMATION FORM
(for the year ended January 2, 2016)

TABLE OF CONTENTS

DATE OF INFORMATION

All information in this Annual Information Form ("AIF") is current as of January 2, 2016, unless otherwise stated.

FORWARD-LOOKING STATEMENTS

This AIF for Loblaw Companies Limited and its subsidiaries (collectively, the "Company" or "Loblaw") contains forward-looking statements about the Company's objectives, plans, goals, aspirations, strategies, financial condition, results of operations, cash flows, performance, prospects, opportunities and legal and regulatory matters. Specific forward-looking statements in this AIF include, but are not limited to, statements with respect to the Company's anticipated future results, events and plans, synergies and other anticipated benefits associated with the acquisition of Shoppers Drug Mart Corporation ("Shoppers Drug Mart"), future liquidity, planned capital investments, and status and impact of information technology ("IT") systems implementation. Forward-looking statements are typically identified by words such as "expect", "anticipate", "believe", "foresee", "could", "estimate", "goal", "intend", "plan", "seek", "strive", "will", "may" and "should" and similar expressions, as they relate to the Company and its management.

Forward-looking statements reflect the Company's current estimates, beliefs and assumptions, which are based on management's perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances. The Company's expectation of operating and financial performance in 2016 is based on certain assumptions, including assumptions about anticipated cost savings, operating efficiencies and continued growth from current initiatives. The Company's estimates, beliefs and assumptions are inherently subject to significant business, economic, competitive and other uncertainties and contingencies regarding future events and, as such, are subject to change. The Company can give no assurance that such estimates, beliefs and assumptions will prove to be correct.

Numerous risks and uncertainties could cause the Company's actual results to differ materially from those expressed, implied or projected in the forward-looking statements, including those described in the Risks section of this AIF. Such risks and uncertainties include:

- changes to the regulation of generic prescription drug prices, the reduction of reimbursements under public drug benefit plans and the elimination or reduction of professional allowances paid by drug manufacturers;
- the inability of the Company's IT infrastructure to support the requirements of the Company's business, or the occurrence of any internal or external security breaches, denial of service attacks, viruses, worms and other known or unknown cybersecurity or data breaches;
- failure to realize benefits from investments in the Company's new IT systems;
- the inability of the Company to manage inventory to minimize the impact of obsolete or excess inventory and to control shrink;
- failure to realize the anticipated strategic benefits associated with the acquisition of Shoppers Drug Mart;
- public health events including those related to food and drug safety;
- failure to realize anticipated results, including revenue growth, anticipated cost savings or operating efficiencies associated with the Company's major initiatives, including those from restructuring;
- failure by the Company's franchisees or Associates to operate in accordance with prescribed procedures or standards, or disruptions to the Company's relationship with its franchisees or Associates;
- failure to achieve desired results in labour negotiations, including the terms of future collective bargaining agreements, which could lead to work stoppages;
- changes in the Company's income, capital, commodity, property and other tax and regulatory liabilities, including changes in tax laws, regulations or future assessments;
- reliance on the performance and retention of third party service providers, including those associated with the Company's supply chain and apparel business;
- issues with vendors in both advanced and developing markets;
- the risk that the Company would experience a financial loss if its counterparties fail to meet their obligations in accordance with the terms and conditions of their contracts with the Company;
- failure to merchandise effectively or in a manner that is responsive to customer demand;
- heightened competition, whether from current competitors or new entrants to the marketplace;
- changes in economic conditions, including economic recession or changes in the rate of inflation or deflation, employment rates, interest rates, currency exchange rates or derivative and commodity prices;
- the impact of potential environmental liabilities; and
- the inability of the Company to collect on or fund its credit card receivables.

This is not an exhaustive list of the factors that may affect the Company's forward-looking statements. Other risks and uncertainties not presently known to the Company or that the Company presently believes are not material could also cause actual results or events to differ materially from those expressed in its forward-looking statements. Additional risks and uncertainties are discussed in the Company's materials filed with the Canadian securities regulatory authorities from time to time. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect the Company's expectations only as of the date of this AIF. Except as required by law, the Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

1. CORPORATE STRUCTURE

1.1 Incorporation

Loblaw Companies Limited was incorporated on January 18, 1956, although portions of its business originated before 1900. It was continued under the *Canada Business Corporations Act* by a certificate of continuance dated May 7, 1980. The registered office of the Company is located at 22 St. Clair Avenue East, Toronto, Canada, M4T 2S7. The National Head Office and store support centre of the Company is located at 1 President's Choice Circle, Brampton, Canada, L6Y 5S5.

1.2 Intercorporate Relationships

Loblaw Companies Limited is a holding company, which carries on its business through its subsidiaries. A list of the subsidiaries of the Company that carry on its principal businesses is set out below. The Company owns, either directly or indirectly, 100% of the voting securities of these subsidiaries, other than Choice Properties Real Estate Investment Trust ("Choice Properties") and Choice Properties Limited Partnership, in which the Company holds an 83.0% effective interest.

Subsidiary	Jurisdiction of Incorporation/Formation
Loblaws Inc.	Ontario
Shoppers Drug Mart Inc.	Canada
Choice Properties Limited Partnership	Ontario
Choice Properties Real Estate Investment Trust	Ontario
President's Choice Bank	Canada

2. DESCRIPTION OF THE BUSINESS

2.1 Overview

The Company has three reportable operating segments: Retail, Financial Services and Choice Properties. The Retail segment consists primarily of a discount supermarket business, a full-service supermarket business, an emerging and wholesale business and Shoppers Drug Mart. The Company's Financial Services segment provides retail banking, credit card services, auto, home, life, travel and pet insurance, gift cards and wireless mobile products and services. Choice Properties owns, develops and manages income-producing commercial properties.

2.2 Retail Segment

The Company is one of Canada's largest grocery, pharmacy and health and beauty retailers. It is also a leading provider of apparel and general merchandise. The Company offers one of Canada's strongest control label programs, including the *President's Choice*, *Life Brand*, *no name* and *Joe Fresh* brands. In addition, through the *PC Plus* and *Shoppers Optimum / Pharmaprix Optimum* loyalty programs, the Company rewards Canadian consumers for shopping at its stores.

The Retail segment includes the following divisions, each operating as a distinct, but complementary, business.

I. Discount

The Company's Discount banners, including *No Frills*, *Maxi*, *Maxi & Cie* and *Box*, are focused on delivering a fresh-led food shop with limited assortment and services at reduced prices. The *Real Canadian Superstore* banner offers a one-stop-shop with a broad assortment of food, health and beauty and apparel and general merchandise products, all at competitive prices. Many of the Company's Discount grocery stores also include in-store pharmacies. The Company's Discount banners operate across Canada and include franchised and corporate stores.

II. Market

The Company's full-service or Market banners, including *Loblaws*, *Zehrs*, *Your Independent Grocer*, *Provigo*, *Valu-Mart* and *Save Easy,* support the Company's vision by delivering a leading fresh offering, breadth of assortment, innovative and quality products, and customer-centric service with strong ties to the communities they operate in. The Market division consists of two primary formats: the Neighbour stores that provide a trusted and familiar full-service shopping experience, and the growing network of renovated and new Inspire stores that specialize in food discovery. Most of the Company's Market grocery stores also include in-store pharmacies. The Company's Market banners operate across Canada and include franchised and corporate stores.

III. Emerging

The Company's Emerging business serves the diverse Canadian population through both a comprehensive in-line assortment of multicultural products carried throughout the Company's network of grocery stores and through its stand-alone stores, including *T&T Supermarket*, *Fortinos* and *ARZ Fine Foods*. The Company's self-serve wholesale banners, which form part of the Company's Emerging division, provide customers with everything they need to be successful in food service and convenience markets. Some of the Company's Emerging and wholesale stores have in-store pharmacies. The Emerging business also includes over 210 gas bars across Canada, over 35 corporate-owned liquor stores in Alberta and optical services departments in a number of the Company's retail locations. The Company's Emerging and wholesale banners operate across Canada and include corporate, franchised and independent stores.

IV. Shoppers Drug Mart

Shoppers Drug Mart operates stand-alone drug stores under the banners *Shoppers Drug Mart* and *Pharmaprix*. The majority of the Shoppers Drug Mart stores are owned and operated by Associates. An Associate is a pharmacist-owner of a corporation that is licensed to operate a retail drug store at a specific location using the Company's trademarks. Many Shoppers Drug Mart stores also include *BeautyBOUTIQUE*, which is a store-within-a-store concept with open-sell displays focused on prestige cosmetics.

In addition to full-service retail drug stores, Shoppers Drug Mart's banners include other retail formats such as: *Shoppers Simply Pharmacy* (*Pharmaprix Simplement Santé* in Quebec), which are retail pharmacies located in medical buildings or clinics providing pharmacy products and professional services and advice; *Shoppers Home Health Care*, which sells and services assisted-living devices, medical equipment, home-care products and mobility equipment to both institutional and retail customers; and *Murale*, a luxury beauty store.

In addition to its retail store network, the Company owns Shoppers Drug Mart Specialty Health Network Inc., a provider of specialty drug distribution, pharmacy and comprehensive patient support services, and MediSystem Technologies Inc., a provider of pharmaceutical products and services to long-term care facilities.

2.2.1 Geographic and Banner Summary

As at January 2, 2016, the Company, through its subsidiaries, franchisees, and Associates, operated stores in the following jurisdictions[1]:

Jurisdiction	**Corporate Stores**	**Franchised Stores**	**Associate-Owned Shoppers Drug Mart Stores**
Newfoundland and Labrador	14	6	28
Prince Edward Island	4	5	4
Nova Scotia	31	17	35
New Brunswick	21	21	38
Quebec	155	61	178
Ontario	205	309	627
Manitoba	21	7	42
Saskatchewan	23	9	34
Alberta	58	42	156
Northwest Territories	0	2	1
Yukon	1	1	2
British Columbia	56	45	168
USA	2	0	0
Total	**591**	**525**	**1,313**

1 Excluding gas bars, liquor stores, affiliated independent grocery stores and independent accounts.

As at January 2, 2016, the Company, through its subsidiaries, franchisees and Associates, operated stores under the following banners[2]:

Banner	Corporate Stores	Franchised Stores	Associate-Owned Shoppers Drug Mart Stores
Market			
Atlantic Save Easy	2	9	
Loblaw	52	0	
Provigo	7	60	
Provigo Le Marche	14	1	
SuperValu	0	3	
Shop Easy	0	1	
NGR - Valumart	0	58	
NGR - Freshmart	0	0	
NGR - Your Independent Grocer	2	109	
Loblaws City Market	0	4	
Zehrs	42	0	
Atlantic Superstore	51	0	
Dominion[3] (in Newfoundland and Labrador)	11	0	
Discount			
Extra Foods	25	8	
Maxi	91	0	
Maxi & Cie	23	0	
No Frills	0	247	
Box	1	2	
Real Canadian Superstore	114	0	
Shoppers Drug Mart			
Home Health Care	59		
Murale	5		
Shoppers Drug Mart/ Pharmaprix			1,264
Shoppers Simply Pharmacy			49
Emerging			
ARZ Fine Foods	1	0	
T&T Supermarket	23	0	
Fortinos	0	23	
Wholesale			
Cash & Carry	48	0	
Presto	11	0	
Real Canadian Wholesale Club	0	0	
Apparel			
Joe Fresh	7	0	
Joe Fresh US	2	0	
Total	**591**	**525**	**1,313**

2 Excluding gas bars, liquor stores, affiliated independent grocery stores and independent accounts.

3 Trademark used under license.

As at January 2, 2016, the total square footage of the Company's corporate, franchised and Associate-owned Shoppers Drug Mart stores was approximately 36.1 million square feet, 15.8 million square feet and 18.0 million square feet, respectively. The Company owned 72% of the real estate on which its corporate stores are located, 47% of the real estate on which franchised grocery stores are located, as well as various properties under development or held for future development. The majority of Associate-owned Shoppers Drug Mart stores are leased from a diverse group of lessors, and most are leased on a long-term basis with staggered maturity dates. The majority of the Company's owned real estate portfolio is held by Choice Properties, which is discussed in greater detail in sections 2.4 and 3.3 of this AIF.

2.2.2 Control Brand Products

The Company has developed a line of control brand products and services that are sold or made available throughout its store network and are available on a limited basis to certain independent grocery customers. The Company's product development team works closely with third party vendors in developing and manufacturing products for its control brands. The Company is not dependent on any one source or third party vendor to produce its products.

The Company markets control brand products in the food, health and beauty and general merchandise categories under a number of brand names, including: *President's Choice*, *PC*, *no name*, *PC* Organics, *Blue Menu*, *PC* Black Label Collection, *The Decadent*, *Everyday Essentials, T&T*, *ARZ Fine Foods* and *Life Brand.*

The Company also offers *Joe Fresh* branded apparel, accessories and footwear in many of its grocery stores. In addition, the Company offers *Joe Fresh* products in stand-alone *Joe Fresh* stores in Canada and the United States and, through international distributors, the *Joe Fresh* brand has expanded outside of North America. The Company's primary objective is to provide a suite of apparel and general merchandise products that complement its food offering.

2.2.3 Loyalty Programs

The Company rewards customers when they shop at its stores including through its *PC Plus* and *Shoppers Optimum/Pharmaprix Optimum* loyalty programs.

PC Plus, a fully digital program, rewards customers with weekly personalized offers on the food they purchase most to create a customized experience for each individual customer.

Customers can earn additional *PC* points, which can be redeemed for groceries and other products at participating stores, when they use *President's Choice Financial* products and services.

The *Shoppers Optimum/Pharmaprix Optimum* loyalty card program is one of the largest retail loyalty card programs in Canada. This program allows members to accumulate points and redeem them for price discounts on future purchases of qualifying products sold in the *Shoppers Drug Mart/Pharmaprix* stores.

The Company's loyalty programs provide the Company with a significant opportunity to employ customer relationship management tools to improve the Company's understanding of customer needs and design promotions that can be targeted to specific customers and customer segments, thereby driving increased sales, profitability and customer engagement.

2.2.4 Supply Chain

The Company's supply chain is responsible for the flow of goods and information between its vendors and suppliers and the Company's distribution centres, and ultimately, to its stores. In some cases, goods flow directly to the Company's stores from the vendors. The Company continuously evaluates its methods of distribution, including its relationship with vendors and suppliers, and its technology, facilities and modes of transportation. When appropriate, the Company implements changes to its supply chain infrastructure to ensure a continued, reliable and cost-efficient system.

The Company's supply chain has 27 distribution centres across Canada. Third party logistics service providers are used at several of these distribution centres. The Company uses various modes of transportation, including its own trucking fleet and third party common carriers, railways and ocean carriers. The Company is not dependent on any one of these third party providers.

2.2.5 Retail Competitive Environment

The retail industry in Canada is highly competitive. The Company competes against a wide variety of retailers, including supermarket and retail drug store operators, as well as mass merchandisers, warehouse clubs, online retailers, mail order prescription drug distributors, limited assortment stores, discount stores, convenience stores and specialty stores. The Company is also subject to competitive pressures from new entrants into the marketplace and from the expansion or renovation of existing competitors, particularly those expanding into the grocery and retail drug store markets.

2.2.6 Seasonality

The Company's retail operations as they relate to food, specifically inventory levels, sales, volume and product mix, are impacted to some degree by certain holiday periods in the year. Additionally, certain general merchandise offerings are subject to other seasonal fluctuations.

2.3 Financial Services Segment

President's Choice Bank ("PC Bank") offers financial services to consumers under the *President's Choice Financial* brand, including the *President's Choice Financial* MasterCard, and personal banking services provided by the direct banking division of a major Canadian chartered bank and through *President's Choice Financial* services pavilions located within the Company's participating stores. PC Bank also offers guaranteed investment certificates through the broker channel.

Through its insurance entities the Company offers home, auto, travel, life and pet insurance. The Company also offers *The Mobile Shop,* full-service mobile kiosks, and gift cards, through its network of grocery stores located across the country.

2.3.1 Financial Services Competitive Environment

The Canadian banking and credit card markets are highly regulated and competitive. The financial services offered by PC Bank compete with comparable products offered by banks and other financial institutions within Canada and are issued on terms and conditions that are competitive with such other products. As competition increases, customer expectations are being redefined, which include an increasing demand for good value, exceptional service and programs that reward them for their loyalty. The value proposition of being able to earn free groceries through the *PC Plus* program is one of the key factors that enables PC Bank to compete with banks and other financial institutions offering comparable products.

2.3.2 Lending

PC Bank has established a risk appetite for credit risk with certain escalation and PC Bank Board of Directors tolerance limits. PC Bank's risk appetite has been approved by its Board of Directors. PC Bank has also implemented risk management policies that provide governance and oversight to effectively manage and control existing and potential credit risks involved in extending credit to *President's Choice Financial* MasterCard customers. To minimize the associated credit risk, PC Bank employs advanced credit scoring tools, stringent credit card portfolio monitoring, and technology that produces an effective account management and collection process.

2.4 Choice Properties

Choice Properties' principal business is owning, developing and managing properties with a focus on supermarket-anchored shopping centres, stand-alone supermarkets with or without intensification opportunities and other well-located retail properties that management believes present the best opportunity to generate stable, growing cash flow and capital appreciation. As at January 2, 2016, the Company held an effective ownership in Choice Properties of 83.0% through ownership of 21,500,000 trust units of Choice Properties ("Units") and 317,109,792 Class B Limited Partnership units ("Class B LP Units") of Choice Properties Limited Partnership. Class B LP Units are economically equivalent to and exchangeable for Units.

Loblaw is the single largest tenant of Choice Properties. As at January 2, 2016, Loblaw represented 89.1% of the total gross leasable area and 91.1% of the annual base rent of Choice Properties.

As at January 2, 2016, Choice Properties' portfolio consisted of the following properties across Canada:

Jurisdiction	Retail	Warehouses	Office	Industrial	Land	Grand Total
Newfoundland and Labrador	9	1				10
Prince Edward Island	4					4
Nova Scotia	37					37
New Brunswick	27	3				30
Québec	105	2				107
Ontario	207	2	1	1	4	215
Manitoba	14					14
Saskatchewan	15	1				16
Alberta	53	1				54
British Columbia	28	1			1	30
North West Territories	1					1
Yukon	1					1
Grand Total	**501**	**11**	**1**	**1**	**5**	**519**

2.4.1 Choice Properties Competitive Environment

Choice Properties, as one of the largest public real estate entities in Canada, competes with other investors, managers and owners of properties. The key assets that real estate entities compete for are stable tenants and real estate properties for purchase or development. To compete for tenants with desirable covenants, real estate entities typically differentiate themselves by location, age of building, merchandising and operational efficiency. As for properties themselves, competition is based on financial and other resources, as well as operating flexibility. With Loblaw as its principal tenant, well-located sites and a strong balance sheet, Choice Properties is well-positioned to compete in the Canadian real estate sector.

Additional information on Choice Properties can be found in the Annual Information Form of Choice Properties dated February 17, 2016, which is available at www.sedar.com or www.choicereit.ca.

2.5 Employees

As at January 2, 2016, the Company, through its subsidiaries, franchisees and Associates employed approximately 196,000 full-time and part-time employees. A majority of the Company's grocery store level and related distribution centre colleagues are unionized.

2.6 Intellectual Property

The Company has established procedures to register or otherwise protect its intellectual property, including the trademarks used in its banner names and those associated with its control brand programs. Store-trading or banner names are associated with specific retail concepts and are important to corporate, franchised and Associate-owned drug store operations. The Company's trademarks used in connection with its control brand program are discussed elsewhere in this AIF. Other intellectual property of the Company includes domain names, packaging designs and product formulations and specifications. The intellectual property rights associated with and used in connection with the Company's business are important assets and are defended vigorously. Certain of the Company's trademarks are licensed to third party service providers, primarily in connection with *President's Choice Financial* services. When used in this AIF, the trademarks of the Company are presented in italics.

2.7 Corporate Social Responsibility and Environmental Policies

The Company is an active, contributing citizen in the communities in which it operates – providing for the health and wellness of Canadians by helping to feed families, bringing nutrition and wellness closer to home, creating jobs, giving to community programs, supporting local vendors, sourcing products responsibly, and minimizing its impact on the environment. In addition, the Company promotes women's and children's health through "SHOPPERS LOVE. YOU." and the *President's Choice* Children's Charity.

The Company's approach to Corporate Social Responsibility ("CSR") reflects its vision - *Live Life Well* - through three CSR priorities: respect for the environment, making a positive difference in the community and sourcing with integrity.

The Company publishes its CSR objectives and progress in meeting those objectives annually in a public document. The eighth CSR Report was released on May 6, 2015 and can be found at www.loblaw.ca.

3. GENERAL DEVELOPMENT OF THE BUSINESS – THREE YEAR HISTORY

3.1 Retail Segment

Over the past three years, the Company has advanced a number of significant initiatives, including the following.

3.1.1 Acquisition of Shoppers Drug Mart

In 2014, the Company completed the acquisition of Shoppers Drug Mart. As a result of this acquisition, the Company now includes Canada's leading pharmacy business and one of the largest retail loyalty card programs in Canada. In addition, the Company is now able to offer consumers Loblaw's control brand food products in Shoppers Drug Mart stores and Shoppers Drug Mart control brand products in Loblaw stores.

As a result of the acquisition, the Company expects to achieve annualized synergies of $300 million in the third full year following the close of the Shoppers Drug Mart transaction (net of related costs). In 2015, the Company exceeded its second full year synergy target of $200 million by achieving over $242 million in synergies. In 2016, the Company will continue to focus on achieving the anticipated strategic benefits and operational, competitive, and cost synergies associated with this acquisition.

3.1.2 Information Technology Systems Implementation

One of the most significant initiatives that the Company has undertaken over the last three years is a major upgrade of its IT infrastructure. This project represented one of the largest technology infrastructure programs ever implemented by the Company and is fundamental to its long-term growth strategies. It is anticipated that the implementation of the new IT systems will drive ordering and inventory efficiencies by initiating store orders to distribution centres and vendors based on point of sale data and will facilitate perpetual inventory in most product categories in its stores. In 2012, the Company went live with its new IT systems at its first corporate store and distribution centre. The Company has since rolled out its new IT systems to substantially all of its corporate and franchised grocery stores and distribution centres. In 2016, the Company expects to commence the implementation of its new IT systems to the Shoppers Drug Mart division and advance efficiency initiatives throughout its grocery business.

3.1.3 Strengthened Customer Proposition

The Company's customer proposition is the combination of value, a positive shopping experience and diverse product assortment. Over the past three years, heightened industry competition and economic uncertainty have translated into a challenging environment for Canadian retailers. During this time, the Company has worked to strengthen its customer proposition with an emphasis on fresh product quality, presentation and assortment, customer service and competitive value.

In the last three years the Company has sought to reinforce competitive differentiation, including by:

- providing innovative control brand products to consumers, including the *President's Choice* gluten-free, *Free From*, *PC* Organics, *PC* Black Label Collection and *PC The Decadent* product lines;
- expanding its multicultural control brand product lines, including *Rooster*, *Suraj*, *Sufra*, *T&T* and *ARZ Fine Foods;*
- exploring new service opportunities, such as in-store medical clinics, dietitians and expanded pharmacy offerings, to meet the evolving needs of Canadian consumers;

- optimizing its general merchandise selection to better align with its core food offering;
- introducing valued-added services, including launching and expanding the *PC Plus* digital loyalty program, introducing the Guiding Stars program and enhancing the *Shoppers Optimum/Pharmaprix Optimum* loyalty program with a digital platform;
- enhancing its channels of distribution, including launching *Joe Fresh* online in Canada and launching its Click and Collect program, which allows customers to shop online for their groceries and pick up their order at a store and time that is convenient for them, without ever having to leave their car; and
- developing and launching new store concepts.

The Company has also taken measures to improve the experience at many of its retail grocery stores. Over the past three years, the Company has added 30 *Inspire* stores, based on the Company's flagship *Loblaws* store at Maple Leaf Gardens, bringing the total to 32. These stores aim to provide customers with an elevated shopping experience focused on innovative fresh food concepts, a breadth of assortment and food-focused customer service. In addition, the Company has increased the number of Shoppers Drug Mart stores with *BeautyBOUTIQUE* to 383.

In the fourth quarter of 2015, the Company launched *PC Insiders Collection,* a digital and interactive online platform that presents seasonal food innovation from the *President's Choice* brand.

On December 15, 2015, the Company began the sale of beer in 19 Ontario stores, with a tailored initial assortment of brands.

In 2016, the Company plans to continue to invest in innovative products, services and channels in order to maintain its competitive position.

3.2 Financial Services Segment

Over the past three years, the objective of the Financial Services segment has been to expand its offerings, including mobile phone services, while building brand and customer loyalty across the Company's businesses, particularly through growth in the Company's *President's Choice Financial* MasterCard portfolio.

In 2016, the Financial Services segment will continue to focus on initiatives to drive increased customer awareness, and grow the *President's Choice Financial* brand and customer base.

3.2.1 President's Choice Financial MasterCard

The Company has focused on expanding its *President's Choice Financial* MasterCard portfolio over the past three years. During that period, the Company has received over 3 million applications for its *President's Choice Financial* MasterCard and has grown its active account base. The Company also reinvigorated the *President's Choice Financial* brand with the media campaign: "That's just good banking".

In 2015, PC Bank launched the new *President's Choice Financial* World Elite Mastercard, a premium credit card offering with no annual fee, the first of its kind in Canada. The *President's Choice Financial* World Elite Mastercard gives card holders the opportunity to collect more *PC* points loyalty rewards at the Company's grocery and drug store locations, as well as at Esso[4] stations and the Company's gas bars.

In 2016, PC Bank will focus on growth in the adoption of the *President's Choice Financial* World Elite Mastercard, optimizing the current *President's Choice Financial* MasterCard portfolio and implementing technologies to enhance its customer acquisition strategies.

3.2.2 Mobile Phone Services

The Mobile Shop provides customers with the ability to purchase a range of mobile services from a full range of carriers in convenient locations located in the Company's grocery store network. As at January 2, 2016, there were more than 175 *The Mobile Shop* locations across the Company's grocery store network.

In 2016, PC Bank will continue to focus on delivering value and convenience to *The Mobile Shop* customers through a more customized sales experience and an expanded service and rewards offering, including the continued adoption of the *PC Plus* loyalty program.

4 Esso is a trademark of Imperial Oil Limited.

3.3 Choice Properties Segment

On July 5, 2013, Choice Properties completed its initial public offering ("IPO"). Choice Properties used the proceeds of the IPO to acquire real estate properties from the Company. The initial portfolio of properties acquired consisted of 425 properties across Canada. The aggregate purchase price for the initial properties was approximately $7 billion.

As at January 2, 2016, Choice Properties' portfolio consisted of 519 properties, consisting of 501 retail properties, eleven warehouse properties, one office complex, one industrial property and five parcels of land for development, totaling approximately 41.6 million square feet across Canada, of which the Company is the predominant vendor. For a further discussion on the distribution of these properties, see section 2.4 of this AIF. In 2016, the Company expects that it will continue to create growth in Choice Properties by selling from its remaining 9.5 million square foot property portfolio to Choice Properties, Choice Properties intends to continue with the intensification and development of the acquired properties and, over time, to invest in strategically aligned properties from third party vendors.

Additional information on Choice Properties can be found in the Annual Information Form of Choice Properties dated February 17, 2016, which is available at www.sedar.com or www.choicereit.ca.

3.4 Significant Acquisitions

On March 28, 2014, the Company acquired all of the outstanding shares of Shoppers Drug Mart for total consideration of approximately $12.3 billion, comprised of approximately $6.6 billion of cash and the issuance of approximately 119.5 million common shares of the Company.

4. RISKS

4.1 Enterprise Risks and Risk Management

The Company is committed to maintaining a framework that ensures risk management is an integral part of its activities. To ensure the continued growth and success of the Company, risks are identified and managed through the Company's Enterprise Risk Management ("ERM") program.

Risk Appetite and Governance

The Board of Directors of the Company ("Board") has approved an ERM policy and a risk appetite framework and oversees the ERM program, including through a review of the Company's risks and risk prioritization. The risk appetite framework articulates key aspects of our businesses, values, and brands and provides directional guidance on risk taking. Key risk indicators are used to monitor and report on risk performance and whether the Company is operating within its risk appetite. Risk owners are assigned relevant risks by management and are responsible for managing risk and implementing risk mitigation strategies.

ERM Program

The ERM program assists all areas of the business in managing risks within appropriate levels of tolerance by bringing a systematic approach and methodology for evaluating, measuring and monitoring key risks. The results of the ERM program and other business planning processes are used to identify emerging risks to the Company, prioritize risk mitigation activities and develop a risk-based internal audit plan.

Risks are not eliminated through the ERM program, but rather, are identified and managed in line with the Company's risk appetite and within understood risk tolerances. The ERM program is designed to:

- facilitate effective corporate governance by providing a consolidated view of risks across the Company;
- enable the Company to focus on key risks that could impact its strategic objectives in order to reduce harm to financial performance through responsible risk management;
- ensure that the Company's risk appetite and tolerances are defined and understood;
- promote a culture of awareness of risk management and compliance within the Company;
- assist in developing consistent risk management methodologies and tools across the Company including methodologies for the identification, assessment, measurement and monitoring of the risks; and
- anticipate and provide early warnings of risks through key risk indicators.

ERM Framework

Risk identification and assessments are important elements of the Company's ERM process and framework. An annual ERM assessment is completed to assist in the update and identification of internal and external risks. This assessment is carried out in parallel with strategic planning through interviews, surveys and facilitated workshops with management and the Board to align stakeholder views. This assessment is completed for each business unit and aggregated where appropriate. Risks are assessed and evaluated based on the Company's vulnerability to the risk and the potential impact that the underlying risks would have on the Company's ability to execute its strategies and achieve its objectives.

Risk Monitoring and Reporting

On a quarterly basis, management provides an update to the Board (or a Committee of the Board) on the status of the key risks based on significant changes from the prior update, anticipated impacts in future quarters and significant changes in key risk indicators. In addition, the long term (three year) risk level is assessed to monitor potential long term risk impacts, which may assist in risk mitigation planning activities.

Any of the key risks has the potential to negatively affect the Company and its financial performance. The Company has risk management strategies in place for key risks. However, there can be no assurance that the risks will be mitigated or will not materialize or that events or circumstances will not occur that could adversely affect the reputation, operations or financial condition or performance of the Company.

The following discussion of risks identifies significant factors that may adversely affect the Company's business, operations, financial condition or future financial performance. This information should be read in conjunction with the Company's Management's Discussion and Analysis ("MD&A") and the Consolidated Financial Statements and related Notes. The following discussion of risks is not exhaustive, but is designed to highlight the key risks inherent in the Company's business:

4.2 Operating Risks and Risk Management

Healthcare Reform With the acquisition of Shoppers Drug Mart, the Company is reliant on prescription drug sales for a more significant portion of its sales and profits. Prescription drugs and their sales are subject to numerous federal, provincial, territorial and local laws and regulations. Changes to these laws and regulations, or non-compliance with these laws and regulations, could adversely affect the reputation, operations or financial performance of the Company.

Federal and provincial laws and regulations that establish public drug plans typically regulate prescription drug coverage, patient eligibility, pharmacy reimbursement, drug product eligibility and drug pricing and may also regulate manufacturer allowance funding that is provided to or received by pharmacy or pharmacy suppliers. With respect to pharmacy reimbursement, such laws and regulations typically regulate the allowable drug cost of a prescription drug product, the permitted mark-up on a prescription drug product and the professional or dispensing fees that may be charged on prescription drug sales to patients eligible under the public drug plan. With respect to drug product eligibility, such laws and regulations typically regulate the requirements for listing the manufacturer's products as a benefit or partial benefit under the applicable governmental drug plan, drug pricing and, in the case of generic prescription drug products, the requirements for designating the product as interchangeable with a branded prescription drug product. In addition, other federal, provincial, territorial and local laws and regulations govern the approval, packaging, labeling, sale, marketing, advertising, handling, storage, distribution, dispensing and disposal of prescription drugs.

Sales of prescription drugs, pharmacy reimbursement and drug prices may be affected by changes to the health care industry, including legislative or other changes that impact patient eligibility, drug product eligibility, the allowable cost of a prescription drug product, the mark-up permitted on a prescription drug product, the amount of professional or dispensing fees paid by third party payers or the provision or receipt of manufacturer allowances by pharmacy and pharmacy suppliers.

The majority of prescription drug sales are reimbursed or paid by third party payers, such as governments, insurers or employers. These third party payers have pursued and continue to pursue measures to manage the costs of their drug plans. Each provincial jurisdiction has implemented legislative and/or other measures directed towards managing pharmacy service costs and controlling increasing drug costs incurred by public drug plans and private payers which impact pharmacy reimbursement levels and the availability of manufacturer allowances. Legislative measures to control drug costs include lowering of generic drug pricing, restricting or prohibiting the provision of manufacturer allowances and placing limitations on private label prescription drug products. Other measures that have been implemented by certain government payers include restricting the number of interchangeable prescription drug products which are eligible for reimbursement under provincial drug plans. Additionally, the Council of the Federation, an institution created by the provincial Premiers in 2003 to collaborate on intergovernmental relations, continues its work regarding cost reduction initiatives for pharmaceutical products and services.

Legislation in certain provincial jurisdictions establish listing requirements that ensure that the selling price for a prescription drug product will not be higher than any selling price established by the manufacturer for the same prescription drug product under other provincial drug insurance programs. In some provinces, elements of the laws and regulations that impact pharmacy reimbursement and manufacturer allowances for sales to the public drug plans are extended by legislation to sales in the private sector. Also, private third party payers (such as corporate employers and their insurers) are looking or may look to benefit from any measures implemented by government payers to reduce prescription drug costs for public plans by attempting to extend these measures to prescription drug plans they own or manage. Accordingly, changes to pharmacy reimbursement and manufacturer allowances for a public drug plan could also impact pharmacy reimbursement and manufacturer allowances for private sector sales. In addition, private third party payers could reduce pharmacy reimbursement for prescription drugs provided to their members or could elect to reimburse members only for products included on closed formularies or available from preferred providers.

Ongoing changes impacting pharmacy reimbursement programs, prescription drug pricing and manufacturer allowance funding, legislative or otherwise, are expected to continue to put downward pressure on prescription drug sales. These changes may have a material adverse impact on the Company's business, sales and profitability. In addition, the Company could incur significant costs in the course of complying with any changes in the regulatory regime affecting prescription drugs. Non-compliance with any such existing or proposed laws or regulations, particularly those that provide for the licensing and conduct of wholesalers, the licensing and conduct of pharmacists, the regulation and ownership of pharmacies, the advertising of pharmacies and prescription services, the provision of information concerning prescription drug products, the pricing of prescription drugs and restrictions on manufacturer allowance funding, could result in audits, civil or regulatory proceedings, fines, penalties, injunctions, recalls or seizures, any of which could adversely affect the reputation, operations or financial performance of the Company.

Cyber Security and Data Breaches The Company depends on the uninterrupted operation of its IT systems, networks and services including internal and public internet sites, data hosting and processing facilities, cloud-based services and hardware, such as point-of-sale processing at stores, to operate its business.

In the ordinary course of business, the Company collects, processes, transmits and retains confidential, sensitive and personal information ("Confidential Information") regarding the Company and its employees, franchisees, Associates, vendors, customers and credit card holders. Some of this Confidential Information is held and managed by third party service providers. As with other large and prominent companies, the Company is regularly subject to cyberattacks and such attempts are occurring more frequently, are constantly evolving in nature and are becoming more sophisticated.

The Company has implemented security measures, including employee training, monitoring and testing, maintenance of protective systems and contingency plans, to protect and to prevent unauthorized access of Confidential Information and to reduce the likelihood of disruptions to its IT systems. The Company also has security processes, protocols and standards that are applicable to its third party service providers.

Despite these measures, all of the Company's information systems, including its back-up systems and any third party service provider systems that it employs, are vulnerable to damage, interruption, disability or failures due to a variety of reasons, including physical theft, fire, power loss, computer and telecommunication failures or other catastrophic events, as well as from internal and external security breaches, denial of service attacks, viruses, worms and other known or unknown disruptive events.

The Company or its third party service providers may be unable to anticipate, timely identify or appropriately respond to one or more of the rapidly evolving and increasingly sophisticated means by which computer hackers, cyber terrorists and others may attempt to breach the Company's security measures or those of our third party service providers' information systems.

As cyber threats evolve and become more difficult to detect and successfully defend against, one or more cyber threats might defeat the Company's security measures or those of its third party service providers. Moreover, employee error or malfeasance, faulty password management or other irregularities may result in a breach of the Company's or its third party service providers' security measures, which could result in a breach of employee, franchisee, Associate, customer or credit card holder privacy or Confidential Information.

If the Company does not allocate and effectively manage the resources necessary to build and sustain reliable IT infrastructure, fails to timely identify or appropriately respond to cybersecurity incidents, or the Company's or its third party service providers' information systems are damaged, destroyed, shut down, interrupted or cease to function properly, the Company's business could be disrupted and the Company could, among other things, be subject to: transaction errors; processing inefficiencies; the loss of or failure to attract new customers; the loss of revenue; the loss or unauthorized access to Confidential Information or other assets; the loss of or damage to intellectual property or trade secrets; damage to its reputation; litigation; regulatory enforcement actions; violation of privacy, security or other laws and regulations; and remediation costs.

IT Systems Implementations and Data Management The Company continues to undertake a major upgrade of its IT infrastructure. Completing the IT systems deployment will require continued focus and investment. Failure to successfully migrate from legacy systems to the new IT systems or a significant disruption in the Company's current IT systems during the implementation of the new systems could result in a lack of accurate data to enable management to effectively manage day-to-day operations of the business or achieve its operational objectives, causing significant disruptions to the business and potential financial losses. The Company also depends on relevant and reliable information to operate its business. As the volume of data being generated and reported continues to increase across the Company, data accuracy, quality and governance are required for effective decision making.

Failure to successfully adopt or implement appropriate processes to support the new IT systems, or failure to effectively leverage or convert data from one system to another, may preclude the Company from optimizing its overall performance and could result in inefficiencies and duplication in processes, which could in turn adversely affect the reputation, operations or financial performance of the Company. Failure to realize the anticipated strategic benefits including revenue growth, anticipated cost savings or operating efficiencies associated with the new IT systems could adversely affect the reputation, operations or financial performance of the Company.

Inventory Management The Company is subject to risks associated with managing its inventory. Failure to successfully manage such risks could result in shortages of inventory, or excess or obsolete inventory which cannot be sold profitably or increases in levels of inventory shrink. Any of these outcomes could adversely affect the financial performance of the Company. Although the new IT system is intended to provide the Company with increased visibility to integrated costing and sales information at store level, failure to effectively implement the new IT system and applicable processes may increase the risks associated with managing inventory, including the risk that inaccurate inventory could result in inaccurate financial statements.

Shoppers Drug Mart Enterprise Harmonization and Synergies The successful implementation of the Shoppers Drug Mart acquisition requires significant effort on the part of management of the Company. Ineffective change management practices and harmonization decisions could cause disruptions to operations or may negatively impact colleague engagement. Management attention will be required in order to successfully achieve the appropriate culture transformation, growth opportunities and cost efficiencies envisioned in the acquisition. Failure to successfully execute enterprise harmonization or to realize the anticipated strategic benefits or operational, competitive and cost synergies associated with this acquisition could adversely affect the reputation, operations or financial performance of the Company.

Product Safety and Public Health The Company's products may expose it to risks associated with product safety and defects and product handling in relation to the manufacturing, design, packaging and labeling, storage, distribution, and display of products. The Company cannot assure that active management of these risks, including maintaining strict and rigorous controls and processes in its manufacturing facilities and distribution systems, will eliminate the risks related to food and product safety. The Company could be adversely affected in the event of a significant outbreak of food-borne illness or food safety issues including food tampering or contamination, health and wellness, including pharmaceuticals, or general merchandise products. In addition, failure to trace or locate any contaminated or defective products could affect the Company's ability to be effective in a recall situation. The Company is also subject to risk associated with errors made through medication dispensing or errors related to patient services or consultation. The occurrence of such events or incidents, as well as the failure to maintain the cleanliness and health standards at store level, could result in harm to customers, negative publicity or damage to the Company's brands, reputation, operations or financial performance and could lead to unforeseen liabilities from legal claims or otherwise.

Governance and Change Management Significant initiatives in support of the Company's strategic priorities are underway, including the execution of IT initiatives and other ongoing organizational changes. The success of these initiatives is dependent on effective leadership and realizing intended benefits. Ineffective change management could result in a lack of integrated processes and procedures, unclear accountabilities and decision-making rights, ineffective communication and training or a lack of requisite knowledge. Any of the foregoing could disrupt operations, increase the risk of customer dissatisfaction, adversely affect the Company's reputation and financial performance or adversely affect the ability of the Company to implement and achieve its long-term strategic objectives.

Franchisee Relationships The Company has entered into agreements with third party franchisees that permit the franchisees to own and operate retail stores in accordance with prescribed procedures and standards. A substantial portion of the Company's revenues and earnings comes from amounts paid by franchisees in connection with their store operations and leased property. Franchisees are independent operators and their operations may be negatively affected by factors beyond the Company's control. If franchisees do not operate their stores in accordance with the Company's standards or otherwise in accordance with good business practices, franchisee fees and rent paid to the Company could be negatively affected, which in turn could negatively affect the Company's reputation, operations and financial performance. In addition, the Company's reputation could be harmed, if a significant number of franchisees were to experience operational failures, health and safety exposures or were unable to pay the Company for products, fees or rent.

The Company's franchise system is also subject to franchise legislation enacted by a number of provinces. Any new legislation or failure to comply with existing legislation could negatively affect operations and could add administrative costs and burdens, any of which could affect the Company's relationship with its franchisees.

Relationships with franchisees could pose significant risks if they are disrupted, which could negatively affect the reputation, operations and financial performance of the Company. Supply chain or system changes by the Company could cause or be perceived to cause disruptions to franchised store operations and could result in negative effects on the financial performance of franchisees. Reputational damage or adverse consequences for the Company, including litigation and disruption to revenue from franchised stores, could result.

Associate-owned Drug Store Network and Relationships with Associates The success of the Company and the reputation of its brands are closely tied to the performance of the Shoppers Drug Mart Associate-owned drug stores. Accordingly, the Company relies on Associates to successfully operate, manage and execute retail programs and strategies at their respective drug store locations. Associates are independent business operators and the success of the operations and financial performance of their respective drug stores may be beyond the Company's control. In addition, Associates operate in the same regulatory framework as described above under "Franchisee Relationships". Disruptions to the Company's relationships with Shoppers Drug Mart Associate-owned drug stores or changes in legislation could negatively affect revenue from Associates, which in turn, could adversely affect the reputation, operations or financial performance of the Company.

Labour Relations The Company's workforce is comprised of both unionized and non-unionized colleagues. With respect to those colleagues that are covered by collective agreements, there can be no assurance as to the outcome of any labour negotiations or the timing of their completion. Renegotiating collective agreements or the failure to successfully renegotiate collective agreements could result in strikes, work stoppages or business interruptions, and if any of these events were to occur, they could adversely affect the reputation, operations and financial performance of the Company. If non-unionized colleagues become unionized, the terms of the resulting collective agreements would have implications for the affected operations, such as higher labour costs, and those implications could be material.

Regulatory and Tax The Company is subject to a wide variety of laws and regulations across all countries in which it does business, including those laws involving product liability, labour and employment, anti-trust and competition, intellectual property, privacy, environmental and other matters. The Company is subject to taxation by various taxation authorities in Canada and a number of foreign jurisdictions. Changes to any of the laws, rules, regulations or policies applicable to the Company's business, including tax laws, and laws affecting the production, processing, preparation, distribution, packaging and labelling of food, health and wellness, including pharmaceuticals, or general merchandise products, could have an adverse impact on the operational or financial performance of the Company.

In the course of complying with such changes, the Company could incur significant costs. Changing laws or interpretations of such laws or enhanced enforcement of existing laws could restrict the Company's operations or profitability and thereby threaten the Company's competitive position and ability to efficiently conduct business. Failure by the Company to comply with applicable laws and orders could subject the Company to civil or regulatory actions, investigations or proceedings, including fines, assessments, injunctions, recalls or seizures, which in turn could adversely affect the reputation, operations or financial performance of the Company.

The Company is subject to tax audits from various government and regulatory agencies on an ongoing basis. As a result, from time to time, taxing authorities may disagree with the positions and conclusions taken by the Company in its tax filings or legislation could be amended or interpretations of current legislation could change, any of which events could lead to reassessments. These reassessments could have a material impact on the Company.

PC Bank operates in a highly regulated environment and a failure by it to comply, understand, acknowledge and effectively respond to applicable regulators could result in monetary penalties, regulatory intervention and reputational damage.

Choice Properties is currently classified as a "unit trust" and a "mutual fund trust" under the *Income Tax Act* (Canada). It also qualifies for the Real Estate Investment Trust Exception under the *Income Tax Act* (Canada) and as such is not subject to specified investment flow-through rules. There can be no assurance that the Canadian federal income tax laws will not be changed in a manner which adversely affects Choice Properties. If Choice Properties ceases to qualify for these and other classifications and exceptions, the taxation of Choice Properties and unitholders, including Loblaw, could be materially adversely different in certain respects, which could in turn materially adversely affect the trading price of the Units.

Please refer to the "Regulatory Actions" section for more information.

Legal Proceedings From time to time, the Company is involved in and subject to legal proceedings, including class actions and other proceedings, regarding commercial relationships, employment matters, product liability, personal injury claims, protection of intellectual property and other matters. The proceedings involve suppliers, Associates, franchisees, regulators, tax authorities or other persons. The potential outcome of litigation proceedings and claims is uncertain. Some of these proceedings could result in a material adverse effect on the Company's reputation, results of operation or financial performance. Please refer to the "Legal Proceedings" section for more information.

Service Providers The Company has a wide range of key business relationships with third parties including vendors, suppliers, distributors and contractors. The Company relies on vendors, including offshore vendors in both mature and developing markets, to provide the Company with goods and services. Offshore sourcing increases certain risks to the Company, including risks associated with food safety and general merchandise product defects, non-compliance with ethical and safe business practices and inadequate supply of products. The Company has no direct influence over how vendors are managed. Negative events affecting vendors or inefficient, ineffective or incomplete vendor management strategies, policies and/or procedures could adversely impact the Company's reputation and impair the Company's ability to meet customer needs or control costs and quality, which could adversely affect the reputation, operations or financial performance of the Company.

The Company relies on service providers including transport carriers, logistic service providers and operators of warehouses and distribution facilities. Ineffective selection, contractual terms or relationship management could impact the Company's ability to source products (both national branded and control branded products), to have products available for customers, to market to customers or to operate efficiently and effectively. Disruption in services from suppliers could interrupt the delivery of merchandise to stores, thereby adversely affecting the operations or financial performance of the Company.

President's Choice Financial banking services are provided by a major Canadian chartered bank. PC Bank uses third party service providers to process credit card transactions, operate call centres and operationalize certain risk management strategies for the *President's Choice Financial* MasterCard. A significant disruption in the services provided by the chartered bank or by third party service providers would adversely affect the financial performance of PC Bank and the Company.

The Company has outsourced certain administrative functions of its business to service providers including account payments, payroll services, IT support, investment management and custodial relationships, and benefit plan administration. Any disruption in the services provided by these suppliers could adversely affect the return on these assets or liquidity of the Company.

Merchandising and Electronic Commerce The Company may have inventory that customers do not want or need, is not reflective of current trends in customer tastes, habits or regional preferences, is priced at a level customers are not willing to pay, is late in reaching the market or does not have optimal commercial product placement on store shelves. In addition, the Company's operations as they relate to food, sales volume and product mix, are impacted to some degree by seasonality, including certain holiday periods in the year. Certain health care, related professional services and general merchandise items are also subject to seasonal fluctuations. If merchandising efforts are not effective or responsive to customer demand, the Company's financial performance could be adversely impacted.

The Company's electronic commerce strategy is a growing business initiative. As part of the e-commerce initiative, customers expect innovative concepts and a positive customer experience, including a user-friendly website, safe and reliable processing of payments and a well-executed merchandise pick up or delivery process. If systems are damaged or cease to function properly, capital investment may be required. The Company is also vulnerable to various additional uncertainties associated with e-commerce including website downtime and other technical failures, changes in applicable federal and provincial regulations, security breaches, and consumer privacy concerns. If these technology-based systems do not function effectively, the Company's ability to grow its e-commerce business could be adversely affected. The Company has increased its investment in improving the digital customer experience, but there can be no assurances that the Company will be able to recoup the costs incurred to date.

Competitive Environment The retail industry in Canada is highly competitive. The Company competes against a wide variety of retailers including supermarket and retail drug store operators, as well as mass merchandisers, warehouse clubs, online retailers, mail order prescription drug distributors, limited assortment stores, discount stores, convenience stores and specialty stores. Many of these competitors now offer a selection of food, drug store and general merchandise. Others remain focused on supermarket-type merchandise. In addition, the Company is subject to competitive pressures from new entrants into the marketplace and from the expansion or renovation of existing competitors, particularly those expanding into the grocery and retail drug store markets. The Company's inability to effectively predict market activity or compete effectively with its current or future competitors could result in, among other things, reduced market share and reduced profitability. If the Company is ineffective in responding to consumer trends or in executing its strategic plans, its financial performance could be adversely affected. The Company closely monitors its competitors and their strategies, market developments and market share trends. Failure by the Company to sustain its competitive position could adversely affect the Company's financial performance.

Employee Attraction, Development and Succession Planning The Company's continued growth is dependent on its ability to hire, retain and develop its leaders and other key personnel. Any failure to effectively attract talented and experienced employees and to establish adequate succession planning and retention strategies could result in a lack of requisite knowledge, skill and experience. This could erode the Company's competitive position or result in increased costs, competition for or high turn-over of employees. Any of the foregoing could negatively affect the Company's ability to operate its business, which in turn, could adversely affect the Company's reputation, operations or financial performance.

Economic Conditions The Company's revenues and profitability are impacted by consumer discretionary spending which is influenced by general economic conditions. These economic conditions include high levels of unemployment and household debt, fuel and energy costs, the impact of natural disasters or acts of terrorism, changes in interest rates, inflation, tax, exchange rates and access to consumer credit. A number of these conditions impact consumer spending and payment patterns could deteriorate or remain unpredictable due to global, national, regional or local economic volatility. Uncertain economic conditions may adversely impact demand for the Company's products and services which could adversely affect the Company's financial performance.

Alternative Arrangements for Sourcing Generic Drug Products As the utilization rate of generic prescription drugs increases, the Company is pursuing alternative sourcing and procurement models for generic prescription drug products. As part of this alternative sourcing and procurement initiative, the Company has entered into contracts for the fabrication of private label generic prescription drug products. These alternative sourcing and procurement models contain certain additional risks beyond those associated with the Company's conventional procurement strategy. The most significant of these additional risks are product liability and intellectual property infringement. Product liability claims may arise in the event that the use of the Company's products cause, or are alleged to have caused, injury to consumers. Intellectual property infringement claims may arise in the event that the Company's products infringe or violate, or are alleged to infringe or violate, the patents or other intellectual property rights of any third parties, including the brand manufacturer. Both product liability and intellectual property infringement claims could be costly to defend and could result in significant liabilities and monetary damages. Failure to successfully implement these alternative sourcing and procurement models could adversely affect the reputation, operations or financial performance of the Company.

In addition, the market for generic prescription drug products and eligibility for reimbursement from governmental and other third party payers will depend on the extent to which the products are designated as interchangeable with the branded products and are included as a benefit on the public drug plans in Canada. These interchangeability designations and benefit listings are highly regulated and will be dependent on the products and the procurement model meeting the regulatory requirements. If the demand for generic products is negatively affected by fewer designations, it could adversely affect the reputation, operations or financial performance of the Company.

Business Continuity The Company's ability to continue critical operations and processes could be negatively impacted by adverse events resulting from various incidents, including severe weather, work stoppages, prolonged IT systems failure, terrorist activity, power failures, border closures or a pandemic or other national or international catastrophe. Ineffective contingency planning, business interruptions, crises or potential disasters could adversely affect the reputation, operations or financial performance of the Company.

Distribution and Supply Chain The Company's ability to satisfy its customers' demands and achieve its cost objectives depends on its ability to maintain key logistic and transport arrangements. The Company's distribution and supply chain could be negatively affected by unforeseen disruptions due to fire, severe weather conditions, natural disasters, or other catastrophic events, labour disagreements, or other shipping problems. The loss or disruption of these types of arrangements could interrupt product supply, which in turn could adversely affect the assortment and product availability at store level. If not effectively managed or remedied, these events could negatively impact customer experience and the Company's ability to attract and retain customers, and could have an adverse impact on the Company's business and financial performance.

Workplace Health and Safety The Company recognizes that ensuring a healthy and safe workplace minimizes injuries and other risks colleagues may face in carrying out their duties, improves productivity and helps to minimize any liability or penalties which could be incurred in connection with workplace injuries. The Company has health and workplace safety programs in place and has established policies and procedures aimed at ensuring compliance with applicable legislative requirements. Failure to comply with appropriate and established workplace health and safety policies and procedures or applicable legislative requirements could result in increased workplace injury-related liability and penalties, which in turn, could adversely affect the reputation or financial performance of the Company.

Environmental The Company, in conjunction with Choice Properties, maintains a large portfolio of real estate and other facilities and is subject to environmental risks associated with the contamination of such properties and facilities, whether by previous owners or occupants, neighbouring properties or by the Company itself. In particular, the Company has a number of underground storage tanks, the majority of which are used for the retailing of automotive fuel or for its supply chain transport fleets. Contamination resulting from leaks from these tanks is possible. Additional environmental issues relating to matters or sites may require the Company to incur significant additional costs. The Company also operates refrigeration equipment in its stores and distribution centres to preserve perishable products as it passes through the supply chain and ultimately to consumers. These systems contain refrigerant gases which could be released if equipment fails or leaks. A release of these gases could have adverse effects on the environment. Failure to properly manage any of these environmental risks could adversely affect the reputation, operations or financial performance of the Company.

The Company is subject to legislation that imposes liabilities on retailers, brand owners and importers for costs associated with recycling and disposal of consumer goods packaging and printed materials distributed to consumers. There is a risk that the Company will be subject to increased costs associated with these laws. In addition, the Company could be subject to increased or unexpected costs associated with environmental incidents and the related remediation activities, including litigation and regulatory related costs, all of which could adversely affect the reputation or financial performance of the Company.

Trademark and Brand Protection The Company's brands and other intellectual property are very important to its success and competitive position. The Company relies on a combination of trademarks, copyrights, trade secrets and other intellectual property rights to protect its brands and its control branded products. The Company depends on its continued ability to use its intellectual property in order to increase brand awareness and further develop brands and products. The Company has taken steps to protect certain of its intellectual property rights in Canada and elsewhere. However, the Company's proprietary rights could be challenged, circumvented, infringed, misappropriated or invalidated by third parties. There can be no assurance that the processes and resources invested by the Company to protect its intellectual property from third party infringement or misappropriation will be sufficient. The Company may be required to institute litigation to enforce its intellectual property rights.

At the same time, third parties may assert or prosecute infringement claims against the Company for its use of intellectual property allegedly owned by third parties. If the Company is unable to successfully defend against these claims, it could be liable to such third parties or the Company's intellectual property could be invalidated.

Any such litigation could result in substantial costs, diversion of resources and could negatively affect the Company's revenue, profitability and prospects regardless of whether it is successful in the litigation. A decrease in value of the Company's trademarks, banners or control brands as a result of adverse events, including third party infringement, could adversely affect the reputation, operations or financial performance of the Company.

Defined Benefit Pension Plan Contributions The Company manages the assets in its registered defined benefit pension plans by engaging professional investment managers who operate under prescribed investment policies and procedures in respect of permitted investments and asset allocations. Future contributions to the Company's registered defined benefit pension plans are impacted by a number of variables, including the investment performance of the plans' assets and the discount rate used to value the liabilities of the plans. The Company regularly monitors and assesses plan performance and the impact of changes in participant demographics, changes in capital markets and other economic factors that may impact funding requirements, net defined benefit costs and actuarial assumptions. If capital market returns are below assumed levels, or if discount rates decrease, the Company could be required to make contributions to its registered funded defined benefit pension plans in excess of those currently expected, which in turn, could adversely affect the financial performance of the Company.

Multi-Employer Pension Plans In addition to the Company-sponsored pension plans, the Company participates in various multi-employer pension plans, providing pension benefits to unionized employees pursuant to provisions of collective bargaining agreements. Approximately 27% of employees of the Company, and of its franchisees and Associates, participate in these plans. These plans are administered by independent boards of trustees generally consisting of an equal number of union and employer representatives. In some circumstances, the Company has a representative on the board of trustees of these plans. The Company's responsibility to make contributions to these plans is limited to the amounts established pursuant to its collective agreements; however, poor performance of these plans could have an adverse impact on the Company's employees and former employees who are members of these plans or could result in changes to the terms and conditions of participation in these plans, which in turn could adversely affect the financial performance of the Company.

The Company, together with its franchisees, is the largest participating employer in the Canadian Commercial Workers Industry Pension Plan ("CCWIPP"), with approximately 52,000 employees as members. In 2015, the Company contributed approximately $59 million to CCWIPP. The recent actuarial reports filed for CCWIPP indicate that it is underfunded with the accrued benefit obligations exceeding the value of the assets held in trust. In 2015, CCWIPP reduced benefits to its members, and any further benefit reductions would negatively affect the retirement benefits of the Company's employees, which in turn could negatively affect their morale and productivity and, in turn, could adversely affect the reputation of the Company.

Ethical Business Conduct The Company has a Code of Conduct that reflects the Company's long-standing commitment to high standards of ethical conduct and business practices. Any violation of law or failure to comply with the Company's policies, including the Code of Conduct, could significantly affect the Company's reputation and brands and its ability to operate, which in turn could adversely affect the reputation or financial performance of the Company.

4.3 Financial Risks and Risk Management

The Company is exposed to a number of financial risks, including those associated with financial instruments, which have the potential to affect its operating and financial performance. The Company uses over-the-counter derivative instruments to offset certain of these risks. Policies and guidelines prohibit the use of any derivative instrument for trading or speculative purposes. The fair value of derivative instruments is subject to changing market conditions which could adversely affect the financial performance of the Company.

Discussion of Financial Risks

Liquidity Liquidity risk is the risk that the Company is unable to generate or obtain sufficient cash or its equivalents in a cost effective manner to fund its obligations as they come due. The Company is exposed to liquidity risk through, among other areas, PC Bank and its credit card business, which requires a reliable source of funding for its credit card business. PC Bank relies on its securitization programs and the acceptance of guaranteed investment certificate deposits to fund the receivables of its credit cards. The Company would experience liquidity risks if it fails to maintain appropriate levels of cash and short-term investments, it is unable to access sources of funding or it fails to appropriately diversify sources of funding. If any of these events were to occur, they would adversely affect the financial performance of the Company.

Commodity Prices The Company is exposed to increases in the prices of commodities in operating its stores and distribution networks, as well as to the indirect effect of changing commodity prices on the price of consumer products. Rising commodity prices could adversely affect the financial performance of the Company and the impact could be material.

Currency Exchange Rates The Company is exposed to foreign currency exchange rate variability, primarily on its USD denominated based purchases in trade payables and other liabilities. A depreciating Canadian dollar relative to the USD will have a negative impact on year-over-year changes in reported operating income and net earnings, while an appreciating Canadian dollar relative to the USD will have the opposite impact.

Interest Rates The Company is exposed to interest rate risk from fluctuations in interest rates on its floating rate debt and from the refinancing of existing financial instruments. An increase in interest rates could adversely affect the financial performance and operations of the Company.

Credit The Company is exposed to credit risk resulting from the possibility that counterparties could default on their financial obligations to the Company, including derivative instruments, cash and cash equivalents, short-term investments, security deposits, PC Bank's credit card receivables, franchise loans receivable, pension assets held in the Company's defined benefit plans and accounts receivable, including amounts due from independent franchisees, government, prescription sales and third party drug plans, independent accounts and amounts owed from vendors. Failure to manage credit risk could adversely affect the financial performance of the Company.

Choice Properties Unit Price The Company is exposed to market price risk as a result of Choice Properties' Units that are held by unitholders other than the Company. These Units are presented as a liability (the "Unit Liability") on the Company's consolidated balance sheet as they are redeemable for cash at the option of the holder. The Unit Liability is recorded at fair value at each reporting period based on the market price of Units. The change in the fair value of the liability negatively impacts net earnings when the Unit price increases and positively impacts net earnings when the Unit price declines.

Further information on the Company's business can be found in the annual MD&A dated February 25, 2016. This information is incorporated herein by reference and is available at www.sedar.com or www.loblaw.ca.

5. CAPITAL STRUCTURE AND MARKET FOR SECURITIES

5.1 Share Capital

Loblaw Companies Limited's authorized share capital is composed of common shares, First Preferred Shares, Second Preferred Shares, Series A and Second Preferred Shares, Series B.

Common shares have voting rights of one vote per common share. The holders of common shares are entitled, subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Company, to receive any dividend declared by the Company and to receive the remaining property of the Company upon dissolution. As at January 2, 2016, there were 409,985,226 common shares issued and outstanding, an decrease of 2,495,665 common shares from January 3, 2015. There are an unlimited number of authorized common shares.

Options confer upon the holder the right to purchase one common share at a price specific to each option and described upon option issuance. Over the course of fiscal 2015, 1,841,174 options were exercised resulting in the corresponding delivery of 1,841,174 common shares. As at January 2, 2016, there were 7,411,405 options outstanding, a decrease of 956,199 options from January 3, 2015.

The First Preferred Shares are entitled to preference over the common shares or the shares of any other class ranking junior to the First Preferred Shares with respect to the payment of dividends, and may be given such other preferences over the common shares or other shares ranking junior to the First Preferred Shares as may be determined as to the respective series authorized to be issued. The First Preferred Shares of each series rank on a parity with the First Preferred Shares of every other series with respect to priority in payment of dividends and in the distribution of assets in the event of liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, and the First Preferred Shares of any series may be made subject to redemption. Holders of First Preferred Shares are not entitled to vote unless and until the Company fails to pay in the aggregate eight quarterly dividends on any series of First Preferred Shares. The First Preferred Shares are limited in number to 1,000,000. No First Preferred Shares have been issued or are outstanding.

The Company is authorized to issue an unlimited number of Second Preferred Shares without nominal or par value, issuable in series. The Second Preferred Shares of each series, (i) shall rank after the First Preferred Shares to the extent that there is a conflict between the preferences, priorities and rights attaching to the two classes of preferred shares, and (ii) shall be entitled to preferences over the common shares and any other shares of the Company ranking junior to the Second Preferred Shares with respect to the priority in the payment of dividends and with respect to the priority in the distribution of assets of the Company in the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs. The Second Preferred Shares of each series shall rank on a parity with the Second Preferred Shares of every other series with respect to priority in the payment of dividends and with respect to the priority in the distribution of assets of the Company in the event of the liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or in the event of any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs. Holders of the Second Preferred Shares are not entitled to vote.

On June 9, 2015, the Company issued 9.0 million Second Preferred Shares, Series B. The aggregate gross proceeds of the sale were $225 million. These shares entitle the holder to receive fixed cumulative preferential cash dividends of approximately $1.325 per share per annum, as and when declared by the Board, which will accrue from the date of issue and are payable quarterly on the last day of March, June, September and December of each year. On or after June 30, 2020, the Company may, at its option, redeem for cash the Second Preferred Shares, Series B, in whole or in part, together with all accrued and unpaid dividends up to but not including the redemption date. The Second Preferred Shares, Series B do not have a fixed maturity date and are not redeemable at the option of the holder.

On July 31, 2015, the Company redeemed all of the outstanding 9.0 million 5.95% non-voting Second Preferred Shares, Series A, for a face value of $225 million and recorded a corresponding decrease to capital securities, which were classified as other financial liabilities. The redemption was funded primarily through the proceeds received from the issuances of the Second Preferred Shares, Series B.

As at January 2, 2016, the Second Preferred Shares, Series B in the aggregate amount of $221 million, net of $4 million of after-tax issuance costs, are presented as a component of equity in the consolidated balance sheet.

Normal Course Issuer Bid

In the second quarter of 2015, the Company renewed its Normal Course Issuer Bid (“NCIB”) to purchase up to 21,931,288 common shares on the TSX or through alternative trading systems, representing approximately ten percent of the public float of common shares as of the date on which the Company renewed its NCIB. In accordance with the rules and by-laws of the TSX, the Company may purchase its common shares at the market price of such shares.

In the fourth quarter of 2015, the Ontario Securities Commission issued two issuer bid exemption orders (the "OSC Orders") permitting the Company to make private agreement purchases of its common shares from two third party sellers. Any purchases made under the OSC Orders will be at a discount to the prevailing market price on the TSX at the time of the purchase, must occur prior to the expiry of the NCIB on April 27, 2016, and must otherwise comply with the terms of the OSC Orders. The Company purchased for cancellation by private agreement 2,920,000 shares during the year.

In total, the Company purchased for cancellation 4,336,839 shares pursuant to private agreement purchases and its NCIB in 2015.

5.2 Share Trading Price and Volume

Loblaw Companies Limited's common shares and Second Preferred Shares, Series B are listed and posted for trading on the Toronto Stock Exchange and trade under the share symbols "L" and "L.PR.B", respectively. The monthly highs and lows and average daily volumes by month for Loblaw's common shares, Second Preferred Shares, Series A and Second Preferred Shares, Series B for the period beginning January 4, 2015 to January 2, 2016 were as follows:

Common Shares

Month	**High** ($ per share)	**Low** ($ per share)	**Average Daily Volume by Month** (shares)
January	64.00	58.03	458,091
February	66.88	60.60	461,852
March	64.98	60.45	603,251
April	65.55	60.71	395,366
May	64.57	60.95	428,626
June	65.64	62.51	515,483
July	71.50	62.47	525,897
August	74.45	68.44	510,881
September	70.90	67.57	581,752
October	72.61	66.27	516,032
November	71.08	66.31	592,459
December	67.81	64.38	698,959

Second Preferred Shares, Series A

Month	**High** ($ per share)	**Low** ($ per share)	**Average Daily Volume by Month** (shares)
January	25.97	25.48	26,834
February	25.60	25.50	4,097
March	25.67	25.45	12,200
April	25.65	25.20	7,821
May	25.34	25.20	22,595
June	25.36	25.32	27,626
July[5]	25.36	24.98	1,575
August	N/A	N/A	N/A
September	N/A	N/A	N/A
October	N/A	N/A	N/A
November	N/A	N/A	N/A
December	N/A	N/A	N/A

5 The Second Preferred Shares, Series A were redeemed on July 31, 2015.

Second Preferred Shares, Series B

Month	High ($ per share)	Low ($ per share)	Average Daily Volume by Month (shares)
January	N/A	N/A	N/A
February	N/A	N/A	N/A
March	N/A	N/A	N/A
April	N/A	N/A	N/A
May	N/A	N/A	N/A
June[6]	25.11	24.87	72,422
July	25.40	24.91	12,558
August	25.15	24.51	14,544
September	25.04	23.03	19,282
October	24.25	23.05	5,402
November	24.74	24.00	13,288
December	24.50	23.20	3,664

6 The Second Preferred Shares, Series B were issued on June 9, 2015.

5.3 Medium Term Notes and Debt Securities

The Company's notes are not listed or quoted on a recognized exchange. These notes may be subject to certain covenants and are unsecured obligations of the Company and rank equally with all other unsecured indebtedness that has not been subordinated.

Shoppers Drug Mart's medium term notes ("MTNs") are not listed or quoted on a recognized exchange. These notes are subject to certain covenants and are unsecured obligations guaranteed by the Company and rank equally with all other unsecured indebtedness of the Company that has not been subordinated. As at January 2, 2016, there were $500 million of Shoppers Drug Mart notes outstanding.

On February 2, 2015, Choice Properties completed a $250 million offering of Series E senior unsecured debentures (the "Series E Debentures") with a maturity date of September 14, 2020 bearing interest at a rate of 2.297% per annum. On November 24, 2015, Choice Properties completed a $200 million offering of Series F senior unsecured debentures (the "Series F Debentures") with a maturity date of November 24, 2025 bearing interest at a rate of 4.055% per annum. The Series E Debentures and Series F Debentures rank equally with all other unsecured indebtedness of Choice Properties that has not been subordinated. The net proceeds of the Series E Debentures and Series F Debentures were be used by Choice Properties to repay existing indebtedness and for general business purposes.

5.4 Credit Facilities

Effective on the closing of the acquisition of Shoppers Drug Mart, the Company drew on its $3.5 billion term loan facility to fund a portion of the purchase price and to retire all amounts owing on Shoppers Drug Mart's revolving bank credit facility, which was subsequently cancelled. Since the acquisition, the Company has repaid $3,452 million on the term loan facility, including the amounts repaid from net proceeds of $1,500 million from the sale of Choice Properties transferor notes to third parties and proceeds from the $250 million unsecured term loan facility obtained in the second quarter of 2015, both of which had a neutral impact on long term debt. As at January 2, 2016, there was $298 million outstanding under the term loan facilities, as set out in further detail in section 10.2 of this AIF. Effective on the closing of the acquisition of Shoppers Drug Mart, the Company's $800 million committed credit facility ("Credit Facility") was increased to $1.0 billion. As at January 2, 2016, there were no amounts drawn on the Credit Facility.

5.5 Unit Liability

In the third quarter of 2013, Choice Properties completed a $460 million initial public offering of Units and a $200 million private placement to George Weston Limited ("Weston"), including the exercise of a $60 million over allotment option. Units held by unitholders other than the Company are presented as a liability on the Company's consolidated balance sheet as the Units are redeemable for cash at the option of the holder, subject to certain restrictions. The Unit Liability is recorded at fair value at each reporting period based on the market price of Units, with any change recorded in net interest expense and other financing charges. As at January 2, 2016, the fair value of the Unit Liability was $821 million.

5.6 Credit Ratings

In the second quarter of 2015, Standard & Poor's ("S&P") reaffirmed Loblaw's credit ratings and outlook.

In the second quarter of 2015, DBRS Limited reaffirmed Loblaw's credit ratings and outlook.

As at January 2, 2016, the credit ratings for the various classes of securities of the Company were as follows:

	Standard & Poor's		DBRS	
	Rating	**Outlook**	**Rating**	**Trend**
Issuer Credit Rating	BBB	Stable	BBB	Stable
Medium Term Notes	BBB	-	BBB	Stable
Other Notes and Debentures	BBB	-	BBB	Stable
Preferred Shares	P-3 (high)	-	Pfd-3	Stable

Following the acquisition of Shoppers Drug Mart, the Company guaranteed the outstanding MTNs of Shoppers Drug Mart. S&P subsequently changed its credit rating of Shoppers Drug Mart's outstanding MTNs to BBB with a "Stable" outlook and DBRS changed its rating to BBB with a "Stable" trend.

The rating organizations base their ratings on quantitative and qualitative considerations. These ratings are intended to give an indication of the risk that the Company will not fulfill its obligations in a timely manner. Credit ratings may not reflect the potential impact of all risks on the value of the securities. These ratings are not recommendations to buy, sell or hold securities and may be subject to revision or withdrawal by the rating organization at any time.

A definition of the categories of each rating of DBRS and S&P has been obtained from the respective rating organization's website relating to the Companies' securities and is outlined below:

S&P

Issuer Credit Rating

S&P's issuer credit rating is a forward-looking opinion about an obligor's overall creditworthiness in order to pay its financial obligations. This opinion focuses on the obligor's capacity and willingness to meet its financial commitments as they come due. It does not apply to any specific financial obligation, as it does not take into account the nature of and provisions of the obligation, its standing in bankruptcy or liquidation, statutory preferences, or the legality and enforceability of the obligation. Issuer credit ratings can be either long-term or short-term. Short-term issuer credit ratings reflect the obligor's creditworthiness over a short-term time horizon.

Long-Term Debt (Medium Term Notes, Other Notes and Debentures)

S&P's long-term issue credit ratings range from AAA to D. The BBB rating is ranked fourth of eleven rating categories. An obligation rated BBB exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation. The ratings from AA to CCC may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.

Preferred Shares

S&P's Canadian scale preferred share ratings range from P-1 to D. The P-3 (high) rating is ranked third of eight rating categories. An obligation rated P-3 (high) is less vulnerable to non-payment than other speculative issues. However, it faces major ongoing uncertainties and exposure to adverse business, financial, or economic conditions which could lead to the obligor's inadequate capacity to meet its financial commitment on the obligation.

Rating Outlook

S&P's rating outlook assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years). In determining a rating outlook, consideration is given to any changes in the economic and/or fundamental business conditions. An outlook is not necessarily a precursor of a rating change or future CreditWatch action. A Negative outlook means that a rating may be lowered whereas a Stable outlook means that a rating is not likely to change.

An S&P CreditWatch highlights the potential direction of a short or long-term rating. It focuses on identifiable events and short-term trends that cause ratings to be placed under special surveillance by S&P analytical staff. These may include mergers, recapitalizations, voter referendums, regulatory action, or anticipated operating developments. Ratings appear on CreditWatch when such an event or a deviation from an expected trend occurs and additional information is necessary to evaluate the current rating. A listing, however, does not mean a rating change is inevitable, and whenever possible, a range of alternative ratings will be shown. CreditWatch is not intended to include all ratings under review, and rating changes may occur without the ratings having first appeared on CreditWatch. The "positive" designation means that a rating may be raised; "negative" means a rating may be lowered; and "developing" means that a rating may be raised, lowered, or affirmed.

DBRS

Issuer Credit Rating

DBRS corporate rating analysis begins with an evaluation of the fundamental creditworthiness of the issuer. Issuer ratings address the overall credit strength of the issuer. Unlike ratings on individual securities or classes of securities, issuer ratings are based on the entity itself and do not include consideration for security or ranking. Ratings that apply to actual securities (secured or unsecured) may be higher, lower or equal to the issuer rating for a given entity. DBRS typically assigns issuer ratings on a long-term basis using its long-term obligations rating scale.

Long-Term Obligations (Medium Term Notes, Other Notes and Debentures)

The DBRS long-term obligations rating scale provides an opinion on the risk of default, meaning the risk that an issuer will fail to satisfy its financial obligations in accordance with the terms under which an obligation has been issued. Ratings are based on quantitative and qualitative considerations relevant to the issuer, and the relative ranking of claims. All rating categories other than AAA and D also contain subcategories "(high)" and "(low)". The absence of either a "(high)" or "(low)" designation indicates the rating is in the middle of the category.

The BBB rating is ranked fourth of ten rating categories. Long-term obligations rated BBB are of adequate credit quality. The capacity for the payment of financial obligations is considered acceptable. Entities rated BBB may be vulnerable to future events.

Preferred Shares

DBRS' credit rating for preferred shares range from Pfd-1 to D. The Pfd-3 rating is ranked third of six rating categories. Preferred shares rated Pfd-3 are of adequate credit quality. While protection of dividends and principal is still considered acceptable, the issuing entity is more susceptible to adverse changes in financial and economic conditions, and there may be other adverse conditions present which detract from debt protection. Pfd-3 ratings generally correspond with companies whose senior bonds are rated in the higher end of the BBB category.

Rating Trends

DBRS uses "rating trends" for its ratings in the corporate sector. Rating trends provide guidance in respect of DBRS's opinion regarding the outlook for the rating in question, with rating trends falling into one of three categories – "Positive", "Stable" or "Negative". The rating trend indicates the direction in which DBRS considers the rating is headed should present tendencies continue, or in some cases, unless challenges are addressed. In general, the DBRS view is based primarily on an evaluation of the issuing entity, but may also include consideration of the outlook for the industry or industries in which the issuing entity operates.

A Positive or Negative Trend is not an indication that a rating change is imminent. Rather, a Positive or Negative Trend represents an indication that there is a greater likelihood that the rating could change in the future than would be the case if a Stable Trend were assigned to the security.

DBRS assigns a rating trend for each security of an issuing entity and it is not unusual for securities of the same entity to have different trends.

6. DIVIDENDS

The Company has paid quarterly dividends on its common shares for over 50 years. The declaration and payment of dividends on the Company's common shares and the amount thereof are at the discretion of the Board, which takes into account the Company's financial results, capital requirements, available cash flow, future prospects of the Company's business and other factors considered relevant from time to time. Over time, it is the Company's intention to increase the amount of the dividend while retaining appropriate free cash flow to reduce debt and finance future growth.

During the second quarter of 2015, the Board declared a 2.0% increase in the quarterly dividend, from $0.245 to $0.25 per common share, commencing with the quarterly dividend payable July 1, 2015. This increase followed a 2.1% increase in the quarterly dividend in the second quarter of 2014.

The Second Preferred Shares, Series B rank after the First Preferred Shares to the extent that there is a conflict between the preferences, priorities and rights attaching to the two classes of preferred shares, and shall be entitled to preferences over the common shares with respect to the priority in the payment of dividends. Other than the foregoing, there is currently no restriction that would prevent the Company from paying dividends at current levels. The Second Preferred Shares, Series B entitle the holder to a fixed cumulative preferred cash dividend of $1.325 per share per annum which will, if declared, be payable quarterly.

The amount of cash dividends declared in each of the three most recently completed years is as follows:

		2015		2014		2013
Dividends declared per common share	**$**	**0.95**	$	0.94	$	0.94
Dividends declared per Second Preferred Share, Series A	**$**	**0.74**	$	1.49	$	1.49
Dividends declared per Second Preferred Share, Series B	**$**	**0.74**				

In the fourth quarter of 2015, the Board declared a quarterly dividend of $0.25 per common share, paid on December 30, 2015 and a quarterly dividend of $0.33 per Second Preferred Share, Series B paid on December 31, 2015.

7. DIRECTORS AND OFFICERS

The following list of directors and executive officers is current to January 2, 2016.

7.1 Directors

Name, Province and Country of Residence	Principal Occupation	Director Since
Galen G. Weston Ontario, Canada	Executive Chairman and President of Loblaw Companies Limited	2006
Stephen E. Bachand [2] Florida, United States	Corporate Director	2009
Paul M. Beeston, C.M. [1] Ontario, Canada	Corporate Director	2005
Paviter Binning Ontario, Canada	President, George Weston Limited	2014
Warren Bryant [1,4] Washington, United States	Corporate Director	2013
Christie J.B. Clark [1*] Ontario, Canada	Corporate Director	2011
Holger Kluge [1, 3] Ontario, Canada	Corporate Director	2014
John S. Lacey [3*] Ontario, Canada	Chairman of the Advisory Board, Brookfield Private Equity Group; Consultant to the Board and to the Board of George Weston Limited	2007
Nancy H.O. Lockhart, O.Ont. [2,4*] Ontario, Canada	Corporate Director	2005
Thomas C. O'Neill [2*] Ontario, Canada	Corporate Director	2003
Beth Pritchard [4] Ohio, United States	Principal and Strategic Advisor for Sunrise Beauty Studio, LLC	2014
Sarah Raiss [2] Alberta, Canada	Corporate Director	2014

1. Audit Committee
2. Governance, Employee Development, Nominating and Compensation Committee
3. Pension Committee
4. Environmental, Health and Safety Committee

* Chairman of the Committee

All directors hold office until the close of the next annual meeting of the shareholders of the Company or until their successors are duly elected or appointed.

7.2 Officers

Name, Province and Country of Residence	Principal Occupation
Galen G. Weston Ontario, Canada	Executive Chairman and President
Grant Froese Ontario, Canada	Chief Operating Officer
Sarah R. Davis Ontario, Canada	Chief Administrative Officer
Richard Dufresne Ontario, Canada	Chief Financial Officer
Gordon A.M. Currie Ontario, Canada	Executive Vice President, Chief Legal Officer and Secretary
Michael Motz Ontario, Canada	President, Shoppers Drug Mart
Garry Senecal Ontario, Canada	President, Market Division
Peter McLaughlin Ontario, Canada	President, Emerging Business
Barry K. Columb Ontario, Canada	President, President's Choice Financial
Mario Grauso Ontario, Canada	President, Joe Fresh
Mark Butler Ontario, Canada	Executive Vice President, Business Synergies
Mark Wilson Ontario, Canada	Executive Vice President, Human Resources and Labour Relations
Judy McCrie Ontario, Canada	Executive Vice President, Speed of Change and Culture
Robert Chant Ontario, Canada	Senior Vice President, Corporate Affairs and Communications

As a group, the directors and executive officers of the Company hold approximately 0.12% of the outstanding common shares.

All the foregoing directors and executive officers have held their present occupations or other positions with the same or associated companies or organizations for the past five years except: Mr. Robert Chant who was an associate at Hill and Knowlton Canada and prior to that was Chief of Staff to the Leader of the Opposition in the Ontario Legislature; Mr. Christie J.B. Clark who was the Chief Executive Officer and senior partner of PricewaterhouseCoopers LLP; Ms. Judy A. McCrie who was Vice President, General Manager for Neilson Dairy; Mr. Mario Grauso who was President of the Vera Wang Group, and prior to that was President of Puig Fashion; Mr. Holger Kluge, who was appointed Chair of the Board of Shoppers Drug Mart Corporation from May 1, 2011 until the acquisition of Shoppers Drug Mart by the Company; Ms. Beth Pritchard, who was the Chief Executive Officer of Organized Living, Inc.; Ms. Sarah Raiss, who was Executive Vice President, Corporate Services, TransCanada Corp. from 2001 to 2011; Mr. Paviter S. Binning, who served as Chief Financial Officer of Weston until July 28, 2011 and prior to that as Chief Restructuring Officer of Nortel Networks Corporation (“Nortel”) until March 2010; and Mr. Michael Motz, who was Chief Merchandising Officer and Executive Vice President at Shoppers Drug Mart prior to being appointed President at Shoppers Drug Mart in January 2015.

In November 2007, Mr. Binning was appointed Chief Financial Officer of Nortel. On January 14, 2009, Nortel filed for creditor protection under the Companies’ Creditors Arrangement Act (the “CCAA”) in Canada. As well, certain of Nortel’s subsidiaries filed voluntary petitions in the United States under Chapter 11 of the United States Bankruptcy Code and in other jurisdictions under equivalent restructuring regimes.

In December 1998 Mr. Lacey joined the board of directors of The Loewen Group Inc. and was acting as Chairman when it filed a petition for creditor protection under Chapter 11 of the United States Bankruptcy Code and CCAA in June 1999. The Loewen Group Inc. emerged from Chapter 11 in January 2003 and CCAA proceedings were held in November 2006.

In March 2006 Mr. Lacey joined the board of directors of Stelco Inc. (“Stelco”) as a nominee of Tricap Management Limited. Stelco filed for protection under the CCAA in January 2004 and emerged from those proceedings on March 31, 2006. Mr. Lacey resigned from the Stelco board of directors in November 2006.

8. LEGAL PROCEEDINGS

The Company is the subject of various legal proceedings and claims that arise in the ordinary course of business. The outcome of all of these proceedings and claims is uncertain. However, based on information currently available, these proceedings and claims, individually and in the aggregate, are not expected to have a material impact on the Company.

Shoppers Drug Mart has been served with an Amended Statement of Claim in a proposed class action proceeding that has been filed under the Ontario Superior Court of Justice by two licensed Associates, claiming various declarations and damages resulting from Shoppers Drug Mart’s alleged breaches of the Associate agreement, in the amount of $500 million. The proposed class action comprises all of Shoppers Drug Mart’s current and former licensed Associates residing in Canada, other than in Québec, who are parties to Shoppers Drug Mart’s 2002 and 2010 forms of the Associate agreement. On July 9, 2013, the Ontario Superior Court of Justice certified as a class proceeding portions of the action. While Shoppers Drug Mart continues to believe that the claim is without merit and will vigorously defend the claim, the outcome of this matter cannot be predicted with certainty.

On August 26, 2015, the Company was served with a proposed class action, which was commenced in the Ontario Superior Court of Justice against the Company and certain subsidiaries, Weston and others in connection with the collapse of the Rana Plaza complex in Dhaka, Bangladesh in 2013. The claim seeks approximately $2 billion in damages. Plaintiffs in class actions and other lawsuits against the Company may seek very large or indeterminate amounts as alleged damages, including punitive damages, and the amount of any probable and estimated liability, if any, may remain unknown for substantial periods of time. Since litigation is inherently uncertain, the outcome of this class action, and all other litigation proceedings and claims remains uncertain. The Company believes the class action is without merit and intends to vigorously defend itself against any claims arising out of any such action.

9. REGULATORY ACTIONS

During the second quarter of 2015, the Company was reassessed by the Canada Revenue Agency ("CRA") and the Ontario Ministry of Finance on the basis that certain income earned by Glenhuron Bank Limited, a wholly owned Barbadian subsidiary, should be treated and taxed as income in Canada. The reassessments were for the 2000 to 2010 taxation years totaling $341 million including interest and penalties as at the time of reassessment. The Company believes it is likely that the CRA will issue reassessments for the 2011 to 2013 taxation years on the same or similar basis. The Company strongly disagrees with the CRA's position and has filed a Notice of Appeal.

As part of the review undertaken by the Competition Bureau of the Company's acquisition of Shoppers Drug Mart, it expressed concerns about practices that the Company has in place with certain suppliers. In connection with this review, the Competition Bureau issued requests for documents from the Company and 12 suppliers of the Company. The Company has and will continue to cooperate with the Competition Bureau in its review of these practices. At this stage of the review, it is not possible to predict when the review will be completed or the outcome of such review.

10. MATERIAL CONTRACTS

The following are the only material agreements of the Company (other than certain agreements entered in the ordinary course of business):

10.1 Services Agreement

The Company has an agreement with Weston for Weston to provide certain administrative and professional services to the Company. The services to be provided under this agreement include those related to commodity management, pension and benefits, tax, medical, travel, risk management, treasury and legal. Payments are made quarterly based on the actual costs of providing these services. Where such services are provided on a joint basis for the benefit of the Company and Weston, each party pays the appropriate portion of such costs. Net payments under this agreement in 2015 were $23 million. Fees paid under this agreement are reviewed each year by the Audit Committee.

10.2 Credit Facilities

The Company has a $3.5 billion, unsecured syndicated term credit facility agreement (the “Term Facility”), which was drawn on the closing of the acquisition of Shoppers Drug Mart on March 28, 2014 and which will mature five years from such date. As at January 2, 2016, there was $48 million outstanding under the Term Facility.

Under the Term Facility, the Company must maintain a ratio of net debt (as of the last day of each fiscal quarter) to EBITDA (earnings before interest, income taxes, depreciation and amortization calculated in the manner prescribed by the Term Facility agreement) for the last four quarters then ended of not more than 4.0:1, and a ratio of EBITDA to interest expense (subject to certain exclusions identified in the Term Facility agreement) for the last four quarters then ended of at least 2.75:1.

In the second quarter of 2015, the Company obtained $250 million through an unsecured term loan facility maturing March 30, 2019. As at January 2, 2016, there was $250 million outstanding under the unsecured term loan facility. Under the unsecured term loan facility, the covenants are substantially the same as those under the Term Facility described above.

The Company also has a $1 billion unsecured syndicated revolving credit facility agreement (the “Revolving Facility”) which matures on December 31, 2020. The proceeds of the Revolving Facility are used for general corporate purposes. As at January 2, 2016, there were no drawings under the Revolving Facility.

Under the Revolving Facility, the covenants are substantially the same as those under the Term Facility described above.

11. TRANSFER AGENTS AND REGISTRARS

The transfer agent and registrar of the Company is Computershare Investor Services Inc., located in Toronto, Canada.

12. EXPERTS

The Company’s auditors are KPMG LLP, who have prepared the Independent Auditors’ Report to Shareholders in respect of the audited annual consolidated financial statements. KPMG LLP has confirmed that it is independent with respect to the Company within the meaning of the rules and related interpretations prescribed by the relevant professional bodies in Canada.

13. AUDIT COMMITTEE INFORMATION

The Audit Committee Charter, as approved by the Board on February 24, 2016, is included in Appendix A. The members of the Audit Committee are indicated in section 7 of this AIF. All members of the Audit Committee are independent and financially literate (as those terms are defined in Multilateral Instrument 52-110 of the Canadian Securities Administrators) and have the following education and experience which is relevant to their roles as Audit Committee Members:

Mr. Beeston is a Fellow Chartered Accountant and a Fellow Chartered Professional Accountant, the former President and Chief Executive Officer of Toronto Blue Jays Baseball Club, and the former President and CEO of Major League Baseball. He received a B.A. from the University of Western Ontario.

Mr. Bryant is the former Chairman, President and Chief Executive Officer of Longs Drug Stores. Mr. Bryant obtained his B.S. from California State University and an M.B.A. from Azusa Pacific University. Mr. Bryant is also a graduate of the Executive Financial Management Program at Harvard University.

Mr. Clark is a Fellow Chartered Accountant and a Fellow Chartered Professional Accountant, and the former Chief Executive Officer and senior partner of PricewaterhouseCoopers LLP in Canada. He also held various senior management positions at PricewaterhouseCoopers LLP. He has a Bachelor of Commerce degree from Queen's University and a Masters of Business Administration from the University of Toronto.

Mr. Kluge is the former President of Personal and Commercial Banking at the Canadian Imperial Bank of Commerce. Mr. Kluge holds a B. Comm. from Sir George Williams University and an M.B.A. from Sophia University (Tokyo, Japan).

14. EXTERNAL AUDIT FEES

The following table sets forth the aggregate fees billed for professional services rendered by the independent external auditors, KPMG LLP, for the fiscal years 2015 and 2014, respectively:

($000's)	**2015**	2014
Audit fees(1)	**6,006**	6,073
Audit-related fees(2)	**710**	518
Tax-related fees(3)	**79**	262
All other fees(4)	**85**	11
Total Fees(1)	**6,880**	6,864

(1) Audit fees include fees for services related to the audit of the Company's consolidated financial statements, including the audit of Shoppers Drug Mart (beginning in 2014), Choice Properties and PC Bank. Audit fees also include fees for services related to the review of quarterly reports, auditor involvement with filings related to the acquisition of Shoppers Drug Mart in 2014 and debt prospectuses of the Company, Eagle Credit Card Trust and Choice Properties in 2015, audit procedures performed relating to the Company's IT system conversion, and the interpretation of accounting and financial reporting standards.

(2) Audit-related fees include fees for French translation services associated with the Company's financial and regulatory filings and the audit of pension plans.

(3) Tax-related fees include fees for tax compliance services and advice.

(4) All other fees are for services related to legislative and/or regulatory compliance.

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

15. ADDITIONAL INFORMATION

1. Additional information including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, and securities authorized for issuance under equity compensation plans, where applicable, is contained in the Company's Management Proxy Circular for the Annual Meeting of shareholders to be held on May 5, 2016. Additional financial information is also provided in the Company's consolidated financial statements and MD&A for its most recently completed financial year.

2. Additional information has been filed on the System for Electronic Document Analysis and Retrieval (SEDAR) available online at www.sedar.com, and with the Office of the Superintendent of Financial Institutions (OSFI) as the primary regulator for the Company's subsidiary, PC Bank.

3. Additional information of Choice Properties has been filed on SEDAR and is available online at www.sedar.com or on the Choice Properties website at www.choicereit.ca.

The Company's website is available at www.loblaw.ca.

Appendix “A”

Audit Committee Charter

1. RESPONSIBILITY

The Audit Committee is responsible for assisting the Board of Directors of the Company (“Board”) in fulfilling its oversight responsibilities in relation to:

- the integrity of the Company’s financial statements;
- the Company’s compliance with legal and regulatory requirements as they relate to the Company’s financial statements;
- the qualifications, independence and performance of the Company’s external auditor (the “Auditor”);
- the enterprise risk management process;
- internal control over financial reporting and disclosure controls and procedures;
- the performance of the Company’s internal audit function; and
- performing the additional duties set out in this Mandate or otherwise delegated to the Audit Committee by the Board.

2. MEMBERS

The Board shall appoint a minimum of three directors to be members of the Audit Committee. The members of the Audit Committee shall be selected by the Board on recommendation of the Governance, Employee Development, Nominating and Compensation Committee of the Company, and shall be selected based upon the following, to the extent that the following are required under applicable law:

- each member shall be an independent director; and
- each member shall be financially literate.

For the purpose of this Mandate, the terms “independent” and “financially literate” shall have the respective meanings attributed thereto in Multilateral Instrument 52-110 *Audit Committees*, as the same may be amended from time to time.

3. CHAIR

Each year, the Board shall appoint one member to be Chair of the Audit Committee. If, in any year, the Board does not appoint a Chair, the incumbent Chair shall continue in office until a successor is appointed. The Board has adopted and approved a position description for the Chair which sets out his or her role and responsibilities.

4. TENURE

Each member shall hold office until his or her term as a member of the Audit Committee expires or is terminated.

5. QUORUM, REMOVAL AND VACANCIES

A majority of the Audit Committee’s members shall constitute a quorum. Any member may be removed and replaced at any time by the Board. The Board shall fill vacancies in the Audit Committee by appointment from among the members of the Board. If a vacancy exists on the Audit Committee, the remaining members may exercise all powers so long as a quorum remains in office.

6. DUTIES

The Audit Committee shall have the duties set out below as well as any other duties that are specifically delegated to the Audit Committee by the Board.

(a) Appointment and Review of Auditor

The Auditor is ultimately accountable to the Audit Committee as representatives of the shareholders. The Audit Committee has direct responsibility for overseeing the work of the Auditor. Accordingly, the Audit Committee shall evaluate and be responsible for the Company’s relationship with the Auditor. Specifically, the Audit Committee shall:

- select, evaluate and nominate the Auditor for appointment or reappointment by the shareholders;
- review the Auditor’s engagement letter;
- at least annually, obtain and review a report by the Auditor describing:

- the Auditor's internal quality-control procedures; and
- any material issues raised by the most recent internal quality-control review, peer review, review by any independent oversight body such as the Canadian Public Accountability Board or governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the Auditor, and the steps taken to deal with any issues raised in these reviews.

(b) Confirmation of Independence of Auditor

At least annually, and before the Auditor issues its report on the annual financial statements, the Audit Committee shall:

- ensure that the Auditor submits a formal written statement describing all relationships between the Auditor and the Company;
- discuss with the Auditor any disclosed relationships or services that may affect the objectivity and independence of the Auditor; and
- obtain written confirmation from the Auditor that it is objective and independent within the meaning of the Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of Chartered Accountants to which it belongs.

(c) Rotation of Engagement Partner/Lead Partners

The Audit Committee shall, after taking into account the opinions of management, evaluate the performance of the Auditor and the engagement partner/lead partners and shall rotate the engagement partner/lead partners when required or necessary.

(d) Pre-Approval of Non-Audit Services

The Audit Committee shall pre-approve the retaining of the Auditor for any non-audit service, provided that no approval shall be provided for any service that is prohibited under the rules of the Canadian Public Accountability Board or the Independence Standards of the Canadian Institute of Chartered Accountants. Before retaining the Auditor for any non-audit service, the Audit Committee shall consider the compatibility of the service with the Auditor's independence. The Audit Committee may pre-approve retaining the Auditor for the engagement of any non-audit services by establishing policies and procedures to be followed prior to the appointment of the Auditor for the provision of such non-audit services. In addition, the Audit Committee may delegate to the Chair or one or more members the authority to pre‑approve retaining the Auditor for any permissible non-audit service. The decisions of the Chair or any member of the Audit Committee to whom this authority has been delegated, as well as any pre-approvals of a particular service, will be presented to the full Audit Committee at its next scheduled Audit Committee meeting.

(e) Communications with Auditor

The Audit Committee shall meet privately with the Auditor as frequently as the Audit Committee feels is appropriate for the Audit Committee to fulfil its responsibilities (which shall not be less frequently than quarterly) and to discuss any concerns of the Audit Committee or the Auditor, such as:

- matters that will be referred to in the Auditor's management letter;
- whether or not the Auditor is satisfied with the quality and effectiveness of the financial reporting procedures and systems;
- the extent to which the Auditor is satisfied with the nature and scope of its examination and management's cooperation and responsiveness to matters arising from such examination.

(f) Review of Audit Plan

The Audit Committee shall review a summary of the Auditor's audit plan in advance of each audit.

(g) Approval of Audit Fees

The Audit Committee has the responsibility for approving the Auditor's fees. In approving the Auditor's fees, the Audit Committee should consider, among other things, the number and nature of reports issued by the Auditor, the quality of the internal controls, the impact of the size, complexity and financial condition of the Company on the audit work plan, and the extent of internal audit and other support provided by the Company to the Auditor.

(h) Review of Annual Audited Financial Statements

The Audit Committee shall review the annual audited financial statements, together with the Auditor's report thereon and the related MD&A, before recommending them for approval by the Board, to assess whether or not they present fairly in all material respects in accordance with GAAP (which includes International Financial Reporting Standards) the financial condition, results of operations and cash flows of the Company.

In conducting their review, the Audit Committee should:

- discuss the annual audited financial statements and MD&A with management and the Auditor;
- consider the quality of, and not just the acceptability of, the accounting principles applied, the reasonableness of management's judgments and estimates that have a significant effect upon the financial statements, and the clarity of the disclosures in the financial statements;
- discuss with the Auditor its report which addresses:
    - all critical accounting policies and practices to be used;
    - all alternative treatments of financial information within GAAP that have been discussed with management of the Company, ramifications of the use of alternative disclosures and treatments, and the treatment preferred by the Auditor; and
    - other material written communication between the Auditor and management of the Company, such as any management letter or schedule of unadjusted differences;
- discuss any analyses prepared by management and the Auditor that set out significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP;
- discuss the effect of off-balance sheet transactions, arrangements, obligations (including contingent liabilities) and other relationships with unconsolidated entities or other persons that may have a material current or future effect on the Company's financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources, or significant components of revenues and expenses;
- consider any changes in accounting practices or policies and their impact on financial statements of the Company;
- discuss with management, the Auditor and, if necessary, legal counsel, any litigation, claim or other contingency, including tax assessments, that could have a material effect upon the financial position of the Company, and the manner in which these matters have been disclosed in the financial statements;
- discuss with management and the Auditor correspondence with regulators or governmental agencies, employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies;
- discuss with the Auditor any special audit steps taken in light of any material weaknesses in internal control;
- discuss with the Auditor any difficulties encountered in the course of the audit work, including any restrictions on the scope of their procedures and access to requested information, accounting adjustments proposed by the Auditor that were not applied (because they were immaterial or otherwise), and significant disagreements with management;
- consider any other matter which in its judgment should be taken into account in reaching its recommendation to the Board concerning the approval of the financial statements;
- satisfy itself that appropriate accounting policies and practices have been selected and applied consistently; and
- satisfy itself that management has established appropriate procedures to comply with applicable legislation for the remittance of taxes, pension monies and employee remuneration.

(i) Review of Interim Financial Statements

The Audit Committee shall also engage the Auditor to review the interim financial statements prior to the Audit Committee's review of such financial statements. The Audit Committee should discuss the interim financial statements and related MD&A with management and the Auditor and, if satisfied that the interim financial statements present fairly in all material respects in accordance with GAAP the financial condition, results of operations and cash flows, recommend the interim financial statements and the related MD&A to the Board for approval.

(j) Other Financial Information

The Audit Committee shall review other financial-related releases, as well as the nature of any financial information and earnings guidance provided to analysts and rating agencies in accordance with the Company's Disclosure Policy. In addition, the Audit Committee shall satisfy itself that adequate procedures are in place for the review of the public disclosure of information extracted or derived from the Company's financial statements and must periodically assess the adequacy of those procedures.

(k) Review of Prospectuses and Other Regulatory Filings

The Audit Committee shall review all other financial statements of the Company that require approval by the Board before they are released to the public, including, without limitation, financial statements for use in prospectuses or other offering or public disclosure documents and financial statements required by regulatory authorities. The Audit Committee shall review the Annual Information Form of the Company prior to its filing.

(l) Review of Related Party Transactions

The Audit Committee shall review all material proposed related party transactions that are not dealt with by a "special committee" of "independent directors" pursuant to securities law rules.

(m) Review of Internal Audit Services

The Audit Committee shall review and approve the mandate and planned activities of Internal Audit Services annually. The Audit Committee shall also review the budget and organizational structure of Internal Audit Services. The Audit Committee shall ensure that Internal Audit Services is independent of management and has sufficient resources to carry out its mandate.

The members shall meet privately with the senior officer in charge of internal audit as frequently as the Audit Committee feels is appropriate for the Audit Committee to fulfil its responsibilities, which shall not be less frequently than quarterly, to discuss any areas of concern to the Audit Committee or to the senior officer in charge of internal audit to confirm that:

- significant resolved and any unresolved issues between auditors and management have been brought to its attention;
- the principal risks of the Company's businesses have been identified by management and appropriate policies and systems have been implemented to manage these risks; and
- the integrity of the Company's internal control and management information systems are satisfactory.

(n) Relations with Management

The members shall meet privately with management as frequently as the Audit Committee feels is appropriate to fulfil its responsibilities, which shall not be less frequently than quarterly, to discuss any concerns of the Audit Committee or management.

(o) Oversight of Internal Control over Financial Reporting and Disclosure Controls and Procedures

The Audit Committee shall, with the assistance of management, review the design and operating effectiveness of (i) the internal control over financial reporting adopted by the Company, and (ii) the disclosure controls and procedures that have been adopted to ensure the timely disclosure of all material information about the Company and its subsidiaries as required by applicable law or security exchange rules.

The Audit Committee shall receive regular reports from the Company's Disclosure Committee and Internal Control Compliance group with respect to the Company's system of disclosure controls and procedures and internal control over financial reporting, including annual plans as applicable.

The Audit Committee shall also review no less than annually the Company's Disclosure Policy.

(p) Legal Compliance

The Audit Committee shall review with legal counsel any legal matters that may have a significant effect on the Company's financial statements. The Audit Committee should review with legal counsel material inquiries received from regulators and governmental agencies. The Audit Committee shall review with a representative of the Ethics and Conduct Committee any material matters arising from any known or suspected violation of the Company's Code of Conduct with respect to financial and accounting matters and any material concerns regarding questionable accounting or auditing matters raised through the Company's Integrity Action Line or otherwise.

(q) Enterprise Risk Management

The Audit Committee shall satisfy itself as to the effective risk management of the individual risks for which such oversight has been delegated to the Audit Committee by the Board, through the receipt of periodic reports from Internal Audit Services and management. The Chair of the Audit Committee shall periodically report to the Board on any major issues arising with respect to the risk management for such risks.

The Audit Committee shall also oversee the Company's anti-fraud programs and controls, including its policies and procedures over fraud risk assessments and fraud risk management.

(r) Taxation Matters

The Audit Committee shall review the status of taxation matters of the Company.

(s) Hiring Policies

The Audit Committee shall review and approve the Company's hiring policies with respect to partners and professional employees of present and former external auditors of the Company.

7. COMPLAINTS PROCEDURE

The Audit Committee shall monitor the effectiveness of the Company's procedures for the receipt, retention and follow-up of complaints received by the Company regarding accounting, internal controls, disclosure controls or auditing matters and for the confidential, anonymous submission of concerns by employees of the Company regarding accounting, internal controls, or auditing matters. The Audit Committee shall also determine whether management's response to any such complaints has been satisfactory or whether further actions or investigations are required. The Audit Committee shall review and annually approve the Company's Accounting, Auditing and Internal Controls Complaints Procedures. The Committee shall review with management periodic reports in this regard.

8. REPORTING

The Audit Committee shall report to the Board on:

- the Auditor's independence;
- the performance of the Auditor and the Audit Committee's recommendations regarding the reappointment or termination of the Auditor;
- the performance of the internal audit function;
- the design and operating effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures;
- the Audit Committee's review of the annual and interim financial statements of the Company and any GAAP reconciliation, including any issues with respect to the quality or integrity of the financial statements, along with the MD&A, and shall recommend whether or not the Board should approve the financial statements and any GAAP reconciliation and the MD&A;
- the Audit Committee's review of the Annual Information Form;
- the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company;
- the management of those risks for which oversight has been delegated by the Board to the Audit Committee pursuant to the enterprise risk management program; and
- all other material matters dealt with by the Audit Committee.

9. REVIEW AND DISCLOSURE

This Mandate should be reviewed by the Audit Committee at least annually and be submitted to the Board for consideration and approval with such amendments as the Audit Committee proposes.

This Mandate shall be posted on the Company's website.

10. FREQUENCY OF MEETINGS AND IN CAMERA SESSIONS

The Audit Committee shall meet at least five times annually. Following each regularly-scheduled meeting of the Audit Committee, the Committee members shall meet in private session.

11. RETENTION OF EXPERTS

The Audit Committee may engage such special legal, accounting or other experts, without Board approval and at the expense of the Company, as it considers necessary to perform its duties.