Loblaw Companies Limited

MANAGEMENT PROXY CIRCULAR

LOBLAW COMPANIES LIMITED
ANNUAL MEETING OF SHAREHOLDERS
MAY 6, 2025

THIS DOCUMENT CONTAINS:
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
MANAGEMENT PROXY CIRCULAR

Loblaw Companies Limited

March 25, 2025

Dear Fellow Shareholder,

On behalf of the Board and management of Loblaw Companies Limited (the “Corporation” or “Loblaw”), I am pleased to invite you to our Annual Meeting of Shareholders which will be held on Tuesday, May 6, 2025, at 11:00 a.m. (Eastern Daylight Time) at The Royal Conservatory, TELUS Centre for Performance and Learning, Koerner Hall, 273 Bloor Street West, Toronto, Ontario, Canada. Shareholders who are not able to attend in person will be able to listen, participate and vote at the meeting in real time through a web-based platform at https://meetings.lumiconnect.com/400-700-868-246.

The Notice of Annual Meeting of Shareholders and related materials are enclosed. This year, the Annual Meeting of Shareholders of Loblaw and the Annual Meeting of Shareholders of George Weston Limited will be held consecutively at the same location, and through the same web-based platform. A joint question-and-answer period will occur following both formal meetings.

This Management Proxy Circular describes the business to be conducted at the meeting. It also contains information on our corporate governance practices and our approach to executive compensation. At the meeting, shareholders will be voting on important matters and we hope that you take the time to review these meeting materials and exercise your vote. You may vote in person at the meeting, by attending the virtual meeting, or by completing and sending in your proxy form or voting instruction form. Please refer to the enclosed materials as they contain relevant information for voting on the business to be conducted at the meeting.

The meeting is an opportunity to listen to and ask questions of the people who are responsible for the performance of the Corporation and we hope you can join us. Additional information on how to attend the meeting virtually is enclosed and a webcast will be archived on our website afterward.

We thank you for your continued support of Loblaw and look forward to your attendance at this year’s meeting.

Yours truly,

Signed “Galen G. Weston”

Galen G. Weston
Chairman

Loblaw Companies Limited

MANAGEMENT PROXY CIRCULAR

Table of Contents

Loblaw Companies Limited

Notice of Annual Meeting of Shareholders

The 2025 Annual Meeting of Shareholders of Loblaw Companies Limited (the "Meeting") will be held on Tuesday, May 6, 2025, at 11:00 a.m. (Eastern Daylight Time) at The Royal Conservatory, TELUS Centre for Performance and Learning, Koerner Hall, 273 Bloor Street West, Toronto, Ontario, Canada for the following purposes:

1. to receive the consolidated financial statements for the financial year ended December 28, 2024, and the auditor's report thereon;
2. to elect the directors (see "Election of the Board of Directors" in the Management Proxy Circular (the "Circular") for additional details);
3. to appoint the external auditor and to authorize the directors to fix the external auditor's remuneration (see "Appointment of the External Auditor" in the Circular for additional details);
4. to vote on the advisory resolution on the approach to executive compensation;
5. to vote on the shareholder proposals set out in Schedule B of the Circular; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Only shareholders of record at the close of business on March 10, 2025 will be entitled to vote at the Meeting.

If you are not able to attend the Meeting in person, you can attend the Meeting by joining the live web-based platform at https://meetings.lumiconnect.com/400-700-868-246. You will need the latest version of Chrome, Safari, Microsoft Edge or Firefox. **Please do not use Internet Explorer as it is not a supported browser for the Meeting.** You should allow ample time to join the Meeting to check browser compatibility and complete the related procedures. See "How do I attend and participate at the Meeting virtually?" in the Circular for detailed instructions on how to attend and vote at the Meeting.

The Annual Meeting of Shareholders of Loblaw Companies Limited (the "Corporation") and the Annual Meeting of Shareholders of George Weston Limited will be held consecutively, at the same location, and through the same web-based platform. The formal business of each meeting will be conducted separately, however shareholders of both the Corporation and George Weston Limited will be permitted to attend, and ask questions at, a joint question-and-answer period that will occur following both formal meetings.

Notice and Access

The Corporation is using the "notice and access" procedure adopted by the Canadian Securities Administrators for the delivery of the Circular and the annual consolidated financial statements and management's discussion and analysis for the year ended December 28, 2024 (the "Annual Report" and, together with the Circular, the "Meeting Materials") to the shareholders. Under the notice and access procedure, you are still entitled to receive a form of proxy (or voting instruction form) enabling you to vote at the Meeting. However, instead of paper copies of the Circular and/or Annual Report, you are receiving this Notice of Meeting which contains information about how to access the Circular and/or Annual Report electronically. The principal benefit of the notice and access procedure is that it reduces costs and the environmental impact of producing and distributing paper copies of documents in large quantities. Shareholders who have consented to electronic delivery of materials are receiving this Notice of Meeting in an electronic format.

In compliance with the Fighting Against Forced Labour and Child Labour in Supply Chains Act (referred to as Canada's "Modern Slavery Act"), the Corporation, certain of its subsidiaries, and George Weston Limited ("Weston") have publicly filed their joint Modern Slavery Act Report for the 2024 fiscal year (the "Modern Slavery Act Report").

The Circular and form of proxy (or voting instruction form) for the common shares of the Corporation (the "Common Shares") provide additional information concerning the matters to be dealt with at the Meeting. **You should access and review all information contained in the Circular before voting.**

Shareholders with questions about the notice and access procedure can call Computershare Investor Services Inc. ("Computershare") toll-free at 1-866-964-0492 or by going to: www.computershare.com/noticeandaccess.

Websites Where the Circular, Annual Report and Modern Slavery Act Report are Posted

The Circular, the Annual Report, and the Modern Slavery Act Report can be viewed online on the Corporation's website, www.loblaw.ca, or under the Corporation's SEDAR+ profile at www.sedarplus.ca.

Non-Registered and Registered Shareholders

If you would like a paper copy of the Circular and/or the Annual Report, you should first determine whether you are: (i) a non-registered shareholder; or (ii) a registered shareholder.

- You are a non-registered shareholder (also known as a beneficial shareholder) if you own Common Shares indirectly and your Common Shares are registered in the name of a bank, trust company, broker or other intermediary. For example, you are a non-registered shareholder if your Common Shares are held in a brokerage account of any type.

- You are a registered shareholder if you hold a paper share certificate or a direct registration system ("DRS") statement and your name appears directly on the share certificate(s) or DRS statement.

How to Obtain Paper Copies of the Circular and/or Annual Report

All shareholders may request that paper copies of the Circular and/or the Annual Report be mailed to them at no cost for up to one year from the date that the Circular was filed on SEDAR+.

If you are a non-registered shareholder, a request may be made by going to www.proxyvote.com and entering the 16-digit control number located on your voting instruction form and following the instructions provided. Alternatively, you may submit a request by calling Broadridge Investor Communications Corporation ("Broadridge") at 1-877-907-7643, or outside Canada and the United States, at 303-562-9305 (English) or 303-562-9306 (French). A request must be received by April 23, 2025 (i.e., at least seven business days in advance of the date and time specified in your voting instruction form as the voting deadline) if you would like to receive the Circular and/or the Annual Report in advance of the voting deadline and Meeting date.

If you hold a paper share certificate or certificates and your name appears directly on the share certificate(s), and, if you would like to receive the Circular and/or Annual Report: (i) in advance of the voting deadline and Meeting date, then a request may be made by calling Computershare at 1-866-962-0498; or (ii) after the Meeting date and within one year from the date the Circular was filed on SEDAR+, then a request may be made by calling Computershare at 1-800-564-6253. A request must be received by April 23, 2025 (i.e., at least seven business days in advance of the date and time specified in your proxy form as the voting deadline) if you would like to receive the Circular and/or the Annual Report in advance of the voting deadline and Meeting date.

How to Obtain Paper Copies of the Modern Slavery Act Report

All shareholders may request that paper copies of the Modern Slavery Act Report be mailed to them at no cost by submitting an email request to investor@loblaw.ca.

Voting

Non-registered shareholders

Non-registered shareholders are entitled to vote through Broadridge or their intermediary, as applicable, or during the Meeting in person or by online ballot through the live web-based platform. Non-registered shareholders should exercise their right to vote by following the instructions of Broadridge or their intermediary, as applicable, as indicated on their voting instruction form. Voting instruction forms will be provided by Broadridge or your intermediary. Voting instruction forms may be returned as follows:

INTERNET:	www.proxyvote.com
TELEPHONE:	1-800-474-7493 (English) or 1-800-474-7501 (French)
MAIL:	Data Processing Centre, P.O. Box 3700, Stn. Industrial Park, Markham, Ontario L3R 9Z9

Broadridge or your intermediary, as applicable, must receive your voting instructions at least one business day in advance of the proxy deposit date noted on your voting instruction form. If you are a non-registered shareholder and you wish to attend and vote at the Meeting (or have another person attend and vote on your behalf), you must complete the voting instruction form in accordance with the instructions provided. These instructions include the additional step of registering the person you have designated to attend the Meeting (either yourself or the person you designated to attend on your behalf) with our transfer agent, Computershare, after submitting the voting instruction form. **Failure to register the proxyholder you have designated to attend the Meeting with Computershare will result in such proxyholder not receiving a control number to participate in the Meeting and such proxyholder would only be able to attend the Meeting as a guest. Guests who have logged in online will be able to listen to the Meeting but will not be able to ask questions or vote.**

Registered shareholders

Registered shareholders are entitled to vote by proxy or during the Meeting in person using a physical ballot or online by using an online ballot through the live web-based platform. Registered shareholders who are unable to attend the Meeting should exercise their right to vote by signing and returning the form of proxy, or voting in advance via the internet, in accordance with the directions on the form. Computershare must receive completed proxies no later than 5:00 p.m. (Eastern Daylight Time) on May 2, 2025 or, if the Meeting is adjourned or postponed, 48 hours (excluding Saturdays, Sundays and statutory holidays) before the date of the adjourned or postponed Meeting.

BY ORDER OF THE BOARD OF DIRECTORS,

Signed "Nick Henn"

Nick Henn
Executive Vice President, Chief Legal Officer and Secretary
March 25, 2025
Toronto, Ontario

1 About the Meeting

VOTING INFORMATION

ABOUT THIS CIRCULAR AND RELATED PROXY MATERIALS

Loblaw Companies Limited (the "Corporation" or "Loblaw") is providing you with this Management Proxy Circular (this "Circular") and other proxy materials in connection with the 2025 Annual Meeting of Shareholders (the "Meeting") of the Corporation to be held on Tuesday, May 6, 2025, at 11:00 a.m. (Eastern Daylight Time) at The Royal Conservatory, TELUS Centre for Performance and Learning, Koerner Hall, 273 Bloor Street West, Toronto, Ontario, Canada. Shareholders who are not able to attend the Meeting in person will be able to listen, participate and vote at the Meeting in real time through a web-based platform at https://meetings.lumiconnect.com/400-700-868-246 and may also listen and participate (but not vote) via telephone.

This Circular describes the items to be voted on at the Meeting as well as the voting process, and provides information about director and executive compensation, the Corporation's corporate governance practices and other relevant matters.

Please see the "Questions and Answers on the Voting Process" section below for an explanation of how you can vote on the matters to be considered at the Meeting, whether or not you decide to attend the Meeting.

Unless otherwise indicated, the information contained in this Circular is given as of March 10, 2025 and all dollar amounts used are in Canadian dollars.

NOTICE AND ACCESS

The Corporation is using the notice and access procedure that allows the Corporation to furnish proxy materials, which includes the annual consolidated financial statements and management's discussion and analysis for the year ended December 28, 2024 (the "2024 Annual Report"), over the internet instead of mailing paper copies to shareholders. Under the notice and access procedure, the Corporation will deliver proxy-related materials by: (i) posting this Circular, the 2024 Annual Report and other proxy-related materials on a website other than SEDAR+, in this case www.loblaw.ca; and (ii) sending the Notice of Meeting informing holders of common shares of the Corporation ("Common Shares") that this Circular, the 2024 Annual Report and other proxy-related materials have been posted on the Corporation's website and explaining how to access them.

In compliance with the Modern Slavery Act, the Corporation, certain of its subsidiaries, and Weston have publicly filed their joint Modern Slavery Act Report for the 2024 fiscal year. The Modern Slavery Act Report can be viewed online on the Corporation's website, www.loblaw.ca, or under the Corporation's SEDAR+ profile at www.sedarplus.ca. All shareholders may request that paper copies of the Modern Slavery Act Report be mailed to them at no cost by submitting an email request to investor@loblaw.ca.

On or about April 4, 2025, the Corporation will send to shareholders the Notice of Meeting and the relevant voting document (a form of proxy or a voting instruction form). The Notice of Meeting contains basic information about the Meeting and the matters to be voted on and instructions on how to access the proxy materials and explains how to obtain a paper copy of this Circular and/or the 2024 Annual Report.

QUESTIONS AND ANSWERS ON ATTENDING AND VOTING VIRTUALLY

Q: Who can attend and vote at the Meeting via the web-based platform?

A: Registered shareholders and duly appointed proxyholders who log in to the Meeting online will be able to listen, ask questions and securely vote through a web-based platform, provided that they are connected to the internet and follow the instructions set out in this Circular. Shareholders who wish to appoint a proxyholder to represent them at the Meeting (including non-registered shareholders who wish to appoint themselves as proxyholder to attend, participate and vote at the Meeting) must submit their duly completed proxy or voting instruction form AND register the proxyholder with the Corporation's registrar and transfer agent, Computershare Investor Services Inc. ("Computershare") as described below. Failure to register the proxyholder (the person you have designated to attend the Meeting, who could be yourself or another person) with Computershare will result in that proxyholder not receiving a control number to participate in the Meeting and such proxyholder would only be able to attend the Meeting as a guest.

Non-registered shareholders who have not duly appointed themselves as proxyholder will be able to virtually attend the Meeting as guests, provided that they are connected to the internet. Guests attending virtually will be able to listen to the Meeting but will not be able to ask questions or vote.

Q: How do I attend and participate in the Meeting virtually?

A: How you vote depends on whether you are a registered or a non-registered shareholder. Please read the voting instructions below that are applicable to you.

In order to attend the Meeting, registered shareholders, duly appointed proxyholders (including non-registered shareholders who have duly appointed themselves as proxyholder) and guests (including non-registered shareholders who have not duly appointed themselves as proxyholder) must log in online as set out below.

- Step 1: Log in online at https://meetings.lumiconnect.com/400-700-868-246. You will need the latest version of Chrome, Safari, Microsoft Edge or Firefox. **Please do not use Internet Explorer as it is not a supported browser for the Meeting.** You should allow ample time to join the Meeting to check browser compatibility and complete the related procedures.
- Step 2: Follow the instructions below:

Registered Shareholders: Click "Login" and then enter your control number and password "**AGM2025**" (case sensitive). The control number located on the form of proxy or in the email notification you received from Computershare is your control number. If you use your control number to log in to the Meeting, any vote you cast at the Meeting will revoke any proxy you previously submitted. If you do not wish to revoke a previously submitted proxy, you should not vote at the Meeting.

Duly appointed proxyholders: Click "Login" and then enter your control number and password "**AGM2025**" (case sensitive). Proxyholders who have been duly appointed and registered with Computershare as described in this Circular will receive a control number by email from Computershare after the proxy voting deadline has passed.

Guests: Click "Guest" and then complete the online form.

It is recommended that shareholders and duly appointed proxyholders submit their questions as soon as possible during the Meeting so they can be addressed at the right time. There are two ways to ask questions through the online platform during the Meeting. Questions may be submitted in writing by clicking on the "Q&A" messaging icon at the top of the online platform window. Questions may also be asked verbally. To ask a verbal question, click on the "Request to Speak" icon on the online platform window. When submitting a question, please identify whether it relates to a motion being considered as part of the formal business of the Meeting, or whether it is general in nature. The Chair of the Board and members of management present at the Meeting will answer questions relating to matters to be voted on before a vote is held on each matter, if applicable. Other questions will be addressed during the question period after the business of the Meeting and the Weston meeting has been completed. Questions on the same topic or that are otherwise related will be grouped, summarized and addressed at the same time.

Registered shareholders and duly appointed proxyholders can also attend the Meeting and ask questions via telephone at 1-833-987-8188 (English) or 1-844-543-2794 (French). To ask a question via telephone, please press *1 on your keypad. Please note you must be a shareholder or a duly appointed proxyholder to ask a question. Please note that you cannot cast votes over the telephone line.

For additional details on how to join or attend the Meeting virtually or on voting procedures, please refer to the "User Guide - Virtual Meeting" which is included in the mailing envelope sent to shareholders and is available on the Corporation's website at www.loblaw.ca.

Non-registered shareholders who have not duly appointed themselves as proxyholders may listen to the Meeting virtually as guests. Guests will not be permitted to ask questions or vote at the Meeting.

QUESTIONS AND ANSWERS ON THE VOTING PROCESS

Q: What items of business am I voting on?

A: You will be voting on:

- the election of directors;
- the appointment of the external auditor and authorization of the directors to fix the external auditor's remuneration;
- an advisory resolution on the Corporation's approach to executive compensation; and
- the shareholder proposals set out in Schedule B of the Circular.

Q: Am I entitled to vote?

A: You are entitled to vote if you were a holder of Common Shares as at the close of business on March 10, 2025, which is the record date of the Meeting. Each Common Share is entitled to one vote.

Q: How do I vote?

A: How you vote depends on whether you are a registered or a non-registered shareholder. Please read the voting instructions below that are applicable to you.

Q: Am I a registered shareholder?

A: You are a registered shareholder if you hold Common Shares in your own name and you have a share certificate or direct registration system (DRS) statement. As a registered shareholder, you are identified on the share register maintained by Computershare as being a shareholder.

Q: Am I a non-registered or beneficial shareholder?

A: Most shareholders are non-registered shareholders. You are a non-registered shareholder if your Common Shares are held in an account in the name of an intermediary, such as a bank, broker or trust company. As a non-registered shareholder, you do not have Common Shares registered in your name, but your ownership interest in Common Shares is recorded in an electronic system. As such, you are not identified on the share register maintained by Computershare as being a shareholder. Instead, the Corporation's share register shows the shareholder of your Common Shares as being the intermediary or depository through which you own your Common Shares.

The Corporation distributes copies of the proxy-related materials in connection with the Meeting to intermediaries so that they may distribute the materials to the non-registered shareholders. Intermediaries often forward the materials to non-registered shareholders through a service company (such as Broadridge Investor Communications Corporation). The Corporation pays for an intermediary to deliver the proxy-related materials to all non-registered shareholders.

Q: How do I vote if I am a registered shareholder?

A: If you are a registered shareholder, you may vote your Common Shares by proxy, at the Meeting in person, or during the Meeting by online ballot through the live web-based platform.

1. **Voting at the Meeting**

If you wish to vote your Common Shares in person at the Meeting, you are not required to complete or return the form of proxy sent to you. Please register with Computershare upon arrival at the Meeting.

If you wish to vote your Common Shares at the Meeting virtually, you are not required to complete or return the form of proxy sent to you. Your vote will be taken and counted at the Meeting through the live web-based platform.

2. **Voting by Proxy**

You can vote by proxy whether or not you attend the Meeting. To vote by proxy, please complete the enclosed form of proxy (also available online at www.investorvote.com) and return it by either of the following means:

- by mail, courier or hand to Computershare at the address listed below; or
- by going online at www.investorvote.com.

You may authorize the management representatives named in the enclosed proxy form to vote your Common Shares, or **you may appoint another person or company to be your proxyholder.** The names already inserted on the form of proxy are Galen G. Weston, Chairman of the Corporation, and Nick Henn, Executive Vice President, Chief Legal Officer and Secretary of the Corporation. Unless you choose another person or company to be your proxyholder, you are giving these persons the authority to vote your Common Shares at the Meeting.

To appoint another person or company to be your proxyholder, you must insert the other person's or company's name in the blank space provided. That person or company must attend the Meeting to vote your Common Shares in person or by online ballot through the live web-based platform. If you do not insert a name in the blank space, the management representatives named above are appointed to act as your proxyholder. You may also use a different form of proxy than the one included with the materials sent to you.

If you wish to appoint another person or company to be your proxyholder and to attend the Meeting virtually through the live web-based platform, you must complete the additional step of registering such proxyholder with Computershare at www.computershare.com/

LoblawCompaniesLimited after submitting your form of proxy. Failure to register the proxyholder with Computershare will result in the proxyholder not receiving a control number to participate in the Meeting and such proxyholder would only be able to attend the Meeting as a guest.

Please note that in order for your vote to be recorded, your proxy must be received by Computershare at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 or online by no later than 5:00 p.m. (Eastern Daylight Time) on May 2, 2025, or two business days before reconvening any adjourned or postponed Meeting.

Q: How will my shares be voted?

A: On the form of proxy, you can indicate how you want your proxyholder to vote your Common Shares or you can let your proxyholder decide for you. If you have specified on the form of proxy how you want your Common Shares to be voted on a particular issue (by marking FOR, WITHHOLD, or AGAINST as applicable), then your proxyholder must vote your Common Shares accordingly. If you have not specified on the form of proxy how you want your Common Shares to be voted on a particular issue, then your proxyholder can vote your Common Shares as he or she sees fit.

Unless contrary instructions are provided, Common Shares represented by proxies appointing management of the Corporation as the proxyholder will be voted:

- **FOR the election of the directors;**
- **FOR the appointment of PricewaterhouseCoopers LLP ("PwC") as the external auditor of the Corporation and the authorization of the directors to fix the external auditor's remuneration;**
- **FOR the advisory resolution on the Corporation's approach to executive compensation; and**
- **AGAINST the Shareholder Proposals set out in Schedule B of this Circular.**

Q: How do I vote if I am a non-registered shareholder?

A: If you are a non-registered shareholder, you may vote your Common Shares in one of the following ways:

1. **Through your intermediary**

A voting instruction form will be included with the materials sent to you. The purpose of this form is to instruct your intermediary on how to vote on your behalf. Please follow the instructions provided on the voting instruction form.

2. **Attend the Meeting**

If you wish to vote your Common Shares in person at the Meeting, you should take these steps:

- Insert your name in the space provided on the voting instruction form provided by your intermediary and sign and return it in accordance with the instructions provided. By doing so, you are instructing your intermediary to appoint you as proxyholder.
- You are not required to complete the other parts of the form, as you will be voting at the Meeting.
- Please register with Computershare upon arrival at the Meeting.

If you wish to vote your Common Shares during the Meeting by online ballot through the live web-based platform, you should take these steps:

- Step 1: Insert your name in the space provided on the voting instruction form provided by your intermediary and sign and return it in accordance with the instructions provided. By doing so, you are instructing your intermediary to appoint you as proxyholder. You are not required to complete the other parts of the form, as you will be voting at the Meeting.
- Step 2: Register yourself as a proxyholder with Computershare at www.computershare.com/LoblawCompaniesLimited by no later than 5:00 p.m. (Eastern Daylight Time) on May 2, 2025, or two business days before reconvening any adjourned or postponed Meeting. Failure to register yourself as a proxyholder with Computershare will result in you not receiving a control number to participate in the Meeting and you would only be able to attend the Meeting virtually as a guest.

If you are a non-registered shareholder and you wish to participate and vote in the Meeting in person or by online ballot through the live web-based platform, you MUST appoint yourself as proxyholder by inserting your name in the space provided on the voting instruction form sent to you and you MUST follow all the applicable instructions AND register yourself as your proxyholder.

3. **Designate another person to be appointed as your proxyholder**

You can choose another person (including someone who is not a shareholder of the Corporation) to vote for you as a proxyholder.

If you wish to have your proxyholder vote your Common Shares in person at the Meeting, they must be present at the Meeting to vote for you. If you wish to appoint a proxyholder, you should insert that person's name in the space provided on the voting instruction form provided to you by your intermediary and sign and return it in accordance with the instructions provided. By doing so, you are instructing your intermediary to appoint that person as proxyholder. You are not required to complete the other parts of the form, as your proxyholder will be voting at the Meeting. When your proxyholder arrives at the Meeting, they should register with Computershare.

If you wish to have your proxyholder vote your Common Shares during the Meeting by online ballot through the live web-based platform, they must attend the Meeting to vote for you. If you wish to appoint a proxyholder, you should insert that person's name in the space provided on the voting instruction form provided to you by your intermediary and sign and return it in accordance with the instructions provided. By doing so, you are instructing your intermediary to appoint that person as proxyholder. You are not required to complete the other parts of the form, as your proxyholder will be voting at the Meeting. You must also register your proxyholder with Computershare at www.computershare.com/LoblawCompaniesLimited by no later than 5:00 p.m. (Eastern Daylight Time) on May 2, 2025, or two business days before reconvening any adjourned or postponed Meeting. Failure to register the proxyholder you have designated to attend the Meeting virtually on your behalf with Computershare will result in the proxyholder not receiving a control number to participate in the Meeting and such proxyholder would only be able to attend as a guest.

United States beneficial holders: To attend and vote at the virtual Meeting, you must first obtain a valid legal proxy from your broker, bank or other agent and then register in advance to attend the Meeting. Follow the instructions from your broker or bank included with these proxy materials or contact your broker or bank to request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to attend the Meeting, you must submit a copy of your legal proxy to Computershare. Requests for registration should be directed to: Computershare, 100 University Avenue; 8th Floor; Toronto, Ontario; M5J 2Y1 or by email to: uslegalproxy@computershare.com.

Q: Can I revoke my proxy or voting instructions?

A: If you are a **registered shareholder**, you may revoke your proxy by taking one of the following steps:

- you may submit a new proxy to Computershare before 5:00 p.m. (Eastern Daylight Time) on May 2, 2025, or two business days before any adjourned or postponed Meeting is reconvened;
- you (or your attorney, if authorized in writing) may sign a written notice of revocation addressed to the Secretary of the Corporation and deposit it at the registered office of Computershare at any time up to and including the last business day preceding the day of the Meeting or any reconvening of an adjourned or postponed Meeting, at which the proxy is to be used;
- you (or your attorney, if authorized in writing) may sign a written notice of revocation and deliver it to the Chair of the Meeting on the day of the Meeting or the reconvening of an adjourned or postponed Meeting, at which the proxy is to be used; or
- you may vote during the Meeting, in person or by submitting an online ballot through the live web-based platform, which will revoke your previous proxy.

If you are a **non-registered shareholder**, you should contact your intermediary through which you hold Common Shares and obtain instructions regarding the procedure for the revocation of any voting or proxyholder instructions that you have previously provided to your intermediary.

Q: What if there are amendments or if other matters are brought before the Meeting?

A: Your proxyholder has discretionary authority to vote in respect of amendments that are made to matters identified in the Notice of Meeting and other matters that may properly come before the Meeting or any adjourned or postponed Meeting. As of the date of this Circular, management of the Corporation is not aware of any such amendments or other matters to be presented at the Meeting; however, if any such matter is presented, your Common Shares will be voted in accordance with the best judgment of the proxyholder you appointed. If you have not specifically appointed a person as proxyholder, a management representative named in the enclosed proxy form will be your proxyholder, and your Common Shares will be voted in accordance with the best judgment of the management representative.

QUESTIONS AND ANSWERS ON THE CONSECUTIVE MEETINGS AND JOINT QUESTION-AND-ANSWER PERIOD

Q: Why are the shareholder meetings for the Corporation and Weston being held consecutively with a joint question-and-answer period?

A: Hosting the in person and virtual meeting for each company consecutively with a joint question-and-answer period will allow the Corporation and Weston to engage with their respective shareholders in person while reducing the cost and environmental impact of holding two separate meetings with an in person component. This meeting format will provide a meaningful opportunity for shareholders of both companies to listen, participate, vote, and ask questions, either in person or virtually.

Q: Will I also be able to listen and participate in the shareholder meeting for Weston?

A: If you are not a Weston shareholder, you will not be able to vote on Weston business and you will not be able to ask questions about those matters being voted upon by Weston shareholders. You may ask general questions relating to Weston during the joint question-and-answer period that will occur following both formal meetings.

If you are a shareholder of the Corporation and also a Weston shareholder, you will be able to listen and participate in the shareholder meeting for Weston, whether attending virtually or in person. If you are attending the meeting in person and wish to vote on the business of both companies, please ensure that you submit a separate ballot in respect of each of the Corporation and Weston, as directed at the meeting. If you are attending the meeting virtually and wish to vote on the business of both companies, please ensure that you log in to the formal portion of the Weston meeting using the control number provided to you in your capacity as a shareholder of Weston, and that you log in to the formal portion of the Corporation's meeting using the control number provided to you in your capacity as a shareholder of the Corporation. If you do not log in to the relevant meeting with the control number provided to you in respect of that company's meeting, your vote will not be counted. Voting at one company's meeting will not revoke any previously-submitted proxy in respect of the other company.

Q: If I am a shareholder of both the Corporation and Weston, can I appoint different proxyholders in respect of the voting for each company?

A: Yes, you are able to appoint a proxyholder in respect of each company, who may either be the same or different for both companies. Please see the "Questions and Answers on the Voting Process" section above for more details on voting by proxy.

GENERAL INFORMATION

Q: How many shares are entitled to be voted?

A: As of March 10, 2025, there were 300,383,165 Common Shares outstanding. Each Common Share is entitled to one vote on each matter to be voted upon at the Meeting.

Q: Who counts the vote?

A: Votes cast in advance by way of proxy and votes cast at the Meeting (in person and through the live web-based platform) will be counted by representatives of Computershare who will be appointed as scrutineers at the Meeting.

Q: Who is soliciting my proxy?

A: Management of the Corporation is soliciting your proxy. Proxies will be solicited primarily by mail, but employees and agents of the Corporation may also use electronic means. Intermediaries will be reimbursed for their reasonable charges and expenses in forwarding proxy materials to non-registered shareholders.

The Corporation will bear the cost of all proxy solicitations on behalf of management of the Corporation.

Q: Can I access the annual disclosure documents electronically?

A: The Corporation's Annual Report, which includes its annual financial statements and notes, this Circular, the Annual Information Form, and the Modern Slavery Act Report are available for review on its website at www.loblaw.ca or under the Corporation's SEDAR+ profile at www.sedarplus.ca.

Q: Who do I contact if I have questions?

A: If you have any questions, you may call Computershare at 1-800-564-6253 for further information.

SHARE CAPITAL AND PRINCIPAL SHAREHOLDER

As of March 10, 2025, the record date for the Meeting, there were 300,383,165 Common Shares issued and outstanding. Weston beneficially owned, directly and indirectly, a total of 158,108,137 Common Shares, representing approximately 52.6% of the then outstanding Common Shares. Weston is controlled by Mr. Galen G. Weston. As of March 10, 2025, Mr. Weston also directly and indirectly owned 473,636 Common Shares, representing approximately 0.16% of the outstanding Common Shares. To the knowledge of the Corporation, no other person beneficially owns, directly or indirectly, or exercises control or direction over, 10% or more of the outstanding Common Shares.

BUSINESS TO BE TRANSACTED AT THE MEETING

The following business will be transacted at the Meeting:

1. **RECEIVE THE FINANCIAL STATEMENTS**

   Management will present the annual audited consolidated financial statements at the Meeting and shareholders or their proxyholders will be given an opportunity to discuss the financial results with management.

2. **ELECTION OF THE BOARD OF DIRECTORS**

   Thirteen director nominees are proposed for election to the board of directors of the Corporation (the “Board”). Shareholders or their proxyholders will vote on the election of the directors.

3. **APPOINTMENT OF THE EXTERNAL AUDITOR**

   The Board, on the advice of its Audit Committee, recommends the re-appointment of PricewaterhouseCoopers LLP as the Corporation’s external auditor. Shareholders or their proxyholders will vote on the re-appointment of the external auditor and the authorization of the Board to fix the external auditor’s remuneration.

4. **VOTING ON THE APPROACH TO EXECUTIVE COMPENSATION**

   Shareholders or their proxyholders will vote on the advisory resolution on the Corporation’s approach to executive compensation, as discussed in more detail under the “Advisory Resolution on Approach to Executive Compensation” section of this Circular.

5. **SHAREHOLDER PROPOSALS**

   Shareholders or their proxyholders will vote on the shareholder proposals set out in Schedule B of this Circular.

RECEIVE THE FINANCIAL STATEMENTS

The Corporation’s audited consolidated financial statements for the year ended December 28, 2024, together with the external auditor’s report thereon and management’s discussion and analysis (the “2024 MD&A”) will be placed before the shareholders at the Meeting. These documents are included in the Corporation’s 2024 Annual Report. Copies of the 2024 Annual Report, in English or French, may be obtained from the Secretary of the Corporation upon request. The 2024 Annual Report in English or French and the Modern Slavery Act Report are also available under the Corporation’s SEDAR+ profile at www.sedarplus.ca or on the Corporation’s website at www.loblaw.ca.

ELECTION OF THE BOARD OF DIRECTORS

The Board has determined that 13 director nominees will be elected at the Meeting. All of the 13 nominees are currently directors of the Corporation and have established their eligibility and willingness to serve on the Board for the next annual term. Management does not believe that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the proxyholder may vote for another nominee at the proxyholder’s discretion. At the Meeting, the nominees will be voted on individually, and in accordance with applicable Canadian securities legislation, the voting results for each nominee will be publicly disclosed. The persons named in the enclosed form of proxy intend to vote for the election of the director nominees. Each director will be elected to hold office until the next annual meeting of shareholders or until such office is earlier vacated.

The director nominee profiles, starting on page 10, tell you about each director nominee’s experience and other important information to consider, including how much equity they own in the Corporation, and any other public company boards they sit on. The director nominees have been selected based on their sound leadership and professional reputation and their collective ability to address the broad range of issues the Board considers when overseeing the Corporation’s business and affairs. As a group, the director nominees complement each other in respect of their respective skills, experiences and diversity of perspectives.

Independence

Eleven of the 13 director nominees are independent. None of these independent director nominees have ever served as an executive of the Corporation or any of its subsidiaries and none of them has a relationship with the Corporation that would interfere with the exercise of their independent judgment.

Skills

Each director nominee has a wealth of experience in leadership, governance and strategic planning and collectively they possess the skills and expertise that enable the Board to carry out its responsibilities. The skills matrix set out below is used to assess the Board's overall strengths and to assist in the Board's ongoing renewal process, which balances the need for experience and knowledge of the Corporation's business with the benefits of board renewal and diversity. Although the director nominees have a breadth of experience in many areas, the skills matrix lists 11 important qualifications determined by the Board and highlights five key skills for each director nominee. The matrix is not intended to be an exhaustive list of each director nominee's skills.

Skills	Bonham	Broader	Clark	Debow	Downe	Fukakusa	Harris	Holt	Kotchka	Qureshi	Raiss	Weston	Wright
Executive Leadership/Strategic Planning	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Financial Expertise / Accounting and Financial Reporting	✓	✓	✓	✓	✓	✓	✓			✓			
Risk Management/Compliance			✓		✓	✓	✓					✓	✓
HR/Compensation			✓		✓				✓		✓	✓	✓
Governance	✓	✓	✓			✓	✓	✓			✓		✓
Environmental and Social							✓		✓				✓
Retail/Consumer/Marketing		✓		✓				✓	✓	✓		✓	
Digital/Technology	✓			✓	✓			✓		✓	✓		
Health & Wellness (Pharmacy & Drug)				✓							✓		
Real Estate						✓						✓	
US Market	✓	✓						✓	✓	✓			

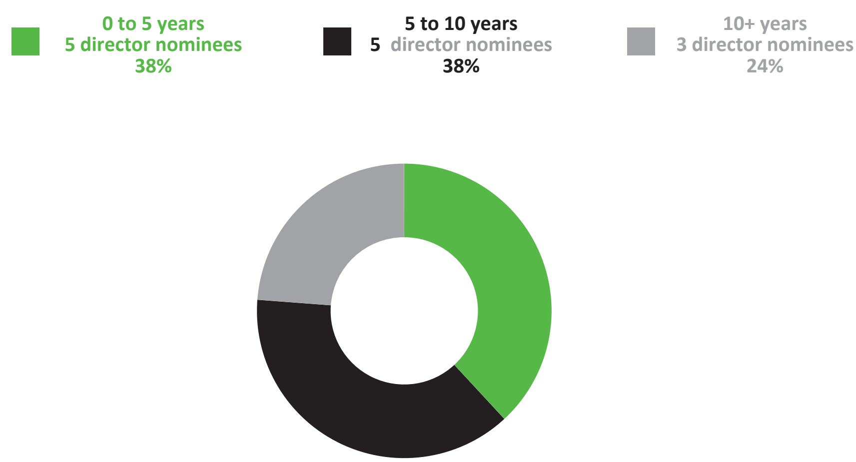
Each director nominee was nominated in large part because of the nominee's key leadership attributes. The director nominees have demonstrated informed judgment, knowledge of important business issues and a commitment to operational excellence. Every director is expected to act ethically and with integrity. Directors must understand the Corporation's strategy and reflect its values and culture. Directors are expected to prepare for and actively participate in Board and committee meetings. They must understand the Corporation's corporate governance policies and practices and comply with the Corporation's Code of Conduct (the "Code").

Tenure and Diversity

The Corporation has a Board Diversity Policy and Director Tenure Guidelines. The Director Tenure Guidelines provide that the Chairman and the Governance, Talent and Compensation Committee (the "Governance Committee") will undertake an assessment of a director's continued participation on the Board upon the director reaching the age of 75, and annually thereafter, or upon a change in the director's principal occupation. The average tenure of the director nominees is 7.2 years. The following diagram shows tenure of the director nominees broken down by the applicable time periods set out below:

Director Nominee Tenure

(By # of individuals and as % of Total Board)



The Board believes that these tenure statistics, and the high calibre of director nominees who are standing for re-election, demonstrate that the Board's renewal process is working effectively.

In February 2025, the Governance Committee approved new diversity representation targets for the Corporation. The Corporation has targets that, by the end of 2028, people who identify as women will continue to comprise at least 40% of the Board's directors and that people who identify as visible minorities will comprise at least 23% of the Board's directors. The Corporation's progress toward its prior targets is as set out below:

Target Group	Number	Percentage	Target as at the End of 2024	Target Met
Director nominees who identify as women	6	46%	40%	Yes
Director nominees who identify as visible minorities	3	23%	25%	No

Further details on the Corporation's Director Tenure Guidelines and Board Diversity Policy can be found on pages 8 and 43, respectively, of this Circular.

Majority Voting

The directors are elected annually by the shareholders. The Corporation has established a Majority Voting Policy. Under the policy, the Governance Committee reviews and considers the voting results for each director nominee after the Meeting. Any nominee proposed for election as a director in an uncontested election who does not receive a majority of votes cast in favor of their election must immediately tender their resignation to the Chairman of the Board. In such circumstances, the Governance Committee will expeditiously consider the director's resignation and (absent exceptional circumstances) make a recommendation to the Board to accept the resignation. The Board will have 90 days from the date of the Meeting to make a final decision and will promptly announce that decision (including, if applicable, the reasons for rejecting the resignation) through a news release. Any such resignation will take effect on acceptance by the Board. Any director who tenders their resignation will not participate in any meeting of the Board or any committee of the Board at which the resignation is considered. This policy applies only to uncontested elections of directors where the number of nominees is equal to the number of directors to be elected.

Voting Results from the 2024 Annual Meeting of Shareholders

In 2024, each director who stood for election at the Annual Meeting of Shareholders received votes in favor from at least 96% of the votes cast. Below are the voting results for the election of directors at the Corporation's Annual Meeting of Shareholders held on May 2, 2024:

Nominee	Votes For (#)	Votes For (%)	Votes Against (#)	Votes Against (%)
Scott B. Bonham	270,299,155	99.92 %	213,363	0.08 %
Shelley G. Broader	270,351,868	99.94 %	160,480	0.06 %
Christie J.B. Clark	267,875,625	99.03 %	2,636,723	0.97 %
Daniel Debow	269,207,746	99.52 %	1,304,771	0.48 %
William A. Downe	260,725,715	96.38 %	9,786,802	3.62 %
Janice Fukakusa	269,353,909	99.57 %	1,158,439	0.43 %
M. Marianne Harris	269,113,694	99.48 %	1,398,653	0.52 %
Kevin Holt	270,355,618	99.94 %	156,900	0.06 %
Claudia Kotchka	269,280,574	99.54 %	1,231,423	0.46 %
Sarah Raiss	269,126,268	99.49 %	1,385,579	0.51 %
Galen G. Weston	266,055,517	98.35 %	4,456,498	1.65 %
Cornell Wright	269,160,129	99.50 %	1,351,889	0.50 %

Director Interlock and Commitments Policy

The Board has established a Director Interlock and Commitments Policy with the aim of ensuring that interlocking director relationships will not adversely affect the relevant directors' independent judgment and that directors have sufficient capacity to dedicate to their duties as a director. The Board determines that a prohibited interlock occurs when more than two Board members serve together on the board of another public entity. The Director Interlock and Commitments Policy prohibits such an interlock unless otherwise approved by the Governance Committee. The Governance Committee reviews each interlock and determines if the interlock adversely affects the ability of the relevant directors to exercise their independent judgment.

The Director Interlock and Commitments Policy also prohibits directors from serving on the board of directors or trustees of more than four publicly traded entities, including the Corporation, unless otherwise approved by the Governance Committee The policy does not apply to the Chairman of the Board or any management directors. There are currently no prohibited interlocks among the directors.

Director Profiles

The following is a summary of relevant biographical and compensation information of each director nominee including a description of the nominee's background and experience, year first elected or appointed as a director, age, meeting attendance, other boards on which the nominee sits, public board interlocks with other director nominees, and director fees received. "Director Fees Received" includes compensation received as a director of the Corporation and its subsidiaries. The equity holdings of each director nominee of the Corporation as of March 10, 2025 and March 11, 2024, respectively, consisting of Common Shares and Deferred Share Units ("DSUs") are also indicated. "Total Market Value of Common Shares and DSUs" for non-management directors is calculated for 2024 based on the closing price of the Common Shares on the Toronto Stock Exchange ("TSX") on March 10, 2025, which was $192.84, and for 2023 based on the closing price of the Common Shares on the TSX on March 11, 2024, which was $149.46.

The Corporation's representatives named in the accompanying form of proxy intend to vote **FOR** the nominees listed below:

Scott B. Bonham
Atherton, California, United States

Age 63

Loblaw Board Details:
Director since 2016
Independent

Mr. Bonham is a corporate director and a Co-Founder of Intentional Capital Corp., a real estate asset management company, former Co-Founder of GGV Capital, a venture capital firm, and a former Vice President of Capital Group Companies.

Mr. Bonham holds a B.Sc. (Honours) in electrical engineering from Queen's University and an M.B.A. from Harvard Graduate School of Business.

In addition to his public board memberships listed below, Mr. Bonham is a board member of the Canadian Institute for Advanced Research and the DenmarkBridge, an initiative connecting Danish companies to Silicon Valley.

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received	
		#	%	Year	Amount
Board	9/9	18/18	100%	2024	$260,000
Audit Committee	5/5			2023	$260,000
Risk and Compliance Committee	4/4				

EQUITY OWNERSHIP Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
2024	—	24,846	24,846	$4,791,303	$960,000	Yes
2023	—	23,018	23,018	$3,440,270		

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks: Directors	Public Board Interlocks: Boards
The Bank of Nova Scotia(1)	2016 to present	—	—
TC Energy	2024 to present		
PAST PUBLIC BOARD MEMBERSHIPS (LAST FIVE YEARS)			
Magna International Inc.	2012 to 2021		

(1) Mr. Bonham is not standing for re-election and therefore will cease being a member of the board of directors of The Bank of Nova Scotia effective April 8, 2025.

Shelley G. Broader
Naples, Florida, United States

Age 60

Loblaw Board Details:
Director since 2022
Independent

Ms. Broader, a corporate director, is the former President and Chief Executive Officer of Chicos FAS, Inc. Prior to her role at Chicos, Ms. Broader held various executive positions at Walmart Inc., including President and Chief Executive Officer of Walmart EMEA Ltd. and Walmart Canada. Ms. Broader is also former President and Chief Operating Officer of The Michaels Companies, Inc.

Ms. Broader holds a B.A. (Communications) from Washington State University.

In addition to her public board membership listed below, Ms. Broader serves as a director of IFCO Systems US LLC and sits on the U.S. Advisory Board of Amoobi SA. Ms. Broader was formerly a director of Walmart Canada Corporation, Walmart Mexico and Raymond James Financial, Inc.

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received	
Board	9/9	#	%	Year	Amount
Audit Committee	5/5	18/18	100%	2024	$260,000
Risk and Compliance Committee	4/4			2023	$260,000
Patient Care and Quality Committee (as of 2025)	n/a				

EQUITY OWNERSHIP Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy[(1)]
2024	—	4,094	4,094	$789,487	$960,000	Yes
2023	—	2,508	2,508	$374,846		

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks: Directors	Boards
Inspire Medical Systems Inc.	2020 to present	—	—
PAST PUBLIC BOARD MEMBERSHIPS (LAST FIVE YEARS)			
Dutch Bros Inc.	2021 to 2023		

(1) Ms. Broader has until November 2027 to satisfy her ownership target under the Director Share Ownership Policy. Please see the section "Director Share Ownership Policy" starting on page 17 for more details.

Christie J.B. Clark, F.C.P.A., F.C.A.
Toronto, Ontario, Canada

Age 71

Loblaw Board Details:
Director since 2011
Independent

Mr. Clark, a corporate director, previously held a variety of positions at PwC including that of Chief Executive Officer from 2005 to 2011. Prior to being elected as Chief Executive Officer, Mr. Clark was a National Managing Partner and a member of the firm's Executive Committee from 2001 to 2005.

Mr. Clark graduated from Queen's University with a B.Comm. and the University of Toronto with an M.B.A. He is a Fellow Chartered Accountant and a Fellow Chartered Professional Accountant.

In addition to his public board memberships listed below, Mr. Clark is a member of the boards of the Canadian Olympic Committee, the Canadian Olympic Foundation, Own The Podium, the Sunnybrook Foundation and an emeritus member of the Advisory Council of The Stephen J.R. Smith School of Business at Queen's University.

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received	
Board	9/9	#	%	Year	Amount
Audit Committee (Chair)	5/5	22/22	100%	2024	$293,000
Pension Committee	4/4			2023	$294,500
Risk and Compliance Committee	4/4				

EQUITY OWNERSHIP Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
2024	14,313	15,834	30,147	$5,813,547	$960,000	Yes
2023	16,743	14,782	31,525	$4,711,727		

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks: Directors	Boards
Air Canada	2013 to present	—	—
AtkinsRéalis Canada Inc. (formerly SNC-Lavalin Group Inc.)	2020 to present		
PAST PUBLIC BOARD MEMBERSHIPS (LAST FIVE YEARS)			
Choice Properties Real Estate Investment Trust	2013 to 2023		

Daniel Debow
Toronto, Ontario, Canada

Age 51

Loblaw Board Details:
Director since 2020
Independent

Mr. Debow is a corporate director. Mr. Debow was formerly the Vice President, Partnerships at Shopify, founder and former Chief Executive Officer of Helpful.com, a video messenger platform for professionals, the co-founder and former Co-Chief Executive Officer of Rypple, a social performance management platform, and a founding team member of Workbrain, a publicly traded workforce management software company.

Mr. Debow holds a B.A. from the University of Western Ontario. He received a J.D./M.B.A. from the University of Toronto, Faculty of Law and Rotman School of Management and an L.L.M. from Stanford Law School.

Mr. Debow is a founding partner of the Creative Destruction Lab at the Rotman School of Management and was previously an adjunct professor at the Faculty of Law at the University of Toronto.

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received	
		#	%	Year	Amount
Board	9/9	17/17	100%	2024	$260,000
Governance Committee	4/4			2023	$260,000
Risk and Compliance Committee	4/4				

EQUITY OWNERSHIP Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
2024	—	11,449	11,449	$2,207,825	$960,000	Yes
2023	—	9,777	9,777	$1,461,270		

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks: Directors	Public Board Interlocks: Boards
—	—	—	—
PAST PUBLIC BOARD MEMBERSHIPS (LAST FIVE YEARS)			
—	—		

William A. Downe, C.M.
Winnetka, Illinois, United States

Age 72

Loblaw Board Details:
Independent Lead Director
Director since 2018
Independent

Mr. Downe, a corporate director, is the former Chief Executive Officer of BMO Financial Group from 2007 to 2017, prior to which he was Chief Operating Officer and, from 2001 to 2005, the head of BMO Capital Markets. He also served on the boards of the Bank of Montreal and its subsidiaries, BMO Nesbitt Burns Holding Corporation and BMO Financial Corp.

Mr. Downe holds a Bachelor of Business Administration degree from Wilfrid Laurier University, an M.B.A. from the University of Toronto and has been awarded honorary doctorates from Wilfrid Laurier University, the University of Windsor, Cape Breton University and the University of Toronto.

In addition to his public board membership listed below, Mr. Downe serves as the Chairman of Rush University System for Health, and the Chair of the Social and Economic Policy Advisory Board at Rand Corporation. Mr. Downe has served as a board member to public and non-profit organizations including Trans Mountain Corporation (Chair), Manpower Group (Lead Independent Director), the Business Council of Canada, the International Monetary Conference, the Federal Reserve Board's Federal Advisory Council, Catalyst Inc., the Martin Prosperity Institute at the University of Toronto and St. Michael's Hospital.

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received	
		#	%	Year	Amount
Board	9/9	13/13	100%	2024	$328,000
Governance Committee (Chair)	4/4			2023	$329,500

EQUITY OWNERSHIP Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
2024	25,000	23,641	48,641	$9,379,930	$960,000	Yes
2023	25,000	21,425	46,425	$6,938,681		

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks: Directors	Public Board Interlocks: Boards
—	—	—	—
PAST PUBLIC BOARD MEMBERSHIPS (LAST FIVE YEARS)			
Manpower Group Inc.	2011 to 2024		

Janice Fukakusa, C.M., F.C.P.A., F.C.A.
Toronto, Ontario, Canada

Age 70

Loblaw Board Details:
Director since 2019
Independent

Ms. Fukakusa, a corporate director, is the former Chief Financial Officer and Chief Administrative Officer of Royal Bank of Canada, positions which she held separately from September 2004 through to January 2017.

Ms. Fukakusa holds the professional designations of Fellow Chartered Professional Accountant (FCPA and CPA) and Chartered Business Valuator. She obtained a Bachelor of Arts from University of Toronto and a Master of Business Administration from Schulich School of Business and holds an Honorary Doctorate of Laws from York University and Toronto Metropolitan University. Ms. Fukakusa is a Member of the Order of Canada.

Ms. Fukakusa was previously the Chancellor of Toronto Metropolitan University.

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received	
		#	%	Year	Amount
Board	9/9	18/18	100 %	2024	$280,000
Audit Committee	5/5			2023	$280,000
Risk and Compliance (Chair)	4/4				

EQUITY OWNERSHIP Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
2024	2,900	15,461	18,361	$3,540,735	$960,000	Yes
2023	2,900	13,624	16,524	$2,469,677		

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks: Directors	Public Board Interlocks: Boards
Cineplex Inc.	2017 to present	—	—
Brookfield Corporation (formerly Brookfield Asset Management Inc.)	2020 to present		
RioCan REIT	2021 to present		
PAST PUBLIC BOARD MEMBERSHIPS (LAST FIVE YEARS)			
—	—		

M. Marianne Harris
Toronto, Ontario, Canada

Age 67

Loblaw Board Details:
Director since 2016
Independent

Ms. Harris is a corporate director. In addition to her directorships of the public companies listed below, Ms. Harris is a director of the Public Sector Pension Investment Board, a Crown Corporation. Prior to 2013, she was the Managing Director and President of Corporate and Investment Banking for Merrill Lynch Canada Inc. ("Merrill Lynch") and Head of Financial Institutions Group Americas, Merrill Lynch Pierce Fenner & Smith. Prior to Merrill Lynch, she held various investment banking positions with RBC Capital Markets from 1984 to 2000.

Ms. Harris holds an M.B.A. from the Schulich School of Business, a J.D. (Juris Doctor) degree from Osgoode Hall Law School and a B.Sc. (Honours) from Queen's University.

Ms. Harris is also a director of President's Choice Bank and a member of the Dean's Advisory Council at the Schulich School of Business. Ms. Harris is a former Chair of the board of the Investment Industry Regulatory Organization of Canada (IIROC).

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received(1)	
		#	%	Year	Amount
Board	9/9	22/22	100%	2024	$355,000
Audit Committee	5/5			2023	$340,000
Governance Committee	4/4				
Pension Committee	4/4				

EQUITY OWNERSHIP Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
2024	2,345	27,033	29,378	$5,665,254	$960,000	Yes
2023	2,345	25,121	27,466	$4,105,068		

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks(2): Directors	Public Board Interlocks(2): Boards
Sun Life Financial Inc.	2013 to present	Cornell Wright	George Weston Limited
George Weston Limited	2021 to present	Galen G. Weston	George Weston Limited
PAST PUBLIC BOARD MEMBERSHIPS (LAST FIVE YEARS)			
—	—		

(1) Includes fees of $85,000 in 2024 and $70,000 in 2023 received by Ms. Harris as a director of President's Choice Bank. Ms. Harris also received $260,000 in 2024 and $260,000 in 2023 as a director of Weston.

(2) The Director Interlock and Commitments Policy does not apply to Mr. Weston. Please see page 9 for details on the Director Interlock and Commitments Policy.

Kevin Holt
Holland, Michigan, United States

Age 66

Loblaw Board Details:
Director Since 2023
Independent

Mr. Holt is the former Chief Executive Officer of Ahold Delhaize USA. He previously served as Chief Operating Officer of Ahold USA, Chief Operating Officer of Delhaize America, Executive Vice President of Delhaize Group, Chief Executive Officer of Delhaize America and in executive roles at Supervalu Inc., Sears Holdings Corporation and Meijer, Inc.

Mr. Holt holds a B.Sc. (Business Economics) from Ferris State University.

Mr. Holt previously served on the boards of Ahold Delhaize USA Inc. and Ahold Delhaize NV. Mr. Holt also served as a director of Food Marketing Institute.

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received	
		#	%	Year	Amount
Board	9/9	18/18	100%	2024	$260,000
Audit Committee	5/5			2023	$165,100
Risk and Compliance Committee	4/4				

EQUITY OWNERSHIP Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs[1]	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
2024	—	2,949	2,949	$568,685	$960,000	Yes
2023	—	1,376	1,376	$205,657		

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks	
		Directors	Boards
VusionGroup	2024 to present	—	—
PAST PUBLIC BOARD MEMBERSHIPS (LAST FIVE YEARS)			
Ahold Delhaize USA Inc.	2018 to 2023		

(1) Mr. Holt has until May 2028 to satisfy his ownership target under the Director Share Ownership Policy. Please see the section "Director Share Ownership Policy" starting on page 17 for more details.

Claudia Kotchka
Los Angeles, California, United States

Age 73

Loblaw Board Details:
Director since 2016
Independent

Ms. Kotchka, a corporate director, is former Vice President, Design Innovation and Strategy at Procter & Gamble.

Ms. Kotchka obtained a B.B.A., Cum Laude, from Ohio University and is a Certified Public Accountant.

Ms. Kotchka is the Vice Chair of the board of the American Red Cross, Los Angeles Region and is the Chair of the Mission Committee. She also serves on the board of the International Women's Forum, Southern California. Ms. Kotchka is a former board member of the American Red Cross, Greater Miami and the Keys, and is a former Trustee of the Cooper Hewitt Smithsonian Design Museum. Ms. Kotchka is a member of International Women's Forum and of The Institute of Corporate Directors. She is also a regular guest lecturer on innovation at Stanford University.

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received	
		#	%	Year	Amount
Board	9/9	17/17	100 %	2024	$260,000
Governance Committee	4/4			2023	$260,000
Risk and Compliance Committee	4/4				

EQUITY OWNERSHIP Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
2024	—	26,219	26,219	$5,056,072	$960,000	Yes
2023	—	24,376	24,376	$3,643,237		

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks	
		Directors	Boards
—	—	—	—
PAST PUBLIC BOARD MEMBERSHIPS (LAST FIVE YEARS)			
—	—		

Rima Qureshi
St. James, Barbados

Age 60

Loblaw Board Details:
Director since 2024
Independent

Ms. Qureshi is the former Chief Strategy Officer at Verizon. She previously served at Ericsson as CEO North America, Chief Strategy Officer in Sweden and Head of the CDMA (Code-Division Multiple Access) Business Unit in Canada.

Ms. Qureshi has an MBA in International Business and a BCom. in Information Systems, both from McGill University.

Ms. Qureshi serves on the board of Mastercard Inc. and BT Group and previously served on the boards of Great West Life, Wolters Kluwer, GSMA - Telecommunications Industry Association and Verizon Foundation.

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received	
		#	%	Year	Amount
Board	4/4	4/4	100 %	2024	$99,600
Audit Committee	—				
Patient Care and Quality Committee (as of 2025)	n/a				

EQUITY OWNERSHIP Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs(1)	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
2024	—	537	537	$103,555	$960,000	Yes

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks Directors	Boards
Mastercard	2011 to present	—	—
BT Group	2025 to present		
PAST PUBLIC BOARD MEMBERSHIPS (LAST FIVE YEARS)			
—	—		

(1) Ms. Qureshi has until July 2029 to satisfy her ownership target under the Director Share Ownership Policy. Please see the section "Director Share Ownership Policy" starting on page 17 for more details.

Sarah Raiss
Calgary, Alberta, Canada

Age 67

Loblaw Board Details:
Director since 2014
Independent

Ms. Raiss, a corporate director, formerly held senior positions at TransCanada Corporation, including Executive Vice President of Corporate Services.

Ms. Raiss has a B.S. in Applied Math and an M.B.A. from the University of Michigan. She is also a Fellow of the Institute of Corporate Directors.

Ms. Raiss served as the former Chair of the board of directors of the Alberta Electric System Operator. Ms. Raiss was named to the 2015 National Association of Corporate Directors ("NACD") 'Directorship 100' and is also a Board Leadership Fellow of the NACD.

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received	
		#	%	Year	Amount
Board	9/9	17/17	100%	2024	$265,000
Governance Committee	4/4			2023	$265,000
Pension Committee (Chair)	4/4				
Patient Care and Quality Committee (as of 2025)	n/a				

EQUITY OWNERSHIP Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
2024	907	49,866	50,773	$9,791,065	$960,000	Yes
2023	907	48,669	49,576	$7,409,629		

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks Directors	Boards
Commercial Metals Company	2011 to present	—	—
RB Global, Inc. (formerly Ritchie Bros. Auctioneers Incorporated)	2016 to present		
PAST PUBLIC BOARD MEMBERSHIPS (LAST FIVE YEARS)			
—	—		

Galen G. Weston
Toronto, Ontario, Canada

Age 52

Loblaw Board Details:
Director since 2006
Non-Independent

Mr. Weston is Chairman and former President of the Corporation and Chairman and Chief Executive Officer of George Weston Limited. He previously held several senior executive positions with the Corporation and its subsidiaries. Prior to joining the Corporation, he was an investment banking analyst for Salomon Brothers in the U.K.

Mr. Weston graduated from Harvard University with a B.A. and from Columbia University with an M.B.A.

Mr. Weston is Chairman of President's Choice Bank, Chairman of Wittington Investments, Limited ("Wittington"), President of the Weston Family Foundation, and a member of the boards of Consumers Forum, Sunnybrook Health Sciences Centre and the Business Council of Canada. Mr. Weston is a former Chair and former trustee of Choice Properties Real Estate Investment Trust ("Choice Properties").

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received(1)	
Board	9/9	#	%	Year	Amount
		9/9	100%	2024	$750,000
				2023	$135,000

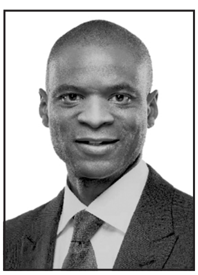
EQUITY OWNERSHIP				
Year	Common Shares	DSUs	Total Common Shares and DSUs	
2024	473,636	—	473,636	In 2024 and 2023, the value of Mr. Weston's eligible holdings were $18,367,256,071(2) and $14,278,038,354, respectively. Mr. Weston satisfies the Share Ownership Policy.
2023	473,636	—	473,636	

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks(3)	
		Directors	Boards
George Weston Limited	2016 to present	M. Marianne Harris	George Weston Limited
PAST PUBLIC BOARD MEMBERSHIPS (LAST FIVE YEARS)		Cornell Wright	George Weston Limited
Choice Properties Real Estate Investment Trust	2019 to 2021		

(1) *Effective as of November 1, 2023, Mr. Weston receives a fee for his role as Board Chair. The Board Chair does not receive a separate Board retainer.*

(2) *Mr. Weston held (i) Weston common shares, deferred share units, and vested in-the-money stock options with an aggregate value of $18,236,224,393 based on the March 10, 2025 closing price of Weston common shares on the TSX of $237.51 and (ii) Loblaw common shares and vested in-the-money stock options with an aggregate value of $131,031,678, based on the March 10, 2025 closing price of Loblaw common shares on the TSX of $192.84.*

(3) *The Director Interlock and Commitments Policy does not apply to Mr. Weston. Please see page 9 for details on the Director Interlock and Commitments Policy.*



Cornell Wright
Toronto, Ontario, Canada

Age 51

Loblaw Board Details:
Director since 2022
Non-Independent

Mr. Wright is President and a Director of Wittington. Mr. Wright joined Wittington in 2021 following a 20-year career at the law firm of Torys LLP, where he was a leading corporate lawyer. Mr. Wright served as Chair of the firm's Corporate practice and was formerly the co-head of the firm's M&A practice. Mr. Wright has a broad range of experience in complex transactional, securities, private equity, regulatory, governance and compliance matters. Mr. Wright is a Fellow of The American College of Governance Counsel.

In addition to his public board memberships listed below, Mr. Wright is a Trustee of University Health Network and a member of the Dean's Advisory Board at the University of Toronto's Rotman School of Management. He is the past Chair of the Board of Directors of the National Ballet of Canada.

Mr. Wright holds J.D. and M.B.A. degrees from the University of Toronto and a B.A. from McGill University.

BOARD/COMMITTEE MEMBERSHIP	Attendance	Attendance Total		Director Fees Received(1)	
Board	9/9	#	%	Year	Amount
Risk and Compliance Committee	4/4	13/13	100%	2024	$250,000
Patient Care and Quality Committee (as of 2025)	n/a			2023	$250,000

EQUITY OWNERSHIP						
Year	Common Shares	DSUs	Total Common Shares and DSUs	Total Market Value of Common Shares and DSUs	Minimum Equity Ownership	In Progress or Satisfies Share Ownership Policy
2024	315	5,067	5,382	$1,037,865	$960,000	Yes
2023	315	3,529	3,844	$574,524		

CURRENT PUBLIC BOARD MEMBERSHIPS		Public Board Interlocks(2)	
		Directors	Boards
BCE, Inc.	2021 to present	M. Marianne Harris	George Weston Limited
Choice Properties Real Estate Investment Trust	2021 to present	Galen G. Weston	George Weston Limited
George Weston Limited	2021 to present		
PAST PUBLIC BOARD MEMBERSHIPS (LAST FIVE YEARS)			
—	—		

(1) *Mr. Wright also received $145,000 in 2024 and $135,000 in 2023 as a trustee of Choice Properties, an affiliate of the Corporation, and $240,000 in 2024 and $240,000 in 2023 as a director of Weston.*

(2) *The Director Interlock and Commitments Policy does not apply to Mr. Weston. Please see page 9 for details on the Director Interlock and Commitments Policy.*

Meeting Attendance

The following table provides a summary of each director's attendance at Board and committee meetings in 2024:

Name	Board (9 meetings)	Audit Committee (5 meetings)	Governance Committee (4 meetings)	Risk and Compliance Committee (4 meetings)	Pension Committee (4 meetings)	Overall Attendance (#)	Overall Attendance (%)
Scott B. Bonham	9/9	5/5	—	4/4	—	18/18	100%
Shelley G. Broader	9/9	5/5	—	4/4	—	18/18	100%
Christie J.B. Clark	9/9	5/5	—	4/4	4/4	22/22	100%
Daniel Debow	9/9	—	4/4	4/4	—	17/17	100%
William A. Downe	9/9	—	4/4	—	—	13/13	100%
Janice Fukakusa	9/9	5/5	—	4/4	—	18/18	100%
M. Marianne Harris	9/9	5/5	4/4	—	4/4	22/22	100%
Kevin Holt	9/9	5/5	—	4/4	—	18/18	100%
Claudia Kotchka	9/9	—	4/4	4/4	—	17/17	100%
Rima Qureshi	4/4	—	—	—	—	4/4	100%
Sarah Raiss	9/9	—	4/4	—	4/4	17/17	100%
Galen G. Weston	9/9	—	—	—	—	9/9	100%
Cornell Wright	9/9	—	—	4/4	—	13/13	100%
Total	**100%**	**100%**	**100%**	**100%**	**100%**		**100%**

DIRECTOR COMPENSATION

The Corporation's director compensation program is structured to compensate directors appropriately for their time, commitment and responsibility as Board members and to remain competitive with director compensation practices in Canada. The program is designed to attract and retain committed and qualified directors and to align their compensation with the long-term interests of the shareholders. To achieve these objectives, directors are required to take 100% of their board retainer and committee fees in DSUs until they satisfy the Director Share Ownership Policy, after which a director is expected to take 50% of all fees in DSUs (increased to 60% in 2025, see "Director Compensation Review and Changes for 2025" on page 18 for additional details). The Chairman is not required to take any portion of fees in DSUs. Directors who are employees of the Corporation receive no additional compensation for serving as directors.

Director Deferred Share Unit Plan

A DSU is a right to receive an amount from the Corporation equal to the value of one Common Share. The number of DSUs awarded to a director is equal to the value of the compensation that the director elects or is required to receive in the form of DSUs divided by the volume-weighted average trading price of a Common Share on the TSX for the five trading days prior to the date of the award. DSUs are not paid out until the director ceases to serve on the Board and ceases to hold any position with the Corporation and any company related to the Corporation, thereby providing an equity stake in the Corporation throughout the director's term as a Board member. Dividend equivalents, in the form of additional DSUs that are equal in value to dividends paid on Common Shares, are credited to the director's account on each dividend payment date based on the number of DSUs in the account as of the dividend record date. Following cessation of service with the Corporation and its related entities, payment of DSUs is made in Common Shares purchased on the open market. A Canadian director may elect to defer payment until December 15th of the calendar year following the year in which the director ceases to hold any position with the Corporation and any of its related entities. DSUs do not entitle the director to any voting or other shareholder rights.

Director Share Ownership Policy

The Corporation believes that it is important that directors demonstrate their commitment to the Corporation through share ownership. In that regard, the Corporation has established a Director Share Ownership Policy for non-management directors. Under this Policy, non-management directors are required to hold Common Shares or DSUs with a value of not less than four times the amount of the director's annual retainer. Based on this multiple of the annual retainer, the ownership requirement in 2024 was $960,000. For purposes of this Policy, securities are valued at their market value and directors are required to meet the required level of share ownership within five years of initially being elected or appointed to the Board. To the extent the directors receive an increase in their annual retainer, they have a five-year period from the date of the increase to attain the incremental ownership requirement. Directors elected or appointed to the Board who, at the time of election or appointment, were directors or trustees of either Weston and/or Choice Properties are permitted under the Policy to count their then holdings in Weston and/or Choice Properties towards their target ownership, provided that any such holdings were eligible for inclusion toward the individual's previous ownership requirement at Weston and/or Choice Properties. All directors either meet the required level of share ownership or are in the process of accumulating securities as required under the Policy. For the status of each director nominee under the Policy, see their profiles commencing on page 10 of this Circular. Management directors are not subject to the Policy but instead must satisfy the Executive Share Ownership Policy described on page 71.

2024 Director Compensation Amounts

A summary of the 2024 director compensation amounts is set out below:

Type of Fee	Amount ($)
Annual Fees	
Total Board Retainer	240,000
Chair and Committee Fees	
Board Chair	750,000 (1)
Independent Lead Director	50,000
Audit Committee Chair	30,000 (2)
Governance Committee Chair	30,000 (2)
Risk and Compliance Committee Chair	30,000 (2)
Pension Committee Chair	15,000 (2)
Member of Board committee	10,000

(1) The Board Chair does not receive a separate Board retainer.

(2) Includes fees received as a Committee member.

2024 Director Compensation Table

The following table sets out the compensation elements and total compensation earned by each non-management director in 2024 and the manner in which the compensation was paid:

	Fees Breakdown						Allocation of Total Director Fees		
Name	Board Retainer (1) ($)	Board/ Committee Chair Retainer ($)	Committee Member Retainer ($)	Total Director Fees Earned ($)	All Other Compensation ($)	Total Compensation ($)	Cash ($)	DSUs (2) ($)	Allocation of Fees between Cash and DSUs (%)
Scott B. Bonham	240,000	—	20,000	260,000	—	260,000	—	260,000	100% DSUs
Shelley G. Broader	240,000	—	20,000	260,000	—	260,000	—	260,000	100% DSUs
Christie J.B. Clark	240,000	30,000	23,000 (3)	293,000	—	293,000	146,500	146,500	50% DSUs
Daniel Debow	240,000	—	20,000	260,000	—	260,000	—	260,000	100% DSUs
William A. Downe	240,000	85,000 (4)	3,000 (3)	328,000	—	328,000	—	328,000	100% DSUs
Janice Fukakusa	240,000	30,000	10,000	280,000	—	280,000	—	280,000	100% DSUs
M. Marianne Harris	240,000	—	30,000	270,000	85,000 (5)	355,000	—	270,000	100% DSUs
Kevin Holt	240,000	—	20,000	260,000	—	260,000	—	260,000	100% DSUs
Claudia Kotchka	240,000	—	20,000	260,000	—	260,000	—	260,000	100% DSUs
Rima Qureshi(6)	99,600	—	—	99,600	—	99,600	—	99,600	100% DSUs
Sarah Raiss(7)	240,000	15,000	10,000	265,000	—	265,000	165,625	99,375	38% DSUs
Galen G. Weston	—	750,000	—	750,000	—	750,000	750,000	—	—
Cornell Wright	240,000	—	10,000	250,000	—	250,000	—	250,000	100% DSUs
Total ($)	**2,739,600**	**910,000**	**186,000**	**3,835,600**	**85,000**	**3,920,600**	**1,062,125**	**2,773,475**	

(1) Directors are expected to take 100% of their board retainer and committee fees in DSUs until they satisfy the Director Share Ownership Policy, after which they are expected to take 50% of their fees in DSUs. The Chairman is not required to take any portion of fees in DSUs.

(2) In accordance with the DSU Plan, amounts reflect the grant date fair value of DSUs based on the volume-weighted average trading price of the Common Shares on the TSX for the five trading days prior to the date of the grant. As well, additional DSUs are accumulated based on notional equivalents of dividends paid on Common Shares throughout the year. These notional equivalents of dividends are not included in the table.

(3) Includes fees received for attendance at meetings of another Board committee.

(4) Includes Independent Lead Director fee and fees received for chairing meetings of another Board committee.

(5) Includes the fees that the director received, in cash, for the director's role as a director of President's Choice Bank, a subsidiary of the Corporation.

(6) Ms. Qureshi was elected to the Board effective July 24, 2024 and was appointed to the Audit Committee and Patient Care and Quality Committee effective January 1, 2025.

(7) Given the market value of Ms. Raiss' Common Shares and DSUs, she elected to receive 100% of her fees in cash as of October 6, 2024.

Director Compensation Review and Changes for 2025

The Board, through the Governance Committee, is responsible for reviewing and approving any changes to the directors' compensation arrangements. In 2024, the Governance Committee engaged Meridian Compensation Partners ("Meridian") to review the compensation paid to the Corporation's non-management directors. Meridian completed a comprehensive review of the Board's compensation practices relative to the comparator group of 32 companies used to benchmark executive compensation. The comparator group is set out below. As part of this review, Meridian analyzed: (i) the amount of the base retainer; (ii) committee and chair fees; (iii) the lead director fee; and (iv) minimum share ownership requirements.

Comparator Group of 32 of the Corporation's Peers[1]

Albertsons Companies, Inc.	Empire Company, Limited	Saputo Inc.
Alimentation Couche-Tard Inc.	Enbridge Inc.	Suncor Energy Inc.
BCE Inc.	Imperial Oil Limited	Sysco Corporation
Best Buy Co., Inc.	Lowe's Companies, Inc.	Target Corporation
Brookfield Corporation	Metro Inc.	TELUS Corporation
Canadian Natural Resources Limited	Nutrien Ltd.	The Home Depot, Inc.
Canadian Tire Corporation, Limited	Parkland Corporation	The Kroger Co.
Cenovus Energy Inc.	Performance Food Group Company	The TJX Companies, Inc.
Costco Wholesale Corporation	Power Corporation of Canada	US Foods Holding Corp.
Dollar General Corporation	Publix Super Markets, Inc.	Walgreens Boots Alliance, Inc.
Dollar Tree, Inc.	Rogers Communications Inc.	

(1) The comparator group for director compensation excludes Rite Aid Corporation as it was restructured in September 2024 as a private company.

Following the review, Meridian determined that director compensation was below the market median. As a result of this finding, the Board, on the recommendation of the Governance Committee, approved an increase to the annual base retainer to approximately the median compensation of the comparator group, an increase from $240,000 to $290,000 effective January 1, 2025.

Non-management directors are expected to hold Common Shares or DSUs with a value of not less than four times the amount of the directors' annual retainer. Based on this multiple of base retainer, the Director Share Ownership Policy was amended to increase the ownership requirement from $960,000 to $1,160,000 in 2025 and that, once such requirement is satisfied, directors are expected to receive 60% of all fees in DSUs (increased from 50% of all fees). No changes were made to the Lead Director fee. The Board approved the Committee Chair fee for the newly established Patient Care and Quality Committee, but otherwise no changes were made to the other Committee Chair or Member fees.

A summary of the 2025 director compensation amounts reflecting the changes is set out below:

Type of Fee	Amount ($)
Annual Fees	
Total Board Retainer	290,000
Chair and Committee Fees	
Lead Director	50,000
Audit Committee Chair	30,000 [1]
Governance Committee Chair	30,000 [1]
Risk and Compliance Committee Chair	30,000 [1]
Patient Care and Quality Committee Chair	30,000 [1]
Member of Board Committee	10,000

(1) Includes fees received as a Committee member.

Outstanding Share-Based Awards

The following table sets forth the value of all share-based awards granted by the Corporation to non-management directors that were outstanding as at January 2, 2025:

Name of Participant	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested ($)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed [(1)] ($)
Scott B. Bonham	—	—	4,726,206
Shelley G. Broader	—	—	778,761
Christie J.B. Clark	—	—	3,011,943
Daniel Debow	—	—	2,177,829
William A. Downe	—	—	4,496,991
Janice Fukakusa	—	—	2,940,991
M. Marianne Harris	—	—	5,142,217
Kevin Holt	—	—	560,959
Claudia Kotchka	—	—	4,987,378
Rima Qureshi	—	—	102,148
Sarah Raiss	—	—	9,485,511
Cornell Wright	—	—	963,845

(1) The value of the outstanding DSUs, which are considered to be vested share-based awards, held by the directors is based on the closing price of the Common Shares on the TSX on January 2, 2025, which was $190.22, multiplied by the number of outstanding DSUs. The values also include additional DSUs which were accumulated based on notional equivalents of dividends paid on Common Shares.

APPOINTMENT OF THE EXTERNAL AUDITOR

Appointment of the External Auditor

The Board, on the recommendation of the Audit Committee, recommends that PwC be re-appointed as the external auditor of the Corporation to hold office until the next annual meeting of shareholders of the Corporation and that the directors be authorized to fix PwC's remuneration. PwC was first appointed auditor of the Corporation at the Corporation's Annual Meeting of Shareholders held on May 5, 2022. In support of its recommendation, the Audit Committee assessed the independence, qualifications, audit quality and performance of PwC, determining that PwC was able to meet the future needs of the Corporation. The assessment included a review of the audit plan submitted, risk areas identified, the nature of PwC's audit findings, and the quality and candour of PwC's communications with the Audit Committee and management. The Audit Committee also met with the lead audit engagement partner as well as the chief executive officer of PwC to discuss its performance and audit plan. The persons named in the accompanying form of proxy intend to vote FOR the re-appointment of PwC as the Corporation's external auditor until the next annual meeting of shareholders.

External Audit and Other Service Fees

The Audit Committee oversees the fees paid to the independent external auditor for audit and non-audit services. Fees relating to the fiscal years 2024 and 2023 were as follows:

Fee Type	2024 ($000's)	2023 ($000's)
Audit fees[(1)]	7,579	7,359
Audit-related fees[(2)]	1,167	1,088
Tax-related fees[(3)]	1,556	26
All other fees[(4)]	2,166	2,182
Total Fees	**$12,468**	**$10,655**

(1) Audit fees include fees for services related to the audit of the Corporation's consolidated financial statements, including its subsidiaries. Audit fees also include fees for services related to the review of quarterly reports, the interpretation of accounting and financial reporting standards and auditor involvement with regulatory filings. The Company was also billed an extra $24,000 for work completed in 2023, which was subsequently added to the 2023 audit fees and overall total.

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

(3) Tax-related fees include fees for tax compliance services. The Corporation was also billed $1,500,000 in 2024 for work performed in 2021, prior to PwC becoming the Corporation's external auditor.

(4) All other fees include permissible advisory and support services for ongoing project work.

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

ADVISORY RESOLUTION ON APPROACH TO EXECUTIVE COMPENSATION

Advisory Resolution on Approach to Executive Compensation

At the Meeting, the shareholders will be asked to consider an advisory resolution (the "Say on Pay Resolution") regarding the Corporation's approach to executive compensation, which is described in detail in the section of this Circular titled "Compensation Discussion and Analysis", which commences on page 50. In 2024, shareholders were asked to consider an advisory resolution regarding the Corporation's approach to executive compensation, and below are the voting results from the Corporation's Annual Meeting of Shareholders held on May 2, 2024:

Resolution	Votes For (#)	Votes For (%)	Votes Against (#)	Votes Against (%)
Advisory Resolution on Approach to Executive Compensation	252,985,337	93.52%	17,527,323	6.48%

Pay for performance is a cornerstone of the Corporation's compensation philosophy, which is intended to align the interests of the Corporation's executives with those of its shareholders. This compensation philosophy enables the Corporation to attract and retain high-performing executives who will be motivated to create value for shareholders.

The Board and management of the Corporation recommend that the shareholders vote **FOR** the adoption of the advisory Say on Pay Resolution.

The Corporation's representatives named in the accompanying form of proxy intend to vote **FOR** the adoption of the advisory Say on Pay Resolution.

Votes on the Say on Pay Resolution are advisory and will not be binding on the Board or the Corporation. However, the Governance Committee will review and analyze the results of the vote and take them into consideration when reviewing the Corporation's executive compensation philosophy.

The form of Say on Pay Resolution to be submitted to the shareholders at the Meeting, subject to such amendments, variations or additions as may be approved at the Meeting, is set out below:

BE IT RESOLVED THAT on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, the shareholders accept the approach to executive compensation disclosed in the Circular, delivered in advance of the 2025 Annual Meeting of the Shareholders of Loblaw Companies Limited.

SHAREHOLDER PROPOSALS

Shareholder Proposals

Shareholders will be asked to consider the shareholder proposals set out in Schedule B of this Circular.

THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST THE SHAREHOLDER PROPOSALS FOR THE REASONS SET OUT IN THE STATEMENTS OF OPPOSITION.

The Corporation's representatives named in the accompanying form of proxy intend to vote AGAINST the Shareholder Proposals.

The *Canada Business Corporations Act* permits eligible shareholders of the Corporation to submit shareholder proposals for consideration at the Annual Meeting of Shareholders. The final date for submission of proposals by shareholders to the Corporation for inclusion in the Management Proxy Circular in connection with the 2026 Annual Meeting of Shareholders is February 4, 2026.

2 Committee Reports

AUDIT COMMITTEE

Christie J.B. Clark (Chair) Independent

Scott B. Bonham Independent

Shelley G. Broader Independent

Janice Fukakusa Independent

M. Marianne Harris Independent

Kevin Holt Independent

Rima Qureshi Independent

The Audit Committee, on behalf of the Board, oversees the integrity of the Corporation's financial statements and related public disclosure. In doing so, the Audit Committee oversees the Corporation's internal controls over financial reporting, disclosure controls and procedures, internal audit function and anti-fraud program. The Audit Committee regularly meets with the Corporation's Chief Audit Executive in charge of the internal audit function and the senior compliance professional in charge of the internal controls compliance group. The Audit Committee also oversees procedures for the receipt, retention and follow-up of any complaints regarding the Corporation's accounting, internal controls and auditing matters. The Audit Committee reviews all of the Corporation's significant environmental, social and governance ("ESG") disclosures, reviews the adequacy and effectiveness of the ESG control environment, approves external ESG assurance engagements and reviews the results of internal and external assurance engagements.

Each year, the Audit Committee reviews and evaluates the qualifications, performance and independence of the external auditor and recommends the external auditor to the Board for appointment by the shareholders. The Chair of the Audit Committee is involved in the selection process for the Lead Audit Partner at the external auditor of the Corporation. The Audit Committee ensures that a regular rotation occurs as required under current auditing standards.

All members of the Audit Committee are independent and financially literate as required under applicable Canadian securities legislation.

AUDIT COMMITTEE REPORT TO SHAREHOLDERS

Dear Shareholders:

On behalf of the Board, the Audit Committee is pleased to share with you the Audit Committee's report and some of the Audit Committee's significant accomplishments in 2024.

2024 Highlights:

- ✓ Oversaw the adequacy and effectiveness of internal controls and procedures related to the Corporation's financial disclosures
- ✓ Reviewed the adequacy and effectiveness of controls relating to the Corporation's Early Release of Priority 2024 ESG Disclosures and the 2023 ESG Report
- ✓ Reviewed the adequacy and effectiveness of controls relating to the Corporation's Modern Slavery Act Report
- ✓ Oversaw the related party transactions between the Corporation and its affiliates
- ✓ Evaluated the external auditor's performance and monitored the quality and effectiveness of the relationship among the external auditor, management and the Audit Committee

Overview

The Audit Committee meets at least once every quarter. The Audit Committee's specific duties and responsibilities are based on its mandate and work plan. At each quarterly meeting, the Audit Committee meets separately *in camera* with representatives of the internal audit group and the external auditor. In addition, it holds an *in camera* session without management present at each meeting. The Audit Committee met five times in 2024.

Each year, the Audit Committee reviews its mandate to ensure its effectiveness in fulfilling its responsibilities. The Audit Committee communicates regularly with management and the internal and external auditors.

The Audit Committee approved its mandate in 2024 and it is available at www.loblaw.ca. The members of the Audit Committee are satisfied that the Audit Committee fulfilled its responsibilities in 2024.

Financial Reporting

The Audit Committee reviewed and discussed with management the Corporation's annual and interim consolidated financial statements and management's discussion and analysis for the year ended December 28, 2024, and the interim quarters. The Audit Committee also reviewed the external auditor's reports thereon and heard directly from the external auditor on key risk areas. The purpose of this review is to provide reasonable assurance that the Corporation's financial reporting is complete and fairly presented in all material respects, and that the accounting principles used to prepare the financial statements are appropriate, in particular where judgments, estimates and risks are involved. This review is designed to ensure that adequate disclosure of material issues has been provided.

The Audit Committee assessed the use of non-GAAP financial measures and their presentation within the financial documents. Based on the considerations above, the Audit Committee recommended to the Board that the Corporation's annual audited consolidated financial statements be approved and released on February 20, 2025.

ESG Reporting

The Audit Committee reviewed reports on the effectiveness of the ESG control environment relating to the Corporation's 2023 ESG Report and Early Release of Priority 2024 ESG Disclosures, which makes disclosures in accordance with the Global Reporting Initiative standards and the Sustainability Accounting Standards Board framework ("SASB") and takes additional reporting guidance from the UN Sustainable Development Goals and the Task Force on Climate-related Financial Disclosure. ESG disclosures also take guidance from the International Sustainability Standards Board International Financial Reporting Standards ("IFRS") S1 General Requirements for Disclosure of Sustainability-related Financial Information, and IFRS S2 Climate- Related Disclosures. The Corporation is planning to align with the IFRS standards, as endorsed by the Canadian Sustainability Standards Board, when required by the Canadian Securities Administrators. The Audit Committee was satisfied that such controls were sufficient. The Audit Committee also reviews significant ESG disclosures and recommends them to the Board for approval.

Modern Slavery Act Report

The Audit Committee reviewed the adequacy and effectiveness of controls and oversaw the release of the Corporation's annual Modern Slavery Act Report, in compliance with the Modern Slavery Act, which was publicly filed in February 2025 as a joint report together with certain of its subsidiaries and Weston.

Internal and External Auditor

Throughout the year, the Chair of the Audit Committee met regularly with the external auditor, representatives of the internal audit group and senior members of the Corporation's financial reporting group. In 2024, the Audit Committee reviewed and approved the annual audit plan of the internal audit group and the external auditor and received regular reports from Internal Audit Services. In addition, the Audit Committee received reports on key audit matters from the external auditor. In 2024, the Audit Committee also approved and oversaw a limited assurance engagement of PwC on the Corporation's Scope 1 and Scope 2 carbon emissions; Diversity, Equity, and Inclusion; and Community Investment related disclosures and internal assurance reports regarding other ESG related disclosures.

The Audit Committee is satisfied that PwC is independent from the Corporation and management. The Audit Committee proposed that the Board recommend to the shareholders the re-appointment of PwC as external auditor of the Corporation at the Meeting.

Internal Control Compliance

The Audit Committee is responsible for oversight of management's review of the design and operating effectiveness of the Corporation's (i) internal controls over financial reporting, and (ii) disclosure controls and procedures to ensure the timely disclosure of all material information about the Corporation as required by applicable law or security exchange rules.

Throughout 2024, the Audit Committee reviewed management's administration of the Corporation's Internal Control Compliance ("ICC") program, including by reviewing the 2024 ICC Scoping and Risk Assessment Plan and periodic progress thereon. The Audit Committee reviewed quarterly reports from management with respect to the Corporation's system of disclosure controls and procedures and internal controls over financial reporting.

Review of Risks

The Audit Committee reviewed certain risks faced by the Corporation, including geopolitical tensions, inflation, management of franchisees and associates, and shrink, as well as the controls and procedures that management has implemented to identify, manage and mitigate such risks.

Legal, Regulatory, Related Party Transactions and Tax

Throughout 2024, the Audit Committee reviewed updates on compliance matters relating to financial reporting and updates on material legislative and regulatory developments, material litigation, regulatory filings, material transactions with related parties and tax matters affecting the Corporation. The Audit Committee continues to work with management to ensure adherence to a robust process for reviewing and approving significant related party transactions. This is particularly relevant with Choice Properties given that the Corporation is Choice Properties' largest tenant and an affiliate. The Audit Committee is confident that management has considered the relevant legal and governance considerations associated with related party transactions and has implemented a sound governance framework to address significant related party transactions when they arise.

Respectfully submitted,

Audit Committee
Christie J.B. Clark (Chair)
Scott B. Bonham
Shelley G. Broader
Janice Fukakusa
M. Marianne Harris
Kevin Holt
Rima Qureshi

For additional information regarding each member of the Audit Committee, please see pages 10 to 16. For additional information regarding the activities of the Audit Committee, see the Corporation's Statement of Corporate Governance Practices on pages 33 to 49.

RISK AND COMPLIANCE COMMITTEE

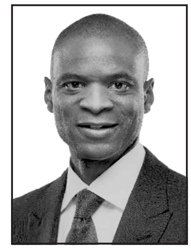

Janice Fukakusa (Chair) Independent


Christie J.B. Clark Independent


Daniel Debow Independent


Claudia Kotchka Independent


Kevin Holt Independent


Cornell Wright Non-Independent

The Risk and Compliance Committee, on behalf of the Board, oversees the Corporation's legal and regulatory compliance and ethics program, the Corporation's ESG program, the Corporation's Enterprise Risk Management ("ERM") program, including with respect to corporate social responsibility matters, responsible and ethical sourcing, and human rights matters, the Corporation's policies, management systems and performance with respect to various key risk areas.

RISK AND COMPLIANCE COMMITTEE REPORT TO SHAREHOLDERS

Dear Shareholders:

On behalf of the Board, the Risk and Compliance Committee is pleased to share with you the Risk and Compliance Committee's report and some of the Risk and Compliance Committee's significant accomplishments in 2024.

2024 Highlights:

- ✓ Oversaw the Corporation's involvement in the negotiation of Canada's Grocery Code of Conduct
- ✓ Supervised the Corporation's Enterprise Risk Assessment and ERM programs and reviewed key risks facing the Corporation and the management and mitigation of such risks
- ✓ Oversaw the completion of a Human Rights Impact Assessment for broccoli and cauliflower procurement
- ✓ Monitored the Corporation's compliance with competition law amendments
- ✓ Oversaw the Corporation's Legal and Regulatory Compliance and Ethics program and maintenance of the Integrity Action Line
- ✓ Reviewed the Corporation's Early Release of Priority 2024 ESG Disclosures and the 2023 ESG Report and oversaw various ESG matters

Overview

The Risk and Compliance Committee meets at least once every quarter. The Risk and Compliance Committee's specific duties and responsibilities are based on its mandate and work plan. The Risk and Compliance Committee oversees the design and implementation of the Corporation's legal and regulatory compliance and ethics program and ERM program, as well as environmental, occupational health and safety, pharmacy, food and product safety and ESG programs. At each meeting in 2024, the Risk and Compliance Committee invited key members of management to attend and present on issues that are relevant to the Risk and Compliance Committee's mandate. Additionally, at each meeting, the Risk and Compliance Committee met separately *in camera* with the Vice President, Compliance & Ethics and with the Group Chief Risk Officer. The Risk and Compliance Committee also held an *in camera* session without management present at each meeting. The Risk and Compliance Committee met four times in 2024.

The Risk and Compliance Committee approved its mandate in 2024 and it is available at www.loblaw.ca. The members of the Risk and Compliance Committee are satisfied that the Risk and Compliance Committee fulfilled its responsibilities in 2024.

The Corporation's Management Risk and Compliance Committee assists the Risk and Compliance Committee in fulfilling its responsibility to oversee the Corporation's ERM and legal and regulatory compliance and ethics programs. The main purpose of the Management Risk and Compliance Committee is to oversee and govern the Corporation's programs to ensure that enterprise risks facing the Corporation remain within acceptable tolerances, to ensure that risk mitigation actions are implemented and are effective, to ensure that any matters requiring action are discussed, escalated and reported-on accurately and on a timely basis, to foster a strong compliance and ethics culture within the Corporation and to manage and resolve any incidents and minimize any adverse consequences caused by any non-compliance with applicable law or unethical conduct.

Approach to Human Rights

The Risk and Compliance Committee oversees the advancement of the Corporation's approach to human rights. In 2024, it oversaw the completion of a Human Rights Impact Assessment ("HRIA") in Loblaw's broccoli and cauliflower supply chain originating from Mexico, the US, and Canada. The Risk and Compliance Committee also oversaw the release of the Corporation's annual Modern Slavery Act Report, in compliance with the Modern Slavery Act, which was publicly filed in February 2025 as a joint report together with certain of its subsidiaries and Weston.

Legal and Regulatory Compliance and Ethics

In executing its mandate, the Risk and Compliance Committee monitors the Corporation's legal and regulatory compliance and ethics program and received regular reports from the Vice President, Compliance & Ethics and the compliance and ethics function leads in the Corporation's business. The Risk and Compliance Committee reviews the actions of management to ensure that the Corporation has sound compliance and ethics management systems, that employees of the Corporation are aware of the Corporation's policies and procedures regarding legal and regulatory compliance and ethics and that the Corporation supports its franchised businesses with respect to legal and regulatory compliance and ethics standards and programs and provides timely and effective support and education. The Risk and Compliance Committee also receives and reviews periodic reports from management and independent consultants on legal and regulatory compliance and ethics matters. Each quarter, the Risk and Compliance Committee received a report from the Vice President, Compliance & Ethics regarding the Corporation's incident management platform and the Integrity Action Line.

In 2024, the Risk and Compliance Committee continued to monitor the Corporation's response to competition law changes, including the implementation of colleague training and a review of the operating effectiveness of related controls. The Risk and Compliance Committee also oversaw the Corporation's negotiation of Canada's Grocery Code of Conduct ("Retail Code"), resulting in the announcement in May 2024 that it would support the Retail Code subject to the participation of all major retailers and suppliers. In addition, the Risk and Compliance Committee oversaw management's review of the universe of corporate policies and the updating of such policies, which resulted in the simplification of and a reduction in the overall number of policies, and policies that were more consistent, visual and inclusive for colleagues.

Enterprise Risk Management

The Board has tasked the Risk and Compliance Committee with overseeing the design and structure of the Corporation's ERM program and key risks facing the Corporation. The Risk and Compliance Committee also oversees certain risks delegated to it by the Board and is responsible for satisfying itself that management has taken appropriate actions to ensure the effective management of such risks.

At Risk and Compliance Committee meetings throughout the year, the Risk and Compliance Committee received reports from management on the various key risks facing the Corporation and how they were being mitigated. Management provides quarterly reports to the Risk and Compliance Committee on the status of certain key risks, potential impacts in future quarters, and significant changes in key risk indicators.

Information Technology

The Risk and Compliance Committee also reviews management's oversight of risks relating to information technology affecting the Corporation and the Corporation's information technology systems, including cyber-security. The Risk and Compliance Committee receives regular reports from management with respect to the Corporation's systems, policies, controls and procedures that management has implemented to identify, manage and mitigate risks related to information technology and the Corporation's information technology systems, including cyber-security.

Food Safety

The Risk and Compliance Committee receives periodic reports from management and reviews the actions taken by management to ensure that the Corporation's food safety programs address safe manufacturing, handling and preparation standards, that suppliers of food products adhere to high safety standards and that best practices are in place for storage, handling, distribution and packaging of food products, along with necessary control systems to monitor compliance with such policies.

Drug Safety

The Risk and Compliance Committee oversees risks related to the production, handling and dispensing of pharmaceuticals and the operation of pharmacies, monitors and assesses the Corporation's effectiveness in managing such risks, and ensures such risks are managed in accordance with best practices. The Risk and Compliance Committee receives periodic reports from management in order to perform its oversight role.

Environmental, Occupational Health and Safety Matters

The Risk and Compliance Committee also receives periodic reports from management on environmental and occupational health and safety matters.

ESG

The Risk and Compliance Committee reviews the Corporation's ESG disclosures, including the Early Release of Priority 2024 ESG Disclosures and the 2023 ESG Report, and oversees the implementation of the ESG strategy. The Risk and Compliance Committee also receives periodic reports on the Corporation's ESG initiatives.

Respectfully submitted,

Risk and Compliance Committee
Janice Fukakusa (Chair)
Christie J.B. Clark
Daniel Debow
Kevin Holt
Claudia Kotchka
Cornell Wright

For additional information regarding each member of the Risk and Compliance Committee, please see pages 10 to 16. For additional information regarding the activities of the Risk and Compliance Committee, see the Corporation's Statement of Corporate Governance Practices on pages 33 to 49.

GOVERNANCE, TALENT AND COMPENSATION COMMITTEE

William A. Downe (Chair) Independent

Scott B. Bonham Independent

Daniel Debow Independent

M. Marianne Harris Independent

Claudia Kotchka Independent

Sarah Raiss Independent

The Governance Committee believes that good corporate governance is essential to strong performance. The Corporation's governance practices are designed to provide oversight and accountability, ensure trust with stakeholders and promote the long-term interests of its shareholders.

The Governance Committee is responsible for the oversight of the Corporation's governance practices, including the development and implementation of good governance principles, consistent with high standards of corporate governance. On an annual basis, the Governance Committee evaluates the performance and practices of the Board, including a review of Board policies and mandates and, together with the Chairman, a review of the composition of the Board committees.

As part of its mandate, the Governance Committee, together with the Chairman, identifies and recommends candidates for nomination to the Board as directors. The Governance Committee also recommends to the Board for approval any changes to directors' compensation arrangements. In addition, the Governance Committee monitors the orientation program for new directors and continuing education for all directors, and oversees the process for assessing the performance of the Board, its committees and individual directors.

The Governance Committee assists the Board with overseeing the Corporation's executive compensation programs, including its incentive programs and the compensation of the named executive officers (the "NEOs") identified on page 51. The Governance Committee is also responsible for overseeing talent management and succession planning for the Corporation's senior executive positions.

Key Skills and Experiences

The Board believes that the members of the Governance Committee individually and collectively have the requisite knowledge, skill and experience in governance and compensation matters, including human resource management, executive compensation and general business leadership, to fulfill the Governance Committee's mandate. All members of the Governance Committee have substantial knowledge and experience as senior executives of large and complex organizations and have served as directors of other publicly traded companies. The chart below sets out the relevant experience of each member of the Governance Committee:

Name	Experience in Governance and Executive Compensation
Scott B. Bonham	• Executive experience as co-founder of Intentional Capital Corp. • Board member of The Bank of Nova Scotia • Member of the Board, Human Resources Committee and Audit Committee of TC Energy
Daniel Debow	• Executive experience as former Vice President, Partnerships at Shopify • Founder and former Chief Executive Officer of Helpful.com • Co-founder and former Co-Chief Executive Officer of Rypple • Founding team member of Workbrain
William A. Downe	• Executive experience as former Chief Executive Officer of BMO Financial Group • Past Lead Director and Chair of the Executive Compensation and HR Committee of Manpower Group Inc. • Trustee and member of the Compensation and HR Committee of Rush University Medical Center • Former director of Bank of Montreal
M. Marianne Harris	• Director and member of Weston's Governance, Human Resource, Nominating and Compensation Committee • Chair of the Governance, Investment and Sustainability Committee of Sun Life Financial Inc. • Chair of the Governance Committee of the Public Sector Pension Investment Board • Executive experience as former Managing Director and President of Corporate and Investment Banking for Merrill Lynch Canada Inc.
Claudia Kotchka	• Executive experience as former Vice President, Design Innovation and Strategy at Procter & Gamble • Public company board experience as a former director of BlackBerry Limited
Sarah Raiss	• Executive experience at TransCanada Corporation (now TC Energy) • Chair of the Nominations and Governance Committee and former Chair of the Compensation Committee of RB Global, Inc. (formerly Ritchie Bros. Auctioneers Inc.) • Member and Chair of the Nominations and Governance Committee and former Chair of the Compensation Committee for Commercial Metals Company • Former member and Chair of the Governance and Human Resources Committee of Vermilion Energy Inc. • Former Chair of the Alberta Electric Systems Operator and member of the Governance and Nominations Committee • Former member and Chair of the Corporate Governance and Compensation Committee of Canadian Oil Sands Limited • Former member of the Human Resources and Compensation Committee of Shoppers Drug Mart Corporation • Former Chair of the Human Resources Committee and former member of the Governance and Nominating Committee at Business Development Bank of Canada

Board Succession Planning and Nomination Process

The Board regularly reviews potential vacancies on the Board. The Governance Committee is responsible for Board and committee succession planning and for making recommendations to the Board regarding the size and composition of the Board and its committees. The Governance Committee assists the Board by reviewing an evergreen list of potential candidates and identifying individuals for the Board's consideration at the appropriate time. The Corporation has in place Director Tenure Guidelines, which provide that the Chairman and the Governance Committee will undertake an assessment of a director's continued participation on the Board upon the director reaching the age of 75, and annually thereafter, or upon a change in the director's principal occupation. The Director Tenure Guidelines do not apply to the Chairman or any management directors.

In addition to the formal Director Tenure Guidelines, the Governance Committee:

1. undertakes an annual Board effectiveness evaluation that enables the Governance Committee and the Board to solicit feedback regarding director contribution, skill set and expertise;
2. maintains a director skills matrix to ensure that, in choosing director candidates, it focuses appropriately on critical competencies and experience;
3. monitors director turnover through the evaluation process and, to the extent appropriate, from time to time requests directors who are long serving and who have a readily replaceable skill set or experience not to stand for re-election;
4. annually reviews Board Committee Chairs and memberships with a view to balancing the desire for diverse perspectives with the need for experience and subject matter expertise; and
5. provides disclosure in this Circular in respect of director tenure, the director evaluation process and director turnover with an explanation of how the Corporation's approach ensures diversity of skills, experience and background on the Board and an appropriate level of turnover.

In summary, each year the Governance Committee undertakes a review of the composition of the Board, the performance of the individual directors and the mandate and composition of the committees of the Board. Recommendations for changes, if any, are developed by the Governance Committee and subsequently discussed with the Board and with the controlling shareholder. The Board is of the view that these processes have worked well and have resulted in governance that has been both effective and adaptive to the changing nature of the businesses and the markets in which the Corporation operates.

GOVERNANCE, TALENT AND COMPENSATION COMMITTEE REPORT TO SHAREHOLDERS

Dear Shareholders:

On behalf of the Board, the Governance Committee is pleased to share with you some of the Governance Committee's significant accomplishments in 2024.

2024 Highlights:

- ✓ Reviewed the size, composition and diversity of the Board and its committees and maintained an "evergreen" list of director candidates
- ✓ Oversaw the development of the Corporation's 2024 Short-Term Incentive Plan and Long Term Incentive Plan
- ✓ Oversaw the performance and assessment of the Board and its committees
- ✓ Reviewed the personal objectives of senior executives and assessed their performance against such objectives
- ✓ Reviewed the compensation of members of management
- ✓ Assessed senior executive succession candidates
- ✓ Oversaw the transition of pension and benefits matters to the Governance Committee, the disbanding of the Pension Committee and establishing the Patient Care and Quality Committee

Executive Talent Management and Succession Planning

The Governance Committee is entrusted with the responsibility of overseeing the Corporation's approach to talent management and succession planning for senior executive roles. The Governance Committee receives reports on the development of senior executives, updates on the talent management plans across the organization and performance evaluation processes, which are designed to improve individual leadership and management skills. The succession planning process includes an annual review of each senior executive position and the performance of the incumbent.

The Governance Committee reviewed management's proposed cost split for Mr. Dufresne between the Corporation and Weston, given that Mr. Dufresne is an officer of both companies. The Governance Committee approved that the Corporation would continue to pay 80% of Mr. Dufresne's compensation, with the remaining 20% payable by Weston, which is consistent with the cost split originally approved in 2021.

Board Composition and Succession

The Governance Committee's focus is to maintain a strong, vibrant and engaged Board that understands the Corporation's businesses and the retail industry generally. One of the key areas of responsibility for the Governance Committee is succession planning for the Board. The Governance Committee assesses and evaluates the effectiveness of the Board and identifies areas where the Board may benefit from new directors with additional skills, experience and diverse backgrounds.

In 2021, upon the recommendation of the Governance Committee, the Board updated the Corporation's Board Diversity Policy to include targets that by the end of 2024, people who identify as women would comprise at least 40% of the Board's directors and people who identify as visible minorities will comprise at least 25% of the Board's directors. The progress against these targets is set out in the "Diversity Survey Results" section below. In February 2025, the Governance Committee approved new diversity representation targets for the Corporation. The Corporation has set targets that, by the end of 2028, people who identify as women will continue to comprise at least 40% of the Board's directors and that people who identify as visible minorities will comprise at least 23% of the Board's directors.

This year, the Governance Committee has again included in this Circular a skills matrix that the Governance Committee used as a tool in managing Board succession. This matrix was used to identify the skills, experience and expertise required on the Board.

The Governance Committee is responsible for the process of identifying prospective director nominees. The Governance Committee assesses the appropriate size of the Board and whether any vacancies are expected and reviews the skills matrix of current Board members to determine criteria and qualifications to be considered when recruiting new director nominees. Each candidate is evaluated with respect to the candidate's experience and expertise, with particular attention paid to those areas of expertise that could best complement the current Board. The Governance Committee also assesses any concerns relating to potential conflicts, independence, interlocking board memberships, or time commitment that the candidate may present. Before being put forward as a director nominee, a candidate must meet the Chair of the Governance Committee, the Chairman, and other Board members to discuss the Board's expectations in regards to contribution and commitment obligations.

Director Education and Training Program

The Governance Committee is responsible for ensuring the provision of continuing education programs for the Corporation's directors. The educational program includes presentations by internal and external experts on specific topics of interest and importance to the Board and each of its committees and on specialized or complex areas of the Corporation's business, to assist directors in carrying out their responsibilities. These presentations are in addition to regular reporting from senior management and other elements of the Corporation's continuing education program.

KEY PERFORMANCE HIGHLIGHTS IN 2024

The Board reviewed the Corporation's performance in 2024 and determined the NEOs' incentive payouts based on such performance:

- The Corporation's short-term incentive plan ("STIP") paid out at 100.0% of target for the NEOs (excluding individual performance components).
- The 2022 performance share units ("PSUs") that vested in 2025 had a payout factor at 159.0% of target for the NEOs.

EXECUTIVE COMPENSATION PHILOSOPHY

The Corporation's compensation philosophy guides every aspect of the Corporation's strategy, programs, policies and decisions on executive compensation. The Governance Committee reviews and approves the Corporation's compensation philosophy and programs for executive officers. The philosophy is set out below:

The Corporation believes that its compensation structure must be designed to attract, motivate and retain the best candidates for the challenging roles that the Corporation's executive officers fulfill. To this end, the Corporation strives for executive compensation programs that are competitive with market and industry practices to enable the Corporation to attract, motivate and retain executives with the talent and experience to ensure that the Corporation meets its strategic and operational objectives.

Pay for performance is a cornerstone of the Corporation's compensation philosophy. The compensation programs for all employees, including executives, are results oriented. The Corporation believes that a strong pay-for-performance focus should align compensation with the successful execution of business strategy, sustained long-term performance and shareholder interests. This objective is achieved through the design of the Corporation's STIP and long-term incentive plan ("LTIP"). In particular, the Corporation believes that granting PSUs to all executives provides a strong link between pay and performance.

Executive compensation should align with the long-term interests of shareholders. The Corporation believes its STIP and LTIP programs accomplish this objective. The Corporation's STIP is a balanced program comprised of different performance measures that focus executives on the key drivers of the business and value creation over both the short and long-term. The LTIP balances the use of (i) stock options, which align an executive's interest with the interests of shareholders in share price appreciation; (ii) restricted share units ("RSUs"), which serve as a key component in retaining executives and aligning their interests with those of shareholders; and (iii) PSUs, which focus executives on the delivery of key objectives set out in the Corporation's strategic plan. The Corporation also expects executives to meet minimum share ownership requirements that apply to executives at the senior vice president level and higher to reinforce the alignment between executive compensation and long-term shareholder interests.

Executive compensation programs should have flexibility to be tailored to business objectives. The Corporation believes that its executive compensation programs should be flexible and adaptive to enterprise and divisional needs. The performance measures under the STIP program are designed to focus executives on driving performance across the Loblaw and Shoppers Drug Mart ("SDM") businesses and include a performance measure based on a customer satisfaction index to focus management on long-term customer loyalty.

The principles of good governance must underlie the Corporation's executive compensation programs. The programs are designed to promote responsible decision-making by rewarding senior executives for execution of business strategy without taking undue risks.

Governance Practices

The Governance Committee is committed to ensuring that the Corporation's approach to governance practices satisfies regulatory requirements and aligns with best practices. The Governance Committee is confident that the Corporation has strong and practical governance systems in place, including protocols for managing conflicts of interest. At the same time, the Governance Committee remains committed to the ongoing evaluation of its practices and monitoring emerging best practices to deliver value for shareholders and other stakeholders.

Governance Updates

In response to the Board Effectiveness Review (defined below), the Board recommended certain changes to the Corporation's existing governance structure. The proposed changes included transitioning responsibility for oversight, governance and administration of the Corporation's pension and benefit plans to the Governance Committee, the disbanding of the Pension Committee, establishing the Patient Care and Quality Committee, and updates to the memberships of the Board committees. The Pension Committee provided input regarding the proposed transition and changes to pension and benefit related governance and oversight. Effective January 1, 2025, upon the recommendation of the Governance Committee, the Board approved the recommended changes to the Corporation's governance structure.

Pensions and Benefits

In 2024, the Pension Committee approved the framework within which investment decisions are made for the Corporation's defined benefit plans and reviewed the financial statements of such plans with management and the external auditor. The Pension Committee also oversaw the selection of an investment manager for the new real estate allocation for the defined benefit pension plans, addressing a recommendation from the asset-liability study conducted in 2023. The Pension Committee also received regular reporting on: (i) the Corporation's defined benefit plans, including the investment performance and funded status of such plans, and (ii) the Corporation's defined contribution plans, including the investment performance of the investment options made available to pension plan members. Throughout the year, the Pension Committee monitored compliance with the Corporation's policies, the pension plan texts and applicable regulatory and legislative requirements. The Pension Committee received reports regarding the day-to-day management of pension and benefits programs. The Pension Committee met four times in 2024.

Respectfully submitted,

Governance, Talent and Compensation Committee
William A. Downe (Chair)
Scott B. Bonham
Daniel Debow
M. Marianne Harris
Claudia Kotchka
Sarah Raiss

For additional information regarding each member of the Governance Committee, please see pages 10 to 16. For additional information regarding the activities of the Governance Committee, see the Corporation's Statement of Corporate Governance Practices on pages 33 to 49.

PATIENT CARE AND QUALITY COMMITTEE

Sarah Raiss
(Chair)
Independent

Shelley G. Broader
Independent

Rima Qureshi
Independent

Cornell Wright
Non-Independent

To address the expanding role of the Corporation as a healthcare delivery organization, in January 2025, the Board established the Patient Care and Quality Committee to oversee the Corporation's processes, policies, and procedures in connection with the delivery of quality pharmacy and healthcare services to patients, matters relating to patient safety, patient experience and healthcare practices, and monitoring risks and relevant mitigation strategies related to quality of patient care and safety.

PATIENT CARE AND QUALITY COMMITTEE REPORT TO SHAREHOLDERS

Overview

The Patient Care and Quality Committee will meet at least once every quarter. The Patient Care and Quality Committee's specific duties and responsibilities are based on its mandate and work plan. The Patient Care and Quality Committee, on behalf of the Board, oversees the quality of care provided to patients by healthcare practitioners on behalf of the Corporation. It reviews and monitors the Corporation's policies and practices relating to the delivery of healthcare services, receiving quarterly reports from key executives. The Patient Care and Quality Committee ensures compliance with the Corporation's policies, regulatory and legislative requirements, and best practices in healthcare delivery. It monitors healthcare quality, including indicators of patient safety, systemic quality issues, and critical incident reports. The Patient Care and Quality Committee oversees risks related to pharmaceuticals and pharmacy operations, assesses the effectiveness of risk management, and reviews policies promoting quality patient care and safety. It collaborates with the Corporation's internal audit function to develop systems and controls for quality care and patient information protection. The Patient Care and Quality Committee approves performance metrics for monitoring service quality, oversees management's efforts to enhance patient experience, and evaluates trends in patient care. It receives quarterly critical incident reports, ensures prompt action on systemic issues, reviews significant quality risks, monitors complaint investigations, and undertakes activities to ensure best practices in incident reporting. The Patient Care and Quality Committee also reviews reports on legal and regulatory compliance, brings relevant issues to the Board's attention, and reviews accreditation reports to improve performance.

External Advisors

To assist the Patient Care and Quality Committee in fulfilling its mandate, it has appointed three independent advisors to serve as non-voting ex-officio members of the Committee (the "Advisors". The Advisors provide relevant industry and healthcare expertise to support the works of the Patient Care and Quality Committee. As of February 2025, the Advisors to the Patient Care and Quality Committee are Adalsteinn (Steini Brown, Dean of the Dalla Lana School of Public Health, Dr. Susan Shaw, MD, FRCPC, CCP, Chief Medical Officer of the Saskatchewan Health Authority Department of Quality, Safety and Information, and Dr. Andy J. Smith, MD, MSc, FRCSC, FACS, President and CEO of Sunnybrook Health Sciences Centre.

Respectfully submitted,

Patient Care and Quality Committee
Sarah Raiss (Chair
Shelley G. Broader
Rima Qureshi
Cornell Wright

For additional information regarding each member of the Patient Care and Quality Committee, please see pages 10 to 16. For additional information regarding the activities of the Patient Care and Quality Committee, see the Corporation's Statement of Corporate Governance Practices on pages 33 to 49.

3 Statement of Corporate Governance Practices

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Corporation's Board and management are dedicated to strong corporate governance practices designed to maintain high standards of oversight, accountability, integrity and ethics while promoting long-term growth and complying with the Canadian Securities Administrators' Corporate Governance Guidelines (the "Governance Guidelines"). The Corporation's strong governance practices are reflected in its approach and application of policies and practices, some of which are highlighted below:

GOVERNANCE			
Approach	***Reference***	***Application***	***Highlights***
Majority Voting Policy	*See page 9 for additional detail* *See Policy on:* *www.loblaw.ca/en/governance*	• Annual election of directors by shareholders • Director in an uncontested election who does not receive a majority of votes cast in favour of their election must tender their resignation • Governance Committee reviews resignation and makes recommendation to the Board	• At least 96% of total votes cast at the 2024 Annual Meeting of Shareholders were cast in favour of each of the directors
Independence Statement	*See page 38 for additional detail*	• Majority of the Board to be comprised of independent directors	• 85% of director nominees are independent • 100% of Audit Committee members are independent • 100% of Governance Committee members are independent
Board Effectiveness	*See page 42 for additional detail*	• Ensures that the Board and its committees are functioning effectively and independently	• Annual assessment of the performance and effectiveness of the Board and its committees and Committee Chairs • Independent Lead Director in place to drive strong independent Board oversight
Share Ownership Policy	*See pages 17 and 71 for additional detail*	• Aligns the interests of directors and executives with those of shareholders • Applies to directors and senior executives	• All directors and executives either satisfy the required level of share ownership or are in the process of accumulating the securities as required under the policy
Continuing Education	*See page 41 for additional detail*	• Ensures relevant continuing education sessions are provided to directors	• 16 continuing education sessions were provided to a Committee or the Board in 2024
Director Tenure Guidelines	*See pages 8 and 30 for additional detail*	• Fosters ongoing renewal of the Board's membership • Chairman and Governance Committee Chair assess each director's continued participation on the Board upon the director reaching the age of 75 and annually thereafter, or upon a change in the director's principal occupation	• 38% of director nominees have tenure of 0 to 5 years • 38% of director nominees have tenure of 5 to 10 years • 24% of director nominees have tenure exceeding 10 years • Average tenure of 7.2 years
Director Interlock and Commitments Policy	*See page 9 for additional detail*	• Ensures that interlocking director relationships will not adversely affect independent judgement • Prohibited interlock occurs when more than two directors, other than the Chairman, sit on the board of another public entity • Governance Committee reviews interlocking directors • Prohibits directors from serving on the board of directors or trustees of more than four publicly traded entities, including the Corporation, unless otherwise approved by the Governance Committee	• Zero prohibited interlocks among independent directors and among director nominees • No independent directors or director nominees, currently sit on the boards of more than four publicly traded entities
Related Party Transactions	*See page 40 for additional detail*	• Oversight of related party transactions rests with the Audit Committee • The Board approves significant related party transactions within the Weston Group	• Quarterly reports on related party transactions delivered to the Audit Committee • The Board oversaw all significant related party transactions in 2024

GOVERNANCE (Continued)			
Approach	***Reference***	***Application***	***Highlights***
Corporate Opportunities Principles	*See page 37 for additional detail*	• Framework established to facilitate decision-making process to deal with corporate opportunities which could be of interest to more than one entity in the Weston Group (as defined below)	• Annual review of strategic focus areas for each of the main businesses in the Weston Group • Annual review of corporate opportunity principles against entity strategies
Mandate of the Patient Care and Quality Committee	*See Mandate on: www.loblaw.ca/en/governance*	• Oversight of pharmacy and healthcare services	• Oversees patient safety, patient experience and healthcare practices • Monitoring risks and relevant mitigation strategies related to quality of patient care and safety
Advisory Vote on Executive Compensation (Say On Pay)	*See page 21 for additional detail*	• Provides shareholders with an opportunity to vote on the Corporation's approach to executive compensation	• 93.5% of votes cast at the 2024 Annual Meeting of Shareholders were cast in favour of the Corporation's approach to executive compensation
Executive Clawback Agreement	*See page 52 for additional detail*	• Deterrent to executives taking excessive risk	• Part of overall executive compensation program designed to align interests of the executives with the shareholders of the Corporation

COMPLIANCE AND ETHICS			
Approach	***Reference***	***Application***	***Highlights***
Competition Law Compliance Program	*See page 26 for additional detail*	• Reflects the Corporation's ongoing commitment to a rigorous competition law compliance program, including controls, training programs and reporting processes	• Implemented automated competition law training program • Updated program in connection with 2024 competition law amendments
Code of Conduct	*See Code on: www.loblaw.ca/en/governance*	• Reflects the Corporation's commitment to high standards of ethical conduct and business practices • Addresses conflicts of interest, compliance with laws, rules and regulations, confidentiality and fair dealing	• Annual review and approval of the Code • Annual acknowledgment by the Corporation's employees and directors of their commitment to abide by the Code
Ethical Business Conduct	*See pages 44 and 45 for additional detail*	• Integrity Action Line – Toll-free number that any employee or director can use to report conduct thought to violate the Code • Anti-Fraud Policy – Fraud reporting protocols established to ensure fraud reporting to senior management • Accounting, Auditing and Internal Controls Procedures – outlines the procedures for receipt and treatment of complaints received in connection with accounting, internal controls, disclosure controls or auditing matters	• Annual review of the Anti-Fraud Policy and the Accounting, Auditing and Internal Controls Procedures by the Audit Committee • Regular compliance reporting to the Audit Committee
Disclosure Policy	*See page 48 for additional detail*	• The Disclosure Committee is responsible for the administration and implementation of the Disclosure Policy • Describes the processes and procedures of the Corporation in connection with the timely disclosure of material information • Provides direction and guidance on communications with external audiences • Establishes consistent guidance for determining what information is material and avoiding selective disclosure	• Quarterly review of disclosure documents, including the interim management's discussion and analysis, interim financial statements and news releases • Quarterly review and reporting on the application of non-GAAP measures • Annual review of the management proxy circular and annual information form • File all continuous disclosure documents within the required timelines, including earnings releases, annual and interim reports, annual information form and management proxy circular
Securities Trading Policy	*See page 53 for additional detail*	• Addresses trading restrictions for the Corporation's employees and others subject to the policy • Addresses procedures for the reporting of trades by the Corporation's reporting insiders	• Annual review and approval of the policy • Prohibits trading, directly or indirectly, in the securities of Weston, Loblaw or Choice Properties while in possession of material undisclosed information

ENVIRONMENTAL, SOCIAL AND GOVERNANCE			
Approach	***Reference***	***Application***	***Highlights***
Mandate of the Board	*See Mandate on: www.loblaw.ca/en/governance*	• Oversight of the Corporation's approach to ESG	• Oversees and monitors the Corporation's strategy, policies and practices related to ESG matters • Receives periodic reports on ESG initiatives and reviews and approves the Corporation's significant ESG disclosures • Oversees inclusion, employee engagement, employee health, safety and well-being

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (Continued)			
Approach	***Reference***	***Application***	***Highlights***
Mandate of the Audit Committee	*See Mandate on: www.loblaw.ca/en/governance*	• Review of the controls related to the Corporation's ESG disclosure	• Reviews the adequacy and effectiveness of applicable controls related to the Corporation's ESG disclosures • Approves external ESG assurance engagements • Recommends significant ESG disclosures to the Board for approval • Receives updates on ESG-related trends and regulatory changes impacting disclosures
Mandate of the Risk and Compliance Committee	*See Mandate on: www.loblaw.ca/en/governance*	• Oversight of ESG strategy, design and program	• Receives periodic reports on ESG initiatives and reviews and recommends the Corporation's ESG disclosures to the Board for approval
ESG Reporting	*See reports on: www.loblaw.ca/en/responsibility*	• ESG Steering Committee, comprised of executives, guide the ESG programs and related strategies, activities, priorities, internal measurement and reporting, and external disclosure frameworks	• Release of 2023 ESG Report (May 2024) • Early Release of Priority 2024 ESG Disclosures (February 2025)
Human Rights	*See statement on: www.loblaw.ca/en/human-rights*	• Outlines the Corporation's commitment to respect and protect the human rights of all people who support and intersect with the Corporation's business	• In 2024, the Corporation completed a Human Rights Impact Assessment related to broccoli and cauliflower procurement and identified practical recommendations for the Corporation to prevent, mitigate, and address potential negative human rights impacts within its supply chain • In 2024, the Corporation, certain of its subsidiaries, and George Weston publicly published their annual Modern Slavery Act Report in compliance with the Modern Slavery Act
Board Diversity Policy	*See pages 43 and 44 for additional detail*	• 40% target for representation of people who identify as women on the Board by the end of 2028 • 23% target for representation of people who identify as visible minorities on the Board by the end of 2028 • Annual self-identification of designated group membership	• 46% of director nominees identify as women • 23% of director nominees identify as visible minorities • Annual assessment of Board composition
Diversity, Equity and Inclusion Programs	*See pages 43 and 44 for additional detail*	• The Corporation is committed to a more representative workforce at leadership levels and creating a culture of empathy and inclusion • Target that by the end of 2028, 45% of Vice President or higher positions be held by people who identify as women and 30% of such positions be held by people who identify as visible minorities • Target that by the end of 2028, 46% of management positions be held by people who identify as women and 30% of such positions be held by people who identify as visible minorities • Drives the Corporation's diversity priorities by creating resource groups, generating awareness and implementing activities that embed diversity principles into the culture of the organization • Diversity driven mentoring and recruiting practices and talent development strategies • Considers diversity at the talent development and succession planning process at various senior levels • Annual self-identification on designated group membership	• 39.5% of Vice President or higher positions were held by people who identify as women and 28% of such positions were held by people who identify as visible minorities • 46% of management positions were held by people who identify as women and 34% of such positions were held by people who identify as visible minorities • 198,000 colleagues and employees trained on fundamental diversity, equity, and inclusion topics • Advances diversity, equity and inclusion through an inclusion council and a network of diversity, equity and inclusion committees, and within the Corporation's communities through strategic partnerships • Training sessions held on anti-discrimination, sexual harassment, accessibility and accommodation, inclusive customer service, and inclusive leadership

ENTERPRISE RISK MANAGEMENT			
Approach	***Reference***	***Application***	***Highlights***
Mandate of the Risk and Compliance Committee	*See pages 25 and 41 for additional detail on the Board and Risk and Compliance Committee's oversight of the Corporation's ERM program*	• Risk and Compliance Committee assists the Board in its oversight of ERM policies and procedures to ensure that relevant risks are identified and mitigation plans are put into place • Risk and Compliance Committee oversees risks related to information technology and systems	• Annual review of Corporation's ERM Plan, risk rankings and Risk Appetite Statement • Oversees monitoring and mitigation of risks including information security and food safety • Management delivers regular reports on key risks and related mitigation to the Risk and Compliance Committee

Board Responsibilities and Duties

The Board is responsible for the overall stewardship and governance of the Corporation. It oversees the management of the business and affairs of the Corporation, both directly and through its committees. In addition, the Board has the following responsibilities and duties:

Strategic Oversight

The Board oversees the development, execution and fulfillment of the Corporation's strategy and assigns responsibility to management for achievement of that strategy. As part of its responsibility for overseeing the strategic direction of the Corporation, the Board reviews and approves:

- management's strategic plans;
- material capital deployment and expenditures, acquisitions, divestitures and restructurings; and
- investments outside the ordinary course of business.

In overseeing the strategic planning of the Corporation, the Board has a high level of engagement with management. In addition to annual multi-day meetings dedicated to strategic planning, the Board regularly receives updates from management on the Corporation's progress in achieving its strategic plans. At each meeting, the Board monitors the Corporation's performance against both short-term and long-term strategic plans and annual operating objectives.

Oversight of Management

Although the Board delegates to management the responsibility for managing the day-to-day affairs of the Corporation, the Board reviews management's performance and effectiveness on an ongoing basis. The Board's expectations of management are communicated to management directly and through committees of the Board. The Board approves the Corporation's business and operating plans and budgets, which take into account the opportunities and risks of the business. The Board also regularly receives reports on the operating and financial results of the Corporation and on matters such as ESG programs, pensions, tax, food, pharmacy and healthcare, workplace safety, technology and security, treasury and legal matters.

Environmental, Social and Governance

The Board has oversight of the Corporation's overall ESG strategy and related disclosure. This oversight includes reviewing and approving the Corporation's annual ESG Report, Code of Conduct and various other policies and procedures. In 2024, the Board also oversaw the release of the Corporation's Modern Slavery Act Report, in compliance with the Modern Slavery Act, which was publicly filed in February 2025 as a joint report together with certain of its subsidiaries and Weston.

Enterprise Risk Management

The Board has oversight responsibility for ERM activities associated with the Corporation's businesses. In order to identify and address any material risks, the Board undertakes an annual assessment of the Corporation's ERM structure. The annual ERM assessment is carried out through interviews, surveys, and facilitated workshops between management and the Board. Risks are identified and then assessed and evaluated based on the Corporation's vulnerability to the risk and the potential impact that the underlying risk would have on the Corporation's ability to execute its strategies and achieve its objectives. To assist with the ERM process, the Corporation has adopted a risk appetite statement that takes into consideration important aspects of the Corporation's businesses, values and brands and provides directional guidance on risk-taking. The types of risks the Corporation is exposed to include: strategic; financial; operational; cyber-security; regulatory; human capital; and reputational risks. Management provides periodic updates to the applicable committees of the Board on the status of the key risks including any anticipated near and longer term impacts and significant changes in key risk indicators. In addition, long-term (three to five year) risk levels are assessed to assist in risk mitigation planning activities. Accountability for oversight of each risk is allocated by the Board either to the full Board or to a committee of the Board. For more information on the Corporation's ERM program and the types of risks the Corporation is exposed to, refer to the Corporation's 2024 Annual Report and the Annual Information Form for the year ended December 28, 2024, which are available on SEDAR+ at www.sedarplus.ca.

Internal Controls and Financial Reporting

The Board is responsible for overseeing the Corporation's financial reporting and disclosure obligations to ensure compliance with applicable audit, accounting, regulatory and reporting requirements. The Board, through the Audit Committee, assesses and evaluates the integrity and effectiveness of the Corporation's internal controls over financial reporting and information systems.

Talent Management and Succession Planning

The Board, with support from the Governance Committee, oversees the Corporation's talent management and succession planning for senior executive roles. The Governance Committee receives reports on the development of senior executives and on the talent management plans across the organization and reports on performance evaluation processes, which are designed to improve individual leadership and management skills. The succession planning process includes an annual review of each senior executive position and the performance of the incumbents to ensure the Corporation has a pipeline of talented leaders.

Governance Matters

The Board is responsible for developing and monitoring the Corporation's approach to corporate governance. The Board, through the Audit and Governance Committees, closely monitors any potential conflicts of interest between the Corporation and its affiliates and related parties, including Weston, Wittington (the controlling shareholder of Weston) and Choice Properties, and, through the Audit Committee or a special committee of independent directors, reviews and approves any significant related party transactions. Individual directors, with the approval of the Independent Lead Director, may also retain an outside advisor at the expense of the Corporation with regards to related party transactions.

The Corporation, Weston, and Choice Properties are part of a common control group (the "Weston Group"). Although the entities making up the Weston Group each have their own strategies and, for the most part, focus on different businesses, the entities acknowledge that from time to time new corporate opportunities may arise that potentially could be of interest to more than one entity of the Weston Group. Accordingly, the entities making up the Weston Group have adopted a framework that facilitates the decision making process to deal with any such opportunities in a manner that is consistent with good governance, taking into account existing businesses and other considerations.

A copy of the Board's mandate is attached as Schedule A to this Circular.

Board Leadership Structure - Chairman and Independent Lead Director

Mr. Weston serves as Chairman of the Corporation. As Chairman, Mr. Weston is responsible for the management, development and effective performance of the Board, and for providing leadership to the directors in carrying out their collective responsibilities to provide a Board oversight role regarding the management of the business and affairs of the Corporation. Recognizing the importance of strong independent board oversight, the Board has re-appointed an independent director, Mr. William A. Downe, to serve as Independent Lead Director. The Board's view on the effective role of an independent lead director has also been endorsed by leading corporate governance organizations.

The Board is confident that the current leadership structure ensures that the appropriate level of oversight, independence and responsibility is applied to Board decisions. The Board is of the view that having an Independent Lead Director who is independent ensures that any potential conflicts of interest between the Corporation and the controlling shareholder are addressed. The Chair of the Governance Committee serves as the Independent Lead Director. The Independent Lead Director's role is to ensure that the interests of the Corporation and shareholders, including minority shareholders, and other relevant stakeholders are protected and that the Board is following good governance processes and prioritizing the right matters. The Independent Lead Director has the responsibilities set out below.

The Board maintains a position description for the Chairman that is reviewed annually and approved by the Governance Committee. The Board also maintains a position description for the Independent Lead Director. The following is a description of the roles of the Chairman and Independent Lead Director:

Chairman
Galen G. Weston

- Directs the operations of the Board
- Chairs each meeting of the Board
- Responsible for the management and effective functioning of the Board
- Provides leadership to the Board on all matters
- Ensures that the Board has all the information it needs to discuss the matters brought before the Board
- Ensures that all of the Board's responsibilities, as set out in the Board mandate, are being fulfilled
- Monitors the reports from the committees of the Board to ensure the committees are fulfilling the responsibilities delegated to them by the Board
- Chairs meetings of shareholders and facilitates the response by management to shareholder concerns
- Ensures that strategic plans are communicated to and evaluated by the Board

Independent Lead Director
William A. Downe

- Provides leadership to the Board and particularly to the independent directors
- Ensures that the Board operates independently of management and that directors have an independent leadership contact
- Chairs meetings when the Chairman is absent and chairs meetings of the independent directors following each Board meeting and on other occasions, as required or desirable
- Regularly meets with the Chairman and serves as liaison between the Chairman and the independent directors
- Works with management and the Chairman to develop Board and Committee agendas
- Oversees the Board's self-assessment and evaluation of its leadership structure
- Meets periodically with the other independent directors to obtain insight as to areas where the Board and its committees can operate more effectively and to ensure that the Board is able to discharge its responsibilities independently of management
- Leads an in-camera session with only the independent directors as part of every Board meeting

Director Independence

The mandate of the Board provides that the Board shall be comprised of a majority of independent directors. The independence of each director is assessed by the Governance Committee with reference to the Governance Guidelines and the requirements set by the Canadian Securities Administrators in National Instrument 52-110 – *Audit Committees*. In determining independence, the Governance Committee determines whether a director has any material relationship with the Corporation or its affiliated entities that could reasonably be expected to interfere with the exercise of such director's independent judgment. Directors who have a material relationship with the Corporation, including management directors, are not considered independent. This determination is conducted through a due diligence process that includes reviewing the following:

- each director's responses to a detailed annual questionnaire about their individual circumstances;
- biographical information;
- internal records and documents on relationships between a director and any entity affiliated with the director on the one hand, and the Corporation and its affiliated entities, on the other hand; and
- discussions with the director as may be required.

When assessing materiality, the Governance Committee considers all relevant factors and circumstances, including transactions between the Corporation and the director directly, immediate family members of the director, and organizations with which the director is affiliated, and the frequency and dollar amounts associated with any such transactions. The Governance Committee has reviewed each existing and proposed director's factual circumstances and relationships with the Corporation to determine whether the director is independent within the meaning of the Governance Guidelines. The Governance Committee determined that 11 of the 13 director nominees are independent. The Governance Committee reviews its findings with the Board.

The table below describes whether each director nominee is independent or non-independent and, in the case where a director nominee is of non-independent status, the reason for such status is provided. Mr. Cornell Wright, President of Wittington, the controlling shareholder of Weston, and Mr. Galen G. Weston, the Chairman of the Corporation and Chairman and Chief Executive Officer of Weston and Chairman of Wittington, the controlling shareholder of Weston, were determined not to be independent because they have a material relationship with the Corporation.

Status of Director Nominees

Name	Status	Reason for Non-Independent Status, if applicable
Scott B. Bonham	Independent	
Shelley G. Broader	Independent	
Christie J.B. Clark	Independent	
Daniel Debow	Independent	
William A. Downe	Independent	
Janice Fukakusa	Independent	
M. Marianne Harris	Independent	
Kevin Holt	Independent	
Claudia Kotchka	Independent	
Rima Qureshi	Independent	
Sarah Raiss	Independent	
Galen G. Weston	Non-Independent	Chairman of the Corporation, Chairman and CEO of Weston, and Chairman of Wittington, the controlling shareholder of Weston
Cornell Wright	Non-Independent	President of Wittington, the controlling shareholder of Weston

The Corporation has taken steps to ensure that adequate structures and processes are in place to permit the Board to function independently of management of the Corporation. The Chair of the Board and of each committee meet separately with the Board or committee members after each meeting without other members of management present. The independent directors meet separately and meet without the non-independent directors or management's presence after each Board meeting. Additional information relating to the directors standing for election, including other public company boards on which they serve as well as their attendance record for all Board and committee meetings during 2024, can be found on pages 10 to 16 of this Circular.

Board Committees

The Board has four standing committees:

- Audit Committee;
- Governance, Talent and Compensation Committee;
- Patient Care and Quality Committee; and
- Risk and Compliance Committee.

The Chair of each committee reports to the Board on material issues discussed and the actions taken at each committee meeting.

Position Descriptions for the Chair of each Committee

The Chair of each committee is responsible for the leadership and effective functioning of the committee. Specifically, the Chair is responsible for the following: maintaining a productive and effective relationship between the committee and management of the Corporation; holding management accountable for matters delegated to the committee by the Board; ensuring the proper flow of information from the committee to the Board regarding the matters discussed and decisions taken at each committee meeting; reviewing the agenda for each meeting of the committee to ensure that all appropriate matters are brought forward for discussion; ensuring that the committee meets as frequently as is necessary to fulfill its mandate; and ensuring, with the assistance of management, that all proper materials and information are brought before the committee in connection with matters to be discussed at each meeting.

Committee Membership

At least once a year, the Governance Committee reviews the composition and chair of each committee and tables its recommendations to the Board for approval. All committees may engage outside advisors or consultants as necessary and have the authority to approve fees for any such engagements.

With the exception of the Risk and Compliance Committee and the Patient Care and Quality Committee, on which Cornell Wright serves as a member, all committees are comprised solely of independent directors.

Committee Responsibilities

Each committee has a formal mandate and a position description for its Chair, both of which are established by the Board. On an annual basis, each committee reviews its mandate and the position description for its Chair to ensure they reflect best practices and address applicable regulatory and other requirements. The results of those reviews are presented to the Board for approval. Copies of the committees' mandates and position descriptions are available on the Corporation's website at www.loblaw.ca.

The following is a summary of the responsibilities of each committee:

1. *Audit Committee*

The Audit Committee reviews with management and the external auditor the Corporation's annual and interim consolidated financial statements, Management's Discussion and Analysis, Annual Information Form and other matters relating to the Corporation's financial disclosure. The Audit Committee also assesses and evaluates the integrity of the Corporation's internal control over financial reporting and information systems. In addition, the Audit Committee is responsible for:

- recommending the appointment of the external auditor;
- reviewing and approving the annual audit plan for the external auditor;
- reviewing the independence of the external auditor;
- considering and evaluating with management the design and effectiveness of internal controls over financial reporting and financial disclosure controls and reviewing any proposed corrective actions;
- overseeing procedures for the receipt, retention and follow-up of complaints regarding the Corporation's accounting, internal controls and auditing matters and for the confidential anonymous submission by employees of concerns regarding such matters;
- reviewing and approving internal audit's annual plan and receiving regular reports thereon;
- reviewing and approving the audit fees paid to the external auditor and pre-approval of non-audit related fees to the external auditor;
- assessing the performance of the Corporation's internal audit function;
- reviewing and approving any significant related party transactions;
- reviewing the adequacy and effectiveness of controls relating to the Corporation's ESG disclosure and recommends significant disclosures to the Board for approval;
- reviewing regular reports by management relating to the implementation of the Corporation's information technology systems; and
- reviewing regular reports from management on systems, policies and procedures related to the mitigation of cyber-security risks.

The Audit Committee, whose current members are Christie J.B. Clark (Chair), Scott B. Bonham, Shelley G. Broader, Janice Fukakusa, M. Marianne Harris, Kevin Holt and Rima Qureshi, had five meetings in 2024. Further information relating to the Audit Committee's accomplishments in 2024 is set out in the "Audit Committee Report to Shareholders" on pages 22 to 24.

2. *Governance Committee*

The Governance Committee oversees succession planning and compensation for directors and senior management. The Governance Committee's specific responsibilities include:

- developing criteria and qualifications for selecting director candidates and identifying and recommending candidates for membership on the Board;
- evaluating the independence of directors and assessing their performance on an ongoing basis;
- assessing and reporting to the Board on its performance and effectiveness and that of its committees;
- assisting in the directors' orientation program;
- ensuring that the Corporation provides appropriate continuing education opportunities for the Corporation's directors;
- shaping the Corporation's approach to corporate governance and recommending to the Board the corporate governance principles to be followed by the Corporation;
- assisting the Board in discharging its responsibilities relating to compensation and succession planning processes for the Corporation's senior executives;
- reviewing and determining the design of the compensation of directors and executive officers; and
- overseeing the Corporation's pension and benefits program.

The Governance Committee, whose current members are William A. Downe (Chair), Scott B. Bonham, Daniel Debow, M. Marianne Harris, Claudia Kotchka and Sarah Raiss, had four meetings in 2024. Further information relating to the Governance Committee's accomplishments in 2024 is set out in the "Governance Committee Report to Shareholders" on pages 29 to 31.

3. *Patient Care and Quality Committee*

The Patient Care and Quality Committee assists the Board in overseeing the Corporation's healthcare services. Additionally, the Patient Care and Quality Committee is responsible for:

- overseeing the Company's processes, policies, and procedures in connection with the delivery of quality pharmacy and healthcare services to patients ("Services");
- overseeing matters relating to patient safety, patient experience and healthcare practices; and
- monitoring risks and relevant mitigation strategies related to quality of patient care and safety.

The Patient Care and Quality Committee, whose current members are Sarah Raiss (Chair), Shelley G. Broader, Rima Qureshi and Cornell Wright, was established in January 2025. Further information relating to the Patient Care and Quality Committee is set out in the "Patient Care and Quality Committee Report to Shareholders" on page 32.

4. *Risk and Compliance Committee*

The Risk and Compliance Committee is responsible for assisting the Board in fulfilling its oversight responsibilities in relation to the Corporation's compliance with legal and regulatory requirements; food safety and product safety matters, including safe preparation and handling standards; pharmacy and pharmaceutical matters; and environmental, health, safety and wellness matters. Although the Board oversees the Corporation's ERM program, it delegates the oversight of certain risks to the Risk and Compliance Committee. The Risk and Compliance Committee reviews the design and structure of the Corporation's ERM program and monitors and assesses its effectiveness. The Risk and Compliance Committee reviews and recommends to the Board for approval the Corporation's ERM policy and risk appetite statement. In addition, while the Board is responsible for overseeing the Corporation's approach, policies and practices related to ESG matters, it has delegated responsibility to the Risk and Compliance Committee for reviewing management's reporting on specific ESG programs and initiatives.

The Risk and Compliance Committee's specific responsibilities include:

- overseeing the Corporation's approach to legal and regulatory compliance matters and receiving reports from the Vice President, Compliance & Ethics;
- reviewing and monitoring the Corporation's policies relating to ethics;
- receiving and reviewing reports from management on various key risks affecting the Corporation and how they are being managed;
- reviewing regular reports by management relating to information technology and the Corporation's information technology systems, including cyber-security;
- overseeing the risks associated with the Corporation's pharmacy operations;
- reviewing actions taken by management with respect to food safety programs to address safe manufacturing, handling and preparation standards and receiving timely reports on any major incidents or violation of the Corporation's policies and any food safety issues;
- reviewing actions taken by management with respect to environmental and occupational health and safety matters; and
- overseeing the Corporation's ESG strategy, design and program and reviewing reporting on the Corporation's ESG programs.

The Risk and Compliance Committee, whose current members are Janice Fukakusa (Chair), Christie J.B. Clark, Daniel Debow, Kevin Holt, Claudia Kotchka and Cornell Wright had four meetings in 2024. Further information relating to the Risk and Compliance Committee's accomplishments in 2024 is set out in the "Risk and Compliance Committee Report to Shareholders" on pages 25 to 27.

New Director Orientation

The Governance Committee is responsible for the orientation of new directors and their education about the business of the Corporation and its subsidiaries. The Governance Committee coordinates an in-depth orientation session for all new directors, which is attended by the Chairman, the President and Chief Executive Officer and other senior executives and includes:

- a review of the Corporation's business strategy, financial information and governance processes;
- historical information on the Corporation;
- store and facility visits; and
- one-on-one meetings with the heads of each of the Corporation's principal business divisions.

In addition, new directors are provided with a reference manual in advance of the orientation session describing the Corporation's operations, strategy and business plan, the structure and role of the Board and its committees, the Board's mandate, compliance requirements for directors and corporate policies, as well as agendas and minutes for recent Board and committee meetings.

Director Continuing Education

The Governance Committee is also responsible for the continuing education of the Corporation's directors. On an ongoing basis, as part of regular Board and committee meetings, directors are given presentations on various aspects of the Corporation's operations, take part in site visits to the Corporation's facilities and receive reports from management. On an annual basis, directors are provided with an in-depth analysis of the Corporation's operating businesses. Directors also receive presentations on new developments and trends in corporate governance and director fiduciary duties as appropriate.

In 2024, the Board and its committees received targeted training on the following topics as part of the Corporation's director continuing education program:

Educational Sessions	Date	Participants
ESG Update	January 24, 2024	Audit
Tax Update	January 24, 2024	Audit
ERM Update	February 20, 2024	Risk and Compliance Committee
Competition Law Update	February 20, 2024	Risk and Compliance Committee
Brand Perception Insights	February 21, 2024	Board
Compensation Trends	April 29, 2024	Governance Committee
Digital Retail & Media	April 30, 2024	Board
Automation in Supply Chain	July 22, 2024	Board
Canadian Consumer insights	July 22, 2024	Board
Expanded Scope of Pharmacy Services	July 23, 2024	Board
Incentive Design	July 24, 2024	Governance Committee
Organized Crime and Safety	July 24, 2024	Risk and Compliance Committee
Global Trends in Retail	October 9, 2024	Board
Cyber Security Update	November 11, 2024	Risk and Compliance Committee
Pension Risk Management	November 11, 2024	Pension Committee
Customer Centricity	November 12, 2024	Board

Assessment of the Board and its Committees

Each year, the Governance Committee undertakes a review process to assess the performance and effectiveness of the Board and its committees. This process includes a confidential survey completed by each of the directors on matters including the operation of the Board and its committees, the adequacy of information provided to directors, the Board's relationship to management, Board structure and an assessment of Board and Committee Chairs. Additionally, the Chair of the Governance Committee conducts one-on-one interviews with the directors, which includes obtaining peer feedback from the directors and evaluating committee performance to further augment the assessment process. The survey and interview results are reviewed by the Governance Committee and then presented to the full Board. In early 2024 the Governance Committee also engaged an external advisor to conduct a further assessment of the performance and effectiveness of the Board and its committees (the "Board Effectiveness Review"). The results of the external assessment were presented to the Governance Committee in May 2024. Following the 2024 assessments, the members of the Board made recommendations for improvements in certain areas, including recommended relevant topics for future Board meetings.

Each year, the Governance Committee reviews committee composition and Committee Chairs and makes recommendations to the Board for approval. In addition to the assessment that the Governance Committee performs in connection with compensation matters, each year the Governance Committee assesses, with the participation of the entire Board, the performance of the Chairman, as well as the President and Chief Executive Officer and other senior executives.

Annually, the Board also reviews its responsibilities by performing an annual review of its mandate and the mandates of its committees. The Governance Committee also reviews various position descriptions on an annual basis.

Nomination of Directors

The Governance Committee is responsible for the process of identifying prospective director nominees. The Governance Committee reviews the relevant experience, skills and competencies of nominees. It also recommends the appointment of directors to the various committees.

The Governance Committee meets on an annual basis, or when required, to assess the appropriate size of the Board and whether any vacancies are expected due to retirement in accordance with the Director Tenure Guidelines or otherwise. As part of this assessment, the Governance Committee reviews an evergreen list of potential candidates, as well as the skills matrix of current Board members to determine criteria and qualifications to be considered when recruiting new director nominees. The members of the Board are canvassed with respect to potential candidates and each candidate is evaluated with respect to their experience and expertise, with particular attention paid to those areas of expertise that could best complement the current Board. As part of this evaluation process, the Board is mindful of diversity considerations in terms of thought, experiences, perspectives, gender and ethnicity, and recognizes the benefits of promoting diverse candidates to the Board. The Governance Committee also assesses any concerns relating to potential conflicts, independence, interlocking board memberships, or time commitment that the candidate may present. The Chairman and the Chair of the Governance Committee, as well as other members of the Governance Committee, meet with the potential candidates to determine their interest, availability and suitability.

The Governance Committee then presents its list of potential candidates and recommendations to the Board. A continuous list of potential candidates is maintained by the Governance Committee.

Before being put forward as a director nominee, candidates must meet the Chair of the Governance Committee, the Chairman and other Board members to discuss the Board's expectations in regards to contribution and commitment obligations.

Diversity and Inclusion

The Board believes that diversity is important to ensure that directors and senior management provide a wide range of thoughts, perspectives, experience and expertise required to achieve effective stewardship of the Corporation. The Corporation values diversity of views, thought, experience, skill sets, gender and ethnicity and supports the identification and nomination of diverse directors and candidates for senior management positions. Diversity allows the Corporation to better understand its customers and the communities which it serves and is an important factor that is taken into account in identifying and selecting Board members and in considering the hiring, promotion and appointment of senior management.

Board

The Corporation is committed to having a talented and dedicated Board that possesses the skills, expertise and experiences required at any given time. With that in mind, the Corporation adopted a Board Diversity Policy. This policy sets out guidelines for the Governance Committee to find the best qualified candidates for Board positions given the needs and circumstances of the Board and the Corporation, taking into account the current representation of diverse groups on the Board. The Board Diversity Policy provides that when identifying suitable candidates for appointment to the Board, the Governance Committee must consider candidates on merit using objective criteria with due regard to the benefits of diversity and the needs of the Board and the Corporation. The Governance Committee's approach in circumstances where diverse candidates are not selected for Board positions is to satisfy itself that there are justifiable reasons to support the selection.

In February 2025, the Governance Committee approved new diversity representation targets for the Corporation. The Board Diversity Policy includes targets that, by the end of 2028, people who identify as women will comprise at least 40% of the Board's directors and people who identify as visible minorities will comprise at least 23% of the Board's directors. The Board Diversity Policy does not currently specifically address, or include formal targets for, board representation of Indigenous peoples (being Indian, Inuit, Métis) or persons with disabilities* (together with women and visible minorities, the "designated groups" as defined under Article 3 of the *Employment Equity Act* (Canada)), as diversity is already an important factor that is considered in the director identification process, and ultimately it is the skills, experience, expertise, character and behavioral qualities of an individual that are most important in determining the value that an individual could bring to the Board.

** "Persons with disabilities" means persons who have a long term or recurring physical, mental, sensory, psychiatric or learning impairment and who: (i) consider themselves to be disadvantaged in employment by reason of that impairment; or (ii) believe that an employer or potential employer is likely to consider them to be disadvantaged in employment by reason of that impairment. This definition also includes persons whose functional limitations owing to their impairment have been accommodated in their current job or workplace.*

Management

The Corporation is committed to an inclusive and diverse workplace and recognizes that diversity is an important consideration in creating and maintaining an effective management team. The Corporation believes the most effective way to achieve its goal of an inclusive and diverse management team is to continue to grow a talent pipeline and create a diverse and inclusive culture. The Corporation has established a number of talent initiatives to support this objective, including mentoring and recruiting practices based on inclusion strategies and principles and maintaining active diversity and inclusion initiatives within the workplace. These programs were established to ensure that the Corporation's rich and diverse talent pool is supported and provided opportunities to grow their careers to the highest levels within the organization.

In February 2025, the Governance Committee approved new diversity representation targets for women and visible minorities in executive and management positions, being that by the end of 2028: (i) at least 45% of Vice President or higher positions and 46% of Management positions will be held by people who identify as women, and (ii) at least 30% of Vice President or higher positions and 30% of Management positions will be held by people who identify as visible minorities. In 2024, for the purpose of representation reporting, "Management" encompasses roles with direct leadership type responsibilities including managing operations and/ or managing people. The roles include, but are not limited to, senior director, director, senior manager, manager, distribution centre managers, store managers, and assistant store managers. The Corporation has made efforts to apply this definition consistently, however where job titles were unclear, certain roles which may possess some managerial responsibilities were classified as individual contributors. For the 2028 targets, Management will also include department managers. The Corporation has not adopted targets in respect of other designated groups, as diversity is already an important factor that is considered in hiring and promoting senior management, and ultimately it is the skills, experience, character and behavioral qualities of an individual that are most important in determining the value that an individual could bring to the Corporation as a member of senior management. The Corporation's approach in circumstances where diverse candidates are not selected for management positions is to satisfy itself that there are justifiable reasons to support the selection.

2024 Diversity Survey Results

The Corporation surveyed the Board and management to determine the number and proportion of individuals that self-identified as belonging to one or more of the designated groups. Participation in the survey was voluntary and, as such, the results represent only those individuals who elected to participate and may not be entirely representative of the designated groups at the Board or management level.

For purposes of the survey, the Board population is comprised of the 13 director nominees, the Corporation's executive management population is comprised of vice-president level positions and higher, and the Corporation's management population is comprised of Senior Director, Director, Senior Manager, Manager, Store Manager, Assistant Store Manager and Distribution Centre Management positions. The table below sets forth the number of individuals in each Board or management-level population, the numbers and percentages of individuals identifying with each designated group, the Corporation's related targets, as applicable, and progress toward those targets.

Designated Group	Board or Management Level	Group Size	Number	Percentage	2024 Target	Target Met
Individuals who identify as women	Director nominees	13	6	46%	40%	Yes
	Executive Management	190	75	39.5%	40%	No
	Management	6,220	2,856	46%	43%	Yes
Individuals who identify as visible minorities	Director nominees	13	3	23%	25%	No
	Executive Management	190	54	28%	25%	Yes
	Management	6,220	2,113	34%	30%	Yes
Individuals who identify as Indigenous peoples	Director nominees	13	0	0%	n/a	n/a
	Executive Management	190	3	1.6%	n/a	n/a
	Management	6,220	47	0.8%	n/a	n/a
Individuals who identify as persons with disabilities	Director nominees	13	1	8%	n/a	n/a
	Executive Management	190	2	1.1%	n/a	n/a
	Management	6,220	72	1.2%	n/a	n/a

The Corporation is committed to ensuring that it attracts and retains the most highly qualified and experienced directors and management and recognizes that diversity is an important consideration in creating and maintaining an effective Board and management team.

CORPORATE GOVERNANCE MATTERS

Ethical Business Conduct

The Corporation's Code of Conduct (the "Code") reflects the Corporation's commitment to high standards of ethical conduct and business practices. The Board annually reviews the Code to ensure it is current and reflects best practices in ethical business conduct and integrity and includes a strong "tone from the top" message. The Code addresses, among other things, conflicts of interest, compliance issues including compliance with laws, rules and regulations, confidentiality and fair dealing with the Corporation's shareholders, customers and suppliers and reporting of illegal or unethical behavior. All directors, officers and employees of the Corporation are required to comply with the Code and must acknowledge their commitment to abide by the principles of the Code on a periodic basis. The Risk and Compliance Committee receives periodic reports on compliance and the Governance Committee also receives periodic reports from management discussing various policies and procedures that support this important area. Material violations of the Code are brought to the attention of the Audit Committee and, if appropriate, to the Board. The Code is available on the Corporation's website.

Senior management oversees the implementation of the Code, the education of employees regarding the Code and all material breaches. Senior management also reviews the Code annually to determine if it requires revision or enhancement, and if so, such revisions are reviewed with the Board.

The Code also deals with conflicts of interest. If an officer or employee has a conflict of interest with respect to any matter, that individual is required to bring the conflict to the attention of his or her manager or the Human Resources Department. If a director has a conflict of interest with respect to any matter, he or she may not participate in any discussion and is required to abstain from voting on it. The Code also addresses such matters as the protection of confidential information and the protection and proper use of the Corporation's assets to ensure cyber and information security.

The Corporation encourages the reporting of violations and potential violations of the Code and has established an Integrity Action Line (or "whistle-blower" line), which is a toll-free number, that any employee or director may use to report conduct that he or she feels violates the Code or otherwise constitutes fraud or unethical conduct. A fraud reporting protocol has been implemented to ensure that fraud is reported to senior management in a timely manner. In addition, the Audit Committee has endorsed procedures for the anonymous receipt, retention and handling of complaints regarding accounting, internal controls and auditing matters. Reports are received periodically by the Audit Committee regarding any concerns reported through any of these procedures. These procedures are available at www.loblaw.ca. The Legal

Department reports regularly to the Audit Committee regarding complaints, if any, received through the whistleblower procedures so that the Audit Committee can ensure that any complaints are handled appropriately.

The Corporation has a Vendor Code of Conduct that sets out the Corporation's expectations of its vendor community with respect to ethical conduct and social responsibilities. The Vendor Code of Conduct deals with such matters as labour practices, environmental practices and compliance with applicable laws.

The Corporation also has a corporate ethics framework. This framework, internally referred to as the 'How to Make Good Decisions Framework', is intended to guide the creation of common ethical values across the Corporation, with the goal of having an enterprise-wide mechanism to assist colleagues in making good decisions and prompting them to report unwanted behaviour. In conjunction with the creation of the ethics framework, the Corporation developed ethics objectives, which focus on communicating ethical values to colleagues and developing educational tools to assist colleagues in day-to-day ethical decision-making.

Environmental, Social and Governance

As a multi-generational, family-owned company, and one of Canada's largest retailers and private-sector employers, the Corporation is uniquely positioned to create positive change on issues impacting its business and Canadians. The Corporation strives to be a trusted force in fostering prosperity in the communities it serves. Guided by its purpose to Help Canadians Live Life Well®, the Corporation strives to contribute to long-term community well-being by Fighting Climate Change and Advancing Social Equity.

Fighting Climate Change

Fighting climate change for the Corporation means taking decisive action to mitigate the environmental causes and effects of climate change which it believes benefits its business, customers, the communities which it serves today, and future generations of Canadians. The Corporation does this through measures such as: reducing CO_2 emissions, reaching our net-zero targets, ensuring packaging compliance in accordance with the Golden Design Rules, and eliminating food waste[(1)].

In 2024, the Corporation:

- Achieved a cumulative 16% reduction in its Greenhouse Gases ("GHG") Scope 1 and Scope 2 emissions relative to its 2020 baseline;
- Achieved 90%+ compliance to the in-scope Golden Design Rules[(2)] for its control brand and in-store plastic packaging; and
- Donated more than 17,500 metric tonnes of food, to food recovery agencies with more than 64,500 metric tonnes sent to other diversion streams for a total of more than 82,500 metric tonnes of food waste diverted from landfill.

(1) Plan development and processes utilized to measure progress against the Corporation's targets leverage and are in accordance with internationally recognized methodology including as set out in the Paris Agreement, which aims to limit global temperature rise to 1.5 degrees Celsius.
(2) A set of internationally accepted rules to improve plastic packaging design and reduce plastic waste.

Advancing Social Equity

Advancing social equity at Loblaw means two things. First, building a diverse and inclusive workforce reflecting the customers in the communities the Corporation serves while enriching Loblaw with a variety of perspectives, experiences and skills within its workforce. Second, supporting the health and well-being of women and children – which will enable communities to prosper.

In 2024, the Corporation:

- Surpassed four of its six 2024 representation targets for the Board of Directors, Executives, and Management, while missing the other two targets, each by a single position. At year end, individuals who identify as women represented 46% of Board roles (2024 Target: 40%), 39.5% of executive roles (2024 Target: 40%), and 46% of management roles (2024 Target: 43%), and individuals who identify as visible minorities represented 23% of Board roles (2024 Target: 25%), 28% of executive roles (2024 Target: 25%) and 34% of management roles (2024 Target: 30%).
- Trained 198,000 colleagues and employees on fundamental Diversity, Equity, and Inclusion topics.[(3)]
- Raised and donated (including donations in-kind) more than $212 million to support research, charities, and non-profits across Canada. This includes funds raised in 2024 that are expected to help PC Children's Charity™ reach more than 997,000 students nationwide during the 2024/2025 school year. It also includes more than $34 million provided by the Shoppers Foundation for Women's Health™ since 2022, supporting initiatives that improve women's access to care.

(3) This metric is the cumulative number of colleagues that have completed Diversity, Equity and Inclusion training since 2020. Each count of an employee is based on their completion of either Even Better 3 ("EB3") training or two Diversity, Equity and Inclusion e-learnings on "Being an Ally" and one edition of "Building a Culture of Inclusion". These training courses cover fundamental Diversity, Equity and Inclusion topics, which includes one or more of Diversity, Equity and Inclusion, and Belonging, and are delivered in line with our Culture Principles (Be Authentic, Build Trust, Make Connection) and CORE values (Care, Ownership, Respect, Excellence).

Loblaw is committed to these initiatives because they are the right thing to do for our business and for our stakeholders, ensuring a resilient and prosperous Canada for generations to come.

Loblaw's long-standing commitment to sustainability and social impact is demonstrated by its approach to addressing material ESG risks and opportunities, which includes establishing measurable targets; and ensuring transparent disclosures, proactive stakeholder engagement and robust governance practices.

Aligned with this, the Corporation has a robust corporate governance framework in place, elements of which are discussed in this Circular, including the section titled "Statement of Corporate Governance Practices". The Board oversees and monitors the Corporation's approach, policies and practices related to ESG and sustainability matters. The ESG Steering Committee, comprised of senior leaders, is responsible for setting priorities, tracking metrics and championing program initiatives across the Corporation. Various management committees are responsible for setting priorities and implementing and monitoring ESG-related initiatives across the organization.

Additional statements, policies and disclosures pertaining to the Corporation's key initiatives and achievements are included on the Corporation's website at www.loblaw.ca.

Human Rights at Loblaw

The Corporation recognizes its responsibility to respect and protect the human rights of all people who support and intersect with its business and does not tolerate abuse, discrimination or harassment in any form. Through its formal policies, codes of conduct for colleagues/employees and suppliers, comprehensive compliance standards and robust governance framework, the Corporation strives to uphold the rights of its customers, colleagues and employees, as well as the many workers across its supply chain. The Corporation is committed to protecting human rights, founded on a strong belief in doing what is right, and pledges to create a safe and inclusive experience across its value chain for the many customers who choose its products and services.

In November 2020, the Corporation issued a statement outlining its position on human rights in relation to the United Nations Guiding Principles (UNGPs) on Business and Human Rights. Since then, the Corporation has built on feedback and key learnings from its colleagues, customers, internal and external stakeholders, and investors and is accelerating the review and improvement of its approach to human rights.

In 2022, the Corporation engaged ELEVATE, a third-party expert and leader in sustainability and supply chain services, on several workstreams related to human rights and responsible sourcing. As part of this engagement, ELEVATE conducted Human Rights Due Diligence (HRDD) to assess human rights and responsible sourcing procedures and policies, across the Corporation. In partnership with ELEVATE, a multi-step process (including current state assessment, gap analysis, supply chain risk assessment and stakeholder engagement) was used to identify opportunities to strengthen policies and processes across the Corporation, including its international supply chain.

Through this process, the Corporation's management aligned on five inherent salient risks, detailed below, which inform its ongoing work on human rights and responsible sourcing. Salient risks are defined as those having the highest potential impact to people's human rights as a result of the Corporation's activities or business relationships. As per UNGP guidance, salient risks do not factor in mitigating steps that the Corporation may be taking on specific issues; instead, the risks focus on issues likely to be encountered due to the nature of the Corporation's business.

- *Forced labour:* refers to situations in which persons are coerced to work using violence or intimidation, or by more subtle means such as accumulated debt, retention of identity papers, or threats of denunciation to immigration authorities.
- *Child labour:* refers to work that is mentally, physically, socially, or morally dangerous and harmful to children; and/or interferes with their schooling by: depriving them of the opportunity to attend school; obliging them to leave school prematurely or requiring them to attempt to combine school attendance with excessively long and difficult work.
- *Discrimination, harassment, and abuse:* includes unequal treatment, directly or indirectly, on various grounds including race, ethnicity, sex, language, religion, political or other opinion, national or social origin, property, and birth or other status (such as sexual orientation or health status, for example having HIV/AIDS). Harassment and abuse include but are not limited to violence; corporal punishment; harsh or degrading treatment; sexual or physical harassment; mental, physical, verbal, or sexual abuse.
- *Livelihoods:* includes conditions related to maximum working hours, days off, fair wages, job security, social security, and benefits. The right to an adequate standard of living requires, at a minimum, that everyone shall enjoy the right to necessary subsistence: adequate food and nutrition, clothing, housing, and necessary conditions of care when required.
- *Occupational health and safety:* refers to the protection of workers from exposure to short- and long-term risks at work to reduce workplace injuries and illness and promote worker well-being.

In 2023, the Corporation engaged Ergon Associates, a leading labour and human rights firm, to complete an HRIA of the broccoli and cauliflower supply chains originating from Mexico, the US, and Canada.

This initiative was undertaken to further the Corporation's commitment to transparency and supply chain traceability. HRIAs are specialist studies designed to support an organization's due diligence efforts in relation to international standards and frameworks, including the UNGPs on Business and Human Rights and the Organization for Economic Cooperation and Development (OECD) Guidelines on Multinational Enterprises. An HRIA is a sector-wide study, and the process is not an audit or evaluation of specific suppliers or sub-suppliers.

This assessment was completed in 2024 and identified practical recommendations for the Corporation to prevent, mitigate, and address potential negative human rights impacts within its supply chain. The recommendations focus on areas where the Corporation has direct influence and can affect change, and will be used to develop specific action plans that are applicable and relevant for its organization.

Supply Chain Compliance

Loblaw has adopted a strict Supplier Code of Conduct that requires its suppliers, as well as agents, brokers and other third parties (collectively, "Suppliers") who conduct business with Loblaw, to take the necessary steps to ensure they engage in responsible sourcing as part of their business activities or supply chains.

In 2024, the Corporation updated its Supplier Code of Conduct that outlines its expectations of Suppliers and expectations and guidelines regarding responsible sourcing, including its commitment to human rights, the environment, health and safety, regulatory compliance, business ethics and the development of a diverse and sustainable supply chain. The Supplier Code of Conduct sets out minimum standards that Suppliers must meet which include:

- Not engaging in involuntary labour practices in their operations and supply chains. This includes forced, bonded, trafficked, involuntary prison, or underage labour and monitoring for any signs of involuntary labour practices, paying close attention to vulnerable workers, including migrant workers, women, and young people. Suppliers must ensure that all workers enter into employment voluntarily and may terminate employment at any time.
- Under no circumstances should workers be allowed or required to pay any recruitment fees in relation to their employment or position to any party, whether directly to the Supplier or indirectly via licensed or unlicensed agencies. Suppliers must ensure that any labour agencies they use, particularly for migrant worker recruitment, do not engage in these prohibited practices.
- Not employing workers under 16 years of age, below the age of compulsory education or under the minimum age as defined by local law, whichever is highest. The family farm exception is applicable; employing a minor aged 12- 15 working on a family farm owned or operated by their parent or guardian is permissible.
- Ensuring that workers aged 12 - 18 have working hours, conditions and other benefits appropriate to their age. These conditions must not jeopardize their physical, emotional, or mental health or safety, pose a risk to their physical and emotional development, or compromise their education. Suppliers with young workers must track their duties and positions to ensure compliance with young worker requirements.
- Not unreasonably restricting workers' freedom of movement in the workplace or requiring them to remain in the workplace beyond their scheduled hours, preventing them from taking required breaks or using the bathroom, or illegally confining them at any time, including after work. In supplier- provided/managed dormitory facilities, workers must be free to enter and leave without restriction.

Loblaw conducts audits on facilities it sources from, which are designed to confirm that Suppliers providing goods to Loblaw uphold the Supplier Code of Conduct.

Prior to commencing sourcing activities, Loblaw audits factories, processing facilities, plants, farms, packing or other facilities outside of Canada and the U.S. that are going to produce, process, manufacture, grow, raise, package or pack (i) control brand products sourced by Loblaw, or (ii) products for which Loblaw is the Importer of Record. Once sourcing has begun, Loblaw has processes in place to audit working conditions as well as to conduct fire, structural and safety assessments (if applicable). In addition, facilities located in designated high-risk locations, such as Southeast Asia, require a fire, structural and safety assessment to be conducted prior to Loblaw beginning to source from the facility.

These audits reinforce worker rights and safety by conducting reviews and assessments to ensure that, among other requirements: labour is voluntary; workers are properly compensated; workers are not exploited; facilities comply with employment standards (including minimum age); working hours are consistent with local laws and standards; and facilities meet health and safety laws and regulations.

Loblaw's facility audit compliance team is comprised of a core team in Brampton, Ontario, supplemented by in-market teams in China, Bangladesh, Thailand, Vietnam, Cambodia, and India. Facility compliance audits are conducted by third-party experts using a best-practice audit framework. In some cases, where suppliers provide Loblaw with facility compliance audits using an acceptable global framework, Loblaw conducts an equivalency review to ensure the audit scope meets its standard. In-market audit teams provide on-the-ground follow-up with remediation audits, additional information audits and verification of corrective actions.

If a facility audit identifies a compliance issue, Loblaw may allow opportunity for resolution, if appropriate and feasible under the circumstances. However, Loblaw also reserves the right to suspend or terminate the relationship before providing the supplier with an opportunity for resolution.

Human Rights Public Disclosure

Loblaw discloses its approach to human rights, in line with the UNGPs, and will continue to provide its stakeholders with information regarding how the Corporation is addressing key human rights related concerns. In particular, Loblaw's annual ESG reports include further data regarding its supplier audit program, including the number of supplier audits performed. Loblaw's ESG disclosures are subject to robust internal controls and procedures for the collection, verification, and dissemination of information.

The Canadian government enacted the Modern Slavery Act to help combat the use of forced labour and child labour in global supply chains. The Modern Slavery Act requires certain entities to report annually on their efforts to address these issues. In accordance with the Modern Slavery Act, the Corporation discloses its actions to prevent and reduce the risk of forced labour and child labour within its operations and supply chain. The 2024 Modern Slavery Act Report is available on the Corporation's website at www.loblaw.ca/en/human-rights.

The Corporation is committed to upholding human rights for all people with whom it interacts and disclosing its material plans, processes, controls and findings in relation to its human rights and responsible sourcing program. Further information regarding Loblaw's efforts to mitigate human rights risks and the Corporation's commitments regarding future human rights related disclosures are available at www.loblaw.ca/en/human-rights and in the "Human Rights at Loblaw" section on page 46 of this Circular.

Oversight of Cyber Security

The Corporation is committed to protecting its corporate and stakeholder information from current and future threats by implementing a security management framework that aligns with industry best practices. The Corporation has a dedicated technology and cyber security team comprised of skilled professionals who manage information security and operational controls. The Board, through the Risk and Compliance Committee, provides oversight and governance of the cyber security program and reviews quarterly reports from management.

Disclosure Policy

The Corporation has adopted a corporate Disclosure Policy to address the timely dissemination of all material information. The Disclosure Policy establishes guidance for determining what information is material and how to ensure that all material information is publicly disclosed on a timely basis to avoid selective disclosure. The Board, directly and through its committees, reviews and approves the content of major disclosure documents, including annual and interim consolidated financial statements, the Annual Report, the Annual Information Form, Management's Discussion and Analysis and the Circular. The Corporation seeks to communicate to its shareholders through these documents as well as by means of news releases, its website and investor relations calls and meetings.

Disclosure Committee

A Disclosure Committee comprised of the Corporation's senior management oversees the Corporation's disclosure process as outlined in its Disclosure Policy. The Disclosure Committee's mandate includes ensuring that effective controls and procedures are in place to enable the Corporation to satisfy all of its continuous disclosure obligations including evaluating events to determine whether they give rise to material information that must be publicly disclosed and reviewing all disclosure documents before they are presented to the Audit Committee and the Board. In addition, the Disclosure Committee is responsible for ensuring that the policies and procedures contained in the Corporation's Disclosure Policy are in compliance with regulatory requirements.

The Corporation's website, www.loblaw.ca, sets out governance information, including the Corporation's Code, Disclosure Policy and mandates of the Board and of its committees.

Stakeholder Engagement

The Corporation communicates directly with shareholders and other stakeholders in various ways and maintains ongoing dialogue to exchange ideas and receive constructive feedback. These discussions may include the Corporation's financial performance and business strategy, its approach to, and policies on, corporate governance and executive compensation, strategies related to ESG impacts and other areas of interest to stakeholders. Examples of the Corporation's stakeholder engagement are set out below.

- Management holds conference calls for quarterly earnings releases and major corporate developments as soon as practical after information is publicly released. These calls are open to all stakeholders in listen-only mode and feature a live webcast with a question and answer period with pre-qualified analysts.
- Shareholders can participate in the annual shareholder meeting in person or through a live webcast where they have the ability to ask questions and interact with management.
- Loblaw communicates with shareholders through its Annual Report; Management Proxy Circular; Annual Information Form; ESG Report; Early Release of Priority ESG Disclosures; Quarterly Report to shareholders; news releases; investor questionnaires and surveys; investor presentations; participation in industry conferences, and other meetings.

- Each year, Loblaw proactively meets with a number of its largest institutional investors, advocacy groups and others in the investment community to provide an opportunity to discuss the Corporation's approach to various issues, including financial performance, business strategy, corporate governance, executive compensation and emerging ESG practices and related activities.
- Shareholders can have a "say on pay" by voting on an advisory resolution regarding the Corporation's approach to executive compensation described in the Circular. The vote is advisory, not binding and does not diminish the Board's roles and responsibilities.
- Loblaw's investor relations team is responsible for communications with shareholders on a day-to-day basis and the Public Relations, Government Relations and Sustainability and Social Impact teams are responsible for engaging with Loblaw's other stakeholders.

Loblaw recognizes the evolving nature of stakeholder engagement and continually assesses and implements new practices as appropriate for the Corporation.

4 Compensation Discussion and Analysis

TABLE OF CONTENTS

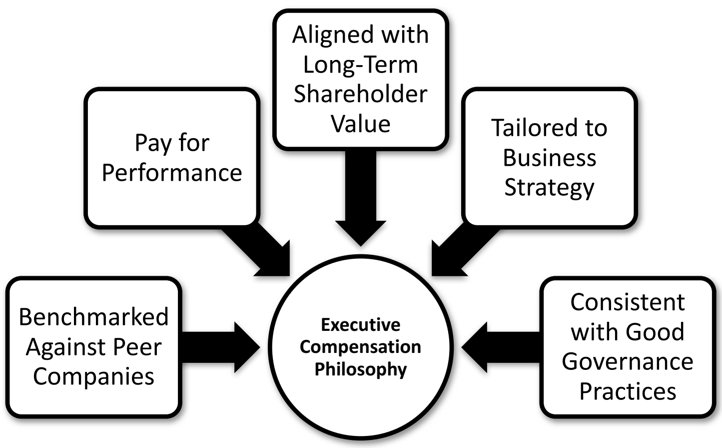
INTRODUCTION

This Compensation Discussion and Analysis describes the compensation programs of the NEOs. For 2024, the NEOs were:

Name	Position
Per Bank	President and Chief Executive Officer
Richard Dufresne	Chief Financial Officer
Barry Columb	President, President's Choice Financial
Jeff Leger	President, SDM
Frank Gambioli	President, Super Market Division

EXECUTIVE COMPENSATION PHILOSOPHY

The Corporation's executive compensation programs are designed to attract, retain and incent outstanding executives who are committed to improving the Corporation's performance and creating value for its shareholders. Five key principles underlie the Corporation's executive compensation programs, as set out below:



1. Benchmarked Against Peer Companies

Competitive compensation is important as it enables the Corporation to attract and retain talented and qualified individuals to lead the business. The Corporation has developed processes to ensure that its compensation programs are competitive with market and industry practices and support the attraction and retention of high quality executives. The Corporation periodically benchmarks compensation and incentive design relative to peer companies.

2. Pay for Performance

The Corporation structures its compensation programs to align executive compensation with the financial and strategic performance of the Corporation and the performance of its Common Shares. A significant portion of executive compensation is in the form of at-risk pay, namely STIP and LTIP compensation. This creates a performance-based corporate culture that rewards individual and team-based contributions to the achievement of the Corporation's operational and financial goals and aligns compensation with total return to shareholders. The at-risk components for the NEOs in 2024 ranged from 78.8% to 87.7% of their total direct compensation, as discussed under "Components of Executive Compensation for 2024" starting on page 57.

3. Aligned with Long-Term Shareholder Value

The Corporation structures its executive compensation programs to align the interests of its executives with those of its shareholders and other stakeholders. A significant portion of executive compensation takes the form of long-term equity-based awards. Structuring executive compensation in this manner rewards executives for the creation of sustainable, long-term shareholder value.

4. Tailored to Business Strategy

The Corporation believes that it should be flexible in applying its compensation programs to meet company and divisional needs. Incorporating appropriate flexibility into the design of the Corporation's incentive plans, such as in the design of performance measures in the STIP program, drives alignment at enterprise and divisional levels to key business and strategic objectives.

5. Consistent with Good Governance Practices

The Corporation structures its executive compensation programs to reward senior executives for the execution of business strategies while also taking an expected and reasonable level of risk. In 2024, the Corporation's STIP and LTIP programs were comprised of multiple performance measures to reduce the risk of executives focusing on a single performance measure.

EXECUTIVE COMPENSATION AND RISK MANAGEMENT

RISK MITIGATION PRACTICES

The Corporation has risk mitigation practices that include balanced incentive plans that are not focused on a single financial measure, a clawback policy for short- and long-term compensation, share ownership requirements for NEOs and other senior executives and trading restrictions and hedging prohibitions.

1. Incentive Plan Design

The Corporation's 2024 STIP and LTIP included a variety of performance measures, including share price appreciation, earnings, sales performance, ESG, earnings as a percentage of revenue, Overall Satisfaction ("OSAT"), return on capital, and an individual performance factor. Using multiple performance measures requires that the operating results of the Corporation and its businesses outperform in all key metrics in order for executives to achieve the maximum compensation award. This balanced approach is intended to reduce the risk of a disproportionate focus by executives on any single aspect of the business for the sole purpose of increasing their compensation.

Short-term incentives are designed to focus executives on the key drivers of the operating businesses and on value creation over both the short term and long term and, as such, minimize the likelihood of inappropriate or excessive risk-taking. The Corporation's STIP has a maximum payout level that limits the amount that an executive can be paid, thereby limiting the incentive to take excessive risk.

As part of its annual review process, the Governance Committee reviews stress testing of the STIP design to illustrate the payouts under various scenarios. The testing is intended to ensure that the performance shoulders (i.e. threshold to target to maximum) are set appropriately, such that performance levels are achievable with significant effort but without taking excessive risk.

The Governance Committee also carefully considers the sharing of profit between the Corporation's management and its shareholders in various performance scenarios. The affordability of payouts in different performance scenarios and the portion of profit that is allocated to employees and to shareholders provide comfort around the reasonableness and affordability of STIP payouts in light of performance achieved. The Governance Committee reviews the five year history of the Corporation's STIP performance and its correlation to key financial performance measures over this period. The stress testing and look back analyses are used to evaluate and confirm the reasonableness and affordability of the STIP payout results.

A significant portion of executive compensation is allocated to long-term incentives to focus executives on sustainable value creation. The Corporation's objective is to design incentive plans that motivate executives to take reasonable and appropriate risks and to align executives with long term shareholder value creation, through the long-term equity components of their compensation. The Governance Committee also requires that a sensitivity analysis be performed prior to any increase in an NEO's incentive compensation to ensure that the potential payouts are evaluated in the context of the Corporation's long-term plan and anticipated share price performance.

The Governance Committee regularly reviews each compensation plan and has the ability to make adjustments to incentive awards and actual payouts, as appropriate.

2. Clawback Policy

The Corporation has a clawback policy for STIP and LTIP payments for certain senior executives, including the NEOs. Under the policy, the Corporation can require an executive to repay STIP and LTIP payouts if the executive engages in misconduct that results in the need for the restatement of financial results. The clawback policy also provides that the Governance Committee may, in its discretion, claw back an executive's STIP and LTIP payouts if the executive engages in misconduct that would justify the executive's termination for just cause. The clawback policy applies to all incentive payments received by the executive over the two most recently completed years.

3. Share Ownership Requirements

Senior executives are required to maintain a significant equity investment in the Corporation. The Corporation's Executive Share Ownership Policy is designed to align executives' interests with those of the Corporation's shareholders, and to mitigate the likelihood of undue risk taking. The Policy establishes minimum share ownership levels for executives which are set at a multiple of an executive's base salary, with the multiple increasing to reflect the level and responsibility of an executive.

The Corporation imposes a mandatory hold period requiring the President and Chief Executive Officer to maintain their required share ownership level for one year following the end of their employment.

Senior executives, including NEOs, are subject to a mandatory holding requirement that requires an executive subject to the Policy to retain 50% of any after-tax proceeds received on the payout of RSUs or PSUs or an exercise of stock options in Common Shares until such executive's ownership level has been met. The Policy applies to a broad group of senior management, as further discussed under Executive Share Ownership Policy on page 71.

4. Trading Restrictions and Hedging Prohibitions

Directors, officers, executives, employees and certain other designated persons are subject to the Corporation's Securities Trading Policy, which prohibits trading, directly or indirectly, in the securities of Weston, Loblaw or Choice Properties while in possession of material undisclosed information. The Securities Trading Policy also prohibits informing unauthorized persons of such information and recommending or encouraging others to trade in the companies' securities while in possession of material undisclosed information.

Hedging transactions involving the securities of Weston, Loblaw or Choice Properties are prohibited. The prohibition covers transactions such as prepaid variable forward contracts, short sales, puts or calls, equity swaps or other equity monetization transactions, that are designed to hedge or offset a decrease in the market value of securities of Weston, Loblaw or Choice Properties. These prohibitions and restrictions ensure that executives maintain their exposure to the risks of their decision making.

The Corporation has regularly scheduled quarterly closed trading windows which include the period during each fiscal quarter when the Corporation's financial results are being compiled but not released to the public. Directors and executive officers must not trade in the securities or exercise options of Weston, Loblaw or Choice Properties outside prescribed open trading windows.

ROLE OF MANAGEMENT AND COMPENSATION CONSULTANTS

ROLE OF MANAGEMENT IN THE COMPENSATION AND EVALUATION PROCESS

In 2024, the Chairman and the President and Chief Executive Officer participated in the compensation design process, evaluated the performance of key senior executives and made recommendations to the Governance Committee with respect to the compensation of the other NEOs and the specific business goals to be used as performance targets for the various incentive programs. The views of the Chairman and the President and Chief Executive Officer are valued because of their involvement with key senior executives. The Chairman and the President and Chief Executive Officer are in the best position to effectively assess the performance of the NEOs, other than themselves, and how each NEO's efforts have contributed to the achievement of the Corporation's strategic objectives and operational targets. The Chairman is also well positioned to effectively assess the performance of the President and Chief Executive Officer.

These evaluations are based on the achievement of objectives and targets related to both the individual and the Corporation and include an assessment of leadership capabilities and team development. The results of these evaluations are presented to the Governance Committee. The Executive Vice President and Chief Human Resources Officer assists the Chairman and the President and Chief Executive Officer in developing and presenting to the Governance Committee management's recommendations and supporting material regarding the design of the incentive plans and the compensation of the other senior executives.

COMPARATIVE MARKET DATA

Comparative market data is one factor used in setting the compensation of each NEO. Other factors include the scope of the role, individual performance and experience, leadership ability, internal equity among executives and the operating results of the business or area for which the NEO has responsibility. From time to time, the Governance Committee uses benchmarking or comparisons of compensation programs from a peer group of companies to confirm that the Corporation's programs remain competitive. See the discussion below under the heading "Compensation Comparator Group" for a detailed description of the comparator group. When performing compensation reviews, the Governance Committee has determined that its compensation positioning should be targeted within a competitive range of the 50th percentile (median) of the Corporation's comparator group based on target total direct compensation, which is comprised of base salary, short-term and long-term compensation targeted amounts.

ROLE OF MERIDIAN COMPENSATION PARTNERS

In 2024, Meridian was retained by the Governance Committee to:

- Evaluate the Corporation's STIP and LTIP against its peers and industry standards and provide commentary on compensation principles, trends, and best practices.
- Review and benchmark the compensation of Mr. Columb against the Loblaw comparator group. The results of the review indicated that Mr. Columb's total direct compensation was below the market median.
- Review and benchmark the compensation of certain other senior executives, relative to Loblaw's executive compensation comparator group.

- Benchmark the Board's compensation relative to the Corporation's board compensation comparator group. The results of the review indicated that the directors' compensation was below market and an increase to their compensation was recommended. For a description of the resulting changes, please see "Director Compensation Review and Changes for 2025" above.

Meridian is not an independent compensation advisor. In 2024 and 2023, Meridian received $247,517 and $218,236, respectively, from the Corporation for advisory services to the Corporation.

The Governance Committee regularly evaluates whether to formally retain an independent compensation advisor to assist in compensation matters. As part of its annual assessment of governance practices, the Governance Committee determined that it did not require the services of an independent compensation advisor in 2024 or 2023.

COMPENSATION COMPARATOR GROUP

Loblaw uses a comparator group developed in consultation with Meridian to benchmark its executive compensation.

Determining a comparator group to benchmark NEO compensation is challenging in light of Loblaw's presence in the Canadian market as one of the largest companies in Canada by revenue and number of employees. Loblaw also has a limited number of direct retail peers in Canada and there are few large, Canadian companies outside of the financial services and resource-based industries against which Loblaw may easily compare.

The Governance Committee approved a blended comparator group comprised of three types of companies: (i) Canadian retail companies; (ii) US retail companies; and (iii) large (non-retail) Canadian companies. The US retail companies reflect the broader retail talent market and are direct competitors for talent at the senior executive level. The large Canadian companies were selected to reflect how Canadian companies pay executives for their skill set and experience. Most of the comparators listed below are within one-third to three times Loblaw's revenue size. Revenue was selected as the criterion for members of each comparator group because it is generally a stronger and more predictive measure for compensation comparisons for a retail company than other criteria (e.g. assets or market capitalization). Loblaw was positioned at the 62nd percentile based on revenue and at the 75th percentile based on market capitalization of this blended comparator group in 2024.

The group of comparator companies is set out below:

Category	Comparators		
Canadian Retail Companies	Alimentation Couche-Tard Inc. Canadian Tire Corporation, Limited	Empire Company Limited	Metro Inc.
US Retail Companies	Albertsons Companies, Inc. Best Buy Co Inc. Costco Wholesale Corporation Dollar General Corporation Dollar Tree Inc. The Home Depot, Inc.	The Kroger Co. Lowe's Companies, Inc. Performance Food Group Company Publix Super Markets, Inc. Rite Aid Corporation	Sysco Corporation Target Corporation The TJX Companies, Inc. Walgreens Boots Alliance, Inc. US Foods Holdings Corp.
Large Canadian Companies	BCE Inc. Brookfield Corporation Canadian Natural Resources Limited Cenovus Energy Inc. Enbridge Inc.	Imperial Oil Limited Nutrien Ltd. Parkland Corporation Power Corporation of Canada	Rogers Communications Inc. Saputo Inc. Suncor Energy Inc. TELUS Corporation

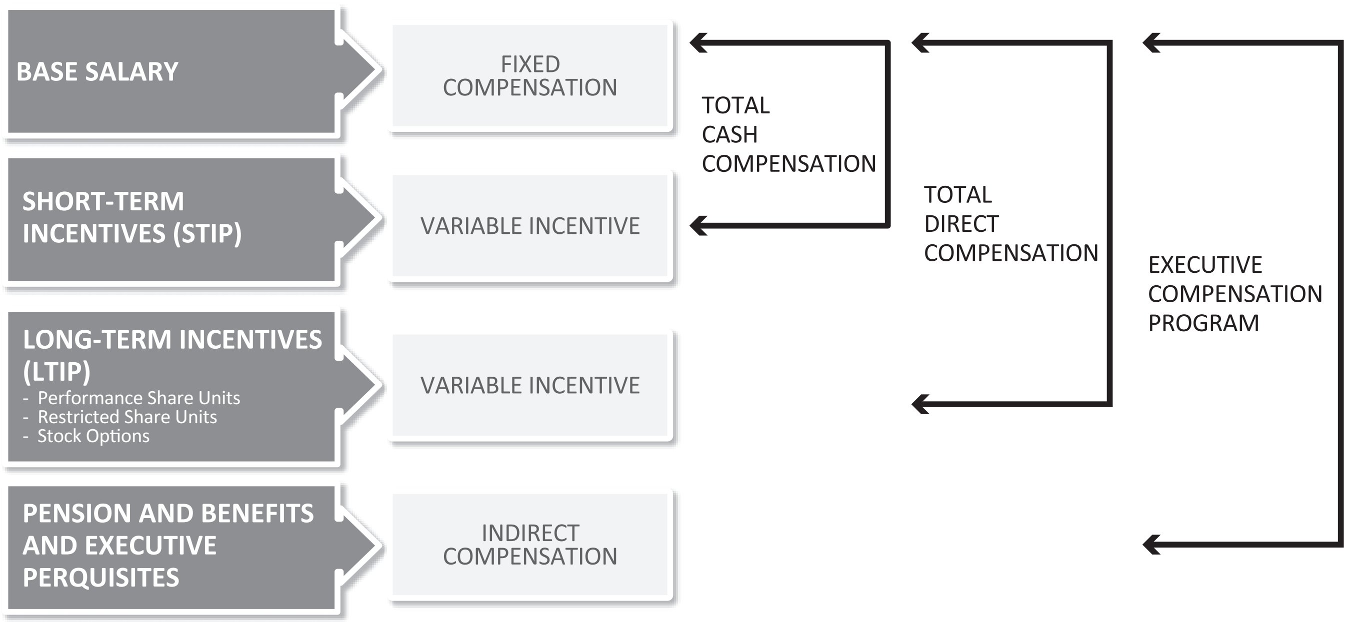
2024 COMPENSATION ANALYSIS

The Governance Committee reviews the compensation of the NEOs on a biennial basis. In 2024, the Governance Committee reviewed the results of the compensation analysis performed by Meridian, which results were considered when making decisions regarding NEO compensation.

COMPONENTS OF COMPENSATION

SUMMARY OF THE COMPONENTS OF COMPENSATION

The Corporation's executive compensation program is comprised of the elements described in this Compensation Discussion and Analysis, as summarized below:



OVERVIEW OF COMPONENTS

In 2024, NEO compensation was comprised principally of base salary, short-term cash incentives (which executives may elect to receive in the form of Executive Deferred Share Units ("EDSUs")) and long-term incentives (RSUs, PSUs and stock options) as described in the table that follows. Benefits, pensions and perquisites comprise a relatively small part of an NEO's total annual compensation.

Base Salary	Short-Term Incentives	Long-Term Incentives	Pension and Benefits	Perquisites
Compensate executives for fulfilling their day- to-day responsibilities	Reward executives for meeting annual financial and/or operating performance targets	Motivate and reward executives for increasing shareholder value and serve to retain executives	Assist executives in providing for their health and retirement planning	Provide additional benefits to executives that are competitive with market practice

Components		Form	Period	Program Objectives and Details
Fixed Compensation	Base Salary	Cash	Annual	• Reflects the executive's level of responsibility and experience, market competitiveness, internal equity among executives and the executive's overall performance.
Variable Compensation	Short-Term Incentive Plan (STIP)	Cash	Annual	• Each executive has a target annual bonus (% of base salary). • Actual payout is determined by the achievement of predetermined financial and/or operating performance objectives and the individual performance of each NEO. • Payouts generally range from zero to a maximum of 200% of an executive's target bonus.
		EDSUs (Elective)	Annual election; EDSUs held until cessation of employment	• Each executive can choose to receive all or a portion of the executive's STIP payout in the form of EDSUs, to a cumulative maximum of three times the executive's base salary. • Align executives' interests with those of shareholders and count towards the Executive Share Ownership Policy. • EDSUs are settled in Common Shares purchased on the open market no later than December 15th of the year following the year in which the executive's employment ceases for any reason. • EDSU Plan provides for the crediting of additional EDSUs in respect of dividends paid on Common Shares for the period when an EDSU is outstanding. Dividend EDSUs vest at the same time as EDSUs.
	Long-Term Incentive Plan (LTIP)	RSUs	3 year vesting period	• Motivate and reward executives for increasing shareholder value. • Serve as a key component in retaining executives. • RSU grants are generally made once per year. • RSUs typically comprise one-third of the total value of annual LTIP grants to executives. • RSUs are settled in Common Shares purchased on the open market at the end of the applicable vesting period. • RSU Plan provides for the crediting of additional RSUs in respect of dividends paid on Common Shares for the period when a RSU is outstanding. Dividend RSUs vest at the end of the applicable vesting period.
		PSUs	3 year performance period	• Motivate and reward executives for increasing shareholder value. • PSU grants are generally made once per year. • PSUs typically comprise one-third of the total value of annual LTIP grants to executives. • PSU vesting is based on the Corporation's success in achieving revenue and return on capital targets. • The overall number of PSUs that vest at the end of a performance period ranges from 0% to 200% of the initial grant. • PSUs are settled in Common Shares purchased on the open market at the end of the applicable performance period. • PSU Plan provides for the crediting of additional PSUs in respect of dividends paid on Common Shares for the period when a PSU is outstanding. Dividend PSUs vest at the same time and based on the same performance factor as the PSUs.
		Stock Options	5 year vesting period (20% per year); 7 year term	• Motivate and reward executives for increasing share price. • Stock option grants are generally made once per year. • Stock options typically comprise one-third of the total value of annual LTIP grants to executives.
Benefits	Group health, dental and insurance benefits		Employment and post- employment	• Executive benefit plans provide health, dental, disability and insurance coverage.
Pensions	Weston Group Consolidated Executive Plan (the "Consolidated Executive Plan") - Defined Benefit Provisions		Post-employment	• The defined benefit provisions of the Consolidated Executive Plan are designed to provide a reasonable level of retirement income to executives to reward them for their service. • Pension entitlements for an executive who participates in the defined benefit provisions of the Consolidated Executive Plan are based on length of service and eligible salary. • The total annual benefits payable under the defined benefit provisions of the Consolidated Executive Plan are capped at $125,000 per year. • The defined benefit provisions of the Consolidated Executive Plan were closed to new participants in 2006.
	Consolidated Executive Plan - Defined Contribution Provisions		Post-employment	• Since 2006, new executives participate on a non-contributory basis in the defined contribution provisions of the Consolidated Executive Plan. • Contributions were set as a percentage of base salary (maximum of $250,000) and in 2024 were capped at $32,490 per year.
	Supplemental Executive Retirement Plan ("SERP")		Post-employment	• The SERP is an unfunded obligation of the Corporation. • Senior executives of the Corporation whose pension benefits exceed the prescribed limits under the applicable tax legislation may participate in the SERP on a non-contributory basis if they comply with certain eligibility provisions.
Perquisites	Cash allowance/ reimbursement for professional services		Annual	• A limited number of personal benefits are provided, including use of a car or car allowance, an annual medical examination and a discretionary health care spending account and the ability to participate in the employee share ownership plan.

COMPONENTS OF EXECUTIVE COMPENSATION FOR 2024

BASE SALARY

Base salaries for the NEOs are set on an individual basis and not within formal salary ranges, taking into account the level of responsibility and experience, market competitiveness, internal equity among executives and the executive's overall performance both individually and in relation to the executive's business unit or division. The Governance Committee reviews the base salary of each NEO biennial. The Governance Committee may make adjustments to an NEO's salary as a result of a change in the NEO's duties and responsibilities, or in the performance and contribution of the NEO, both on an individual basis and in relation to the performance of the NEO's business unit or division.

The following table sets out the base salary for each NEO for 2024. For further details with respect to the reasons for any increase in annualized base salary from 2023, refer to the section titled "2024 Compensation Decisions Regarding the Named Executive Officers" starting on page 72.

Name	2024 Base Salary ($)	Increase From 2023 (%)
Per Bank	1,315,000	Nil
Richard Dufresne	760,000 (1)	Nil
Barry Columb	685,000 (2)	5.4
Jeff Leger	670,000	3.1
Frank Gambioli	625,000	17.9

(1) Mr. Dufresne's 2024 aggregate actual base salary of $950,000 was allocated 20% to Weston and 80% to Loblaw. In aggregate, Weston paid $190,000 and Loblaw paid $760,000 in 2024.

(2) Mr. Columb received an increase to his base salary effective April 1, 2024. Mr. Columb's actual base salary for 2024 was $676,250.

SHORT-TERM INCENTIVE PLAN

All NEOs participate in the Loblaw STIP. For 2024, the STIP was designed so that NEOs would be focused on key drivers of the Loblaw and SDM businesses, with an additional focus on ESG. The STIP program is designed to incent executives, including the NEOs, to meet certain annual business and financial objectives. Each fiscal year, the performance of the executives is measured by the achievement of specific financial and operational goals, which may vary from year to year. The Governance Committee believes that the STIP program is balanced as it is comprised of various performance measures that are designed to focus executives on the key drivers of the operating businesses and value creation over both the short term and long term and, therefore, reduce the risk of inappropriate or excessive risk-taking behaviour by executives.

The Governance Committee is responsible for approving the plan design and awards made by the Corporation pursuant to the STIP. The Governance Committee receives periodic reports on the performance of the STIP metrics, including performance against targets.

All participating executives have STIP award targets that are expressed as a percentage of their base salary, with such targets determined by the executive's position and level within the organization. Depending on actual performance relative to the performance targets, payouts for each performance target range from zero to a maximum of 200% of target for each component of the STIP, with a maximum payout under the STIP of 200%.

The 2024 STIP also included an individual performance component weighted at 25% of each NEO's overall STIP target. In assessing individual performance, the Governance Committee took into account the executive's role in the overall achievement of the Corporation's goals, as well as the individual performance objectives and leadership qualities of the executive. The individual performance factor for each executive is increased or decreased based on the corporate performance factor, ensuring that individual performance is explicitly calibrated to corporate performance. The overall STIP design for Mr. Dufresne was determined by the Governance Committees of each of the Corporation and Weston to reflect his responsibilities at both organizations.

Under the STIP, awards are determined separately for each performance measure and then aggregated to determine the final amount. The STIP award payments are made in cash, although executives may elect to receive all or a portion of their STIP award in EDSUs, to a cumulative maximum of three times the executive's base salary.

STIP awards are determined using the formula set out below.

(75% of STIP Target ($) × Business Perf. Factor *(0% - 200% factor)*) + (25% of STIP Target ($) × Business Perf. Factor *(0% - 200% factor)* × Individual Perf. Factor *(0% - 200% factor)*) = STIP Payout *(0% - 200% of target payout)*

Plan Design

The STIP is designed to incent executives to achieve the Corporation's overall business plan and strategic objectives, while maintaining a strong focus on ESG. At the beginning of each fiscal year, the Governance Committee establishes the STIP design, including specific business performance measures, weightings and targets. In determining the performance measures, weightings, targets and payout ranges for each fiscal year, the Governance Committee takes into account the key components of the Corporation's annual business plan, budget and strategic objectives. Following year end, the Governance Committee reviews the financial results of the Corporation against the performance targets and considers, in its judgment, whether any adjustments are required to account for unexpected events during the year.

As part of its annual review process, the Governance Committee reviews stress testing of the STIP design to illustrate the payouts under various scenarios. The testing is intended to ensure that the performance shoulders (i.e. threshold to target to maximum) are set appropriately, such that performance levels are achievable with significant effort and without taking excessive risk.

The Governance Committee also carefully considers the sharing of profit between the Corporation's management and its shareholders in various performance scenarios. The affordability of payouts in light of actual performance is important to understand as it relates to the portion of profit that is allocated to employees and to shareholders. Analysis of the respective allocation of profits between the Corporation's management and its shareholders provides context that supports the reasonableness and affordability of STIP payouts in light of performance achieved. The Governance Committee reviews the five year history of the Corporation's STIP performance and its correlation to key financial performance measures over this period. The stress testing and look back analyses are used to evaluate and confirm the reasonableness and affordability of the STIP payout results.

The following table sets forth details regarding the STIP targets and maximum aggregate STIP awards for each NEO:

Name	Base Salary (1) ($)	STIP Target as Percentage of Base Salary (%)	STIP Target ($)	Maximum STIP (2) ($)
Per Bank	1,315,000	150	1,972,500	3,945,000
Richard Dufresne	760,000 (3)	125	950,000	1,900,000
Barry Columb	685,000 (4)	100	676,298	1,352,596
Jeff Leger	670,000	100	670,000	1,340,000
Frank Gambioli	625,000	100	625,000	1,250,000

(1) 2024 STIP awards are calculated using each NEO's STIP-eligible salary for 2024. The STIP-eligible salaries for Messrs. Bank, Dufresne, Leger and Gambioli were the same as their base salaries. The STIP-eligible salary for Mr. Columb was $676,298.

(2) Maximum STIP awards are presented above based on a maximum STIP payout achievable of 200% of target.

(3) Mr. Dufresne's 2024 aggregate base salary of $950,000 was allocated 20% to Weston and 80% to Loblaw. In aggregate, Weston paid $190,000 and Loblaw paid $760,000 in 2024. Mr. Dufresne's aggregate STIP target from Weston and Loblaw was $1,187,500 in 2024, and his aggregate maximum STIP was $2,348,875.

(4) Mr. Columb received an increase to his base salary effective April 1, 2024.

2024 STIP Performance Measures

In 2024, the STIP was designed to focus NEOs on key drivers of the Loblaw and SDM businesses, with an additional focus on ESG. The STIP was designed with the following five business performance measures, weightings and targets to drive the Corporation's strategic goals in 2024:

Loblaw STIP - 2024 Business Performance Measures [(1)]

Consolidated Sales	Consolidated Earnings	ESG	EBIT Margin	Consolidated OSAT [(2)]
35%	35%	10%	10%	10%

(1) Business Performance Measures applicable to Messrs. Bank, Dufresne, Leger and Gambioli. For the Business Performance Measures applicable to Mr. Columb, which include measures specific to President's Choice Financial, please see the section "2024 STIP Performance Measures Applicable to Barry Columb, President, President's Choice Financial".

(2) OSAT refers to the customer satisfaction index, Overall Satisfaction.

Descriptions of each performance measure and charts summarizing performance ranges and payout percentages are set out below:

Consolidated Sales Target

The consolidated sales target for 2024 ($61,569 million) was designed to focus executives on growth in consolidated revenues, including the consolidation of franchises. The consolidated sales target included a qualifier such that performance would be capped at 100% if year-over-year adjusted tonnage share, normalized for change in square footage, declined more than five basis points.

		Threshold		Target		Maximum
Performance Range	Less than $60,645 million	$60,645 million	Each additional 0.15% ($92.4 million)	$61,569 million	Each additional 0.15% ($92.4 million)	$62,493 million or more
Payout Factor (% of Target)	0%	50%	+5%	100%	+10%	200%

Consolidated Earnings Target

The consolidated earnings target for 2024 ($5,269 million) was designed to focus executives on delivering adjusted earnings before interest, income taxes, depreciation and amortization ("Adjusted EBITDA")* pursuant to Loblaw's and SDM's combined annual and multi-year business plans. Adjusted EBITDA, as referred to in relation to Loblaw's 2024 STIP target, includes certain further adjustments, in addition to those noted in section 17, "Non-GAAP Financial Measures" of the 2024 MD&A. For 2024, the consolidated earnings target included a qualifier that in order to be eligible for above target achievement, year over year Adjusted EBITDA growth must be positive and target Adjusted EBITDA must be achieved.

		Threshold		Target		Maximum
Performance Range	Less than $5,137 million	$5,137 million	Each additional 0.25% ($13.2 million)	$5,269 million	Each additional 0.5% ($26.3 million)	$5,532 million or more
Payout Factor (% of Target)	0%	50%	+5%	100%	+10%	200%

**Non-GAAP financial measure. Please see note in the "Other Information" section of this Circular.*

ESG

The ESG target for 2024 was designed to focus executives on continuing to drive higher levels of corporate social responsibility across the business. Achievement of the ESG metric was determined based in equal part on social and environmental initiatives. The social initiatives related to representation (meeting or exceeding gender and diversity representation goals), Diversity, Equity and Inclusion training (provided to corporate store management, Associate and Franchise Owners and at least 50% of store support colleagues), and community investment (increased support for women's health and fighting childhood hunger). The environmental initiatives related to carbon (progress toward net zero carbon footprint by 2040), food waste (progress toward eliminating all food waste to landfill by 2030), and plastic (compliance with the in-scope Golden Design Rules by 2025). If Loblaw achieved its ESG target the performance payout would be 100%, but to the extent that the combined performance of the consolidated sales, consolidated earnings, EBIT margin and consolidated OSAT targets exceeded 100%, the same combined performance factor would be applied to the ESG metric. If the ESG target was not met, any performance payout for the ESG metric would be at the discretion of the Governance Committee.

Initiative	Target
Social - Representation	Yes/No achievement
Social - Diversity, Equity and Inclusion Training	Yes/No achievement
Social - Community Investment	Yes/No achievement
Environment - Carbon	Yes/No achievement
Environment - Food Waste	Yes/No achievement
Environment - Plastic	Yes/No achievement

EBIT Margin Target

The EBIT margin* target is determined by calculating Adjusted EBIT** as a percentage of revenue. Adjusted EBIT, as referenced in relation to Loblaw's 2024 STIP targets, includes certain further adjustments in addition to those noted in the 2024 MD&A. The EBIT margin target was designed to measure management's ability to translate revenue into profitability. The EBIT margin measure aligns with the focus on process and efficiency initiatives. The target for 2024 was 7.35%*.

		Threshold		Target		Maximum
Performance Range	Lower than 7.10%	7.10%	Each 2.5 basis point improvement	7.35%	Each 5.0 basis point improvement	7.85% or higher
Payout Factor (% of Target)	0%	50%	+5%	100%	+10%	200%

**Non-GAAP financial measure. See the note in the "Other Information" section of this Circular.*

***Non-GAAP financial measure. See the note in the "Other Information" section of this Circular and section 17 of the 2024 MD&A.*

Overall Satisfaction Target

The enterprise-wide customer satisfaction index, OSAT, is a direct measure of customer interaction in-store. The OSAT target for 2024 (62.1%) was designed to focus executives on customer satisfaction in the short term to drive loyalty and increase the sustainability of the business in the longer term.

		Threshold		Target		Maximum
Performance Range	Less than 58.6%	58.6%	Each 0.35% improvement	62.1%	Each 0.35 % improvement	65.6%
Payout Factor (% of Target)	0%	50%	+5%	100%	+10%	200%

2024 Loblaw STIP Calculation

In February 2025, the Governance Committee reviewed Loblaw's 2024 financial results and determined that the financial plan for the year had been achieved. However, some STIP targets had been significantly exceeded and others had not been met. As a result, the Governance Committee determined that it was appropriate to use its discretion to make a downward adjustment to some STIP metrics and an upward adjustment to others to achieve a 2024 STIP payout result that better reflected the overall financial performance of Loblaw in line with the financial plan. These adjustments resulted in an approved STIP payout of 100.0% (from 93.6%). Following the adjustments, the Loblaw 2024 STIP payout was approved as follows:

Performance Objective	Weighting (%)	Target	Actual	Performance	Payout Factor (% of Target)
Consolidated Sales	35	$61,569 million	$61,014 million	70.0 %	24.5 %
Consolidated Earnings	35	$5,269 million	$5,256 million	95.1 %	33.3 %
ESG	10	Established targets	Targets Achieved	100.0 %	10.0 %
EBIT Margin	10	7.35 %	7.51 %	132.0 %	13.2 %
Overall Satisfaction	10	62.1 %	63.0 %	125.7 %	12.6 %
Total Adjustments					6.4 %
Overall STIP Payout					**100.0 %**

Key Factors Influencing Results

Early in 2025, the Governance Committee reviewed the Corporation's 2024 financial results and determined the key factors contributing to each component's performance relative to target, as set out below:

- Consolidated sales in the food and drug businesses continued to grow but were below target.
- Consolidated earnings exceeded target, driven by continued focus on cost control measures.
- EBIT margin was favourable relative to target, driven by gross profit rate improvement and operating leverage.
- The Governance Committee reviewed the adjustments referenced above, the net result of which was a payout at target.

In 2024, the Corporation continued to focus on its ESG initiatives, including the completion of numerous projects targeting fighting climate change, including carbon footprint reduction, diversion of food waste and compliance with the in-scope Golden Design Rules for plastic packaging, and projects advancing social equity, including representation targets, Diversity, Equity and Inclusion training and community investment. The Governance Committee assessed the 2024 ESG performance objectives as follows:

ESG Performance Objective	Target	Actual	Performance	Payout Factor (% of Target)
Representation: Meet or exceed gender and diversity targets	• Visible Minorities Executive: 25% Management: 30% • Women Executive: 40% Management: 46%	• Visible Minorities Executive: 28% Management: 34% • Women Executive: 39.5% Management: 46%	Target Achieved	1.25 %
Culture and Inclusion Refresh: Planned 2024 rollout	• Rollout a culture, inclusion and Black-led, Black-focused, and Black-serving (b3) refresh program/ training with a store leadership focus in 2024 with completion from at least 97% of eligible corporate store management (Department Managers, Assistant Store Managers, Store Managers) and Associate and Franchise Owners and completion from at least 50% of Store Support colleagues in 2024	• 100% completion by corporate store management and Associate and Franchise owners • 56% completion by Store Support colleagues	Target Achieved	1.25 %
Community Investment: Increase support for fighting childhood hunger and women's health	• President's Choice Children's Charity ("PCCC") - Achieve a 15% increase in fundraising revenue over the baseline of 2021 ($20.633 million), driving the Corporation's commitment to raise and donate $150 million by 2027. This initiative aims to help PCCC feed one million kids annually by 2025 • Raise $11 million to help Shoppers Foundation for Women's Health reach more than 400,000 women through initiatives that make care more equitable and accessible • Feed More Families ("FMF") - Increase donations of food by 10% compared to 2023 on the path to donating 1B pounds of food to community-based charities (47.3 million pounds)	• PCCC: Achieved 103% of the 2024 target ($21.418 million) • The Shoppers Foundation for Women's Health: Achieved 113% of the 2024 target ($12.57 million) and reached over 1 million+ women • FMF achieved 107% of its 2024 plan (50.6 million pounds)	Target Achieved	2.50 %
Advancing Social Equity				**5.00 %**
Carbon: Net-zero Scope 1 and Scope 2 GHG emissions by 2040 and net-zero Scope 3 GHG emissions by 2050	• Achieve an estimated annual emission reduction of 31,000 tonnes of CO_2 equivalents from the completion of more than 400 projects approved as part of the 2024 Carbon Reduction Capital plan; completion of these projects is estimated to result in a 3% reduction from our 2020 carbon baseline • Scope 3: Develop the approach to a supplier data framework and execute on a keynote scope 3 carbon reduction effort with our suppliers	• 518 projects completed in 2024 (129.5% of plan) with 10 additional projects in progress at the end of 2024 • Scope 3: Complete	Target Achieved	1.67 %
Food Waste: Eliminate all food waste to land fill by 2030	• Achieve all internal diversion and disposal rates at the food retail store, drug retail store, and supply chain levels	• Food retail: Exceeded • Drug retail: Exceeded • Supply Chain: Exceeded	Target Achieved	1.67 %
Plastic: Ensure compliance with the in-scope Golden Design Rules for all control brand and in-store packaging by 2025.	• Achieve more than 90% compliance for control brand and in-store packaging by year end 2024	• Compliance rate of 90%+ achieved	Target Achieved	1.67 %
Fighting Climate Change				**5.00 %**
Overall ESG STIP Payout				**10.00 %**

2024 STIP Performance Measures Applicable to Barry Columb, President, President's Choice Financial

For 2024, the STIP for Mr. Columb, as President of President's Choice Financial, was designed so that Mr. Columb would be focused on both the strategy and performance of President's Choice Financial, as well as the integration of the President's Choice Financial business with that of the Corporation, with an ongoing focus on ESG and compliance. The STIP for Mr. Columb was based on sales, earnings, ESG and OSAT measures that included both President's Choice Financial and Loblaw consolidated components, as well as the Loblaw EBIT margin measure. For Mr. Columb's target STIP for 2024, 55% was based on President's Choice Financial components and 45% was based on Loblaw consolidated components.

The STIP for the President of President's Choice Financial was designed with the following business performance measures and overall weightings to drive the strategic goals of the Corporation and President's Choice Financial in 2024:

2024 STIP - Business Performance Measures Applicable to the President, President's Choice Financial

President's Choice Financial 55%	Sales 10%	Earnings 35%	ESG 5%	OSAT 5%	
Loblaw 45%	Sales 10%	Earnings 20%	ESG 5%	EBIT Margin 5%	OSAT 5%

Descriptions of the performance measures applicable to Mr. Columb are set out below:

Loblaw Components

The components of the business performance measures applicable to Mr. Columb that are comprised of Loblaw performance measures, including performance ranges, payout percentages and factors influencing results, are all as set out above, including the discretionary adjustment which resulted in an approved STIP payout of 100.0% (from 93.6%) for the Loblaw component of Mr. Columb's STIP. The final payout factors for the Loblaw components for Mr. Columb differ slightly due to their different weightings within his overall STIP.

President's Choice Financial Sales Target

The President's Choice Financial sales target for 2024 ($1,631 million) was designed to focus President's Choice Financial executives on revenue growth.

President's Choice Financial Earnings Target

The President's Choice Financial earnings target for 2024 ($180 million) was designed to focus President's Choice Financial executives on delivering earnings before tax pursuant to President's Choice Financial's annual and multi-year business plan.

President's Choice Financial ESG Target

The President's Choice Financial ESG target for 2024 was designed to focus President's Choice Financial executives on President's Choice Financial's ongoing commitment to compliance, regulatory and social metrics. Achievement of the following initiatives would result in a payout of 100% in respect of the President's Choice Financial ESG target: (i) no or only minor issues as determined through President's Choice Financial's risk appetite statement; (ii) achieving an overall regulatory compliance rating of medium or better; and (iii) an increase in representation of persons who identify as Indigenous peoples or persons with disabilities, and on-time completion of mandatory Diversity, Equity and Inclusion training. If President's Choice Financial achieved its ESG targets, then to the extent that the combined sales and earnings performance of the Corporation and President's Choice Financial exceeded target, the same combined performance factor would be applied to the ESG metric. To the extent that the ESG targets were not met, any performance payout for the ESG metric would be at the discretion of President's Choice Financial's Governance Committee.

President's Choice Financial Overall Satisfaction Target

The President's Choice customer satisfaction index, OSAT, is a direct measure of customer interactions. The President's Choice Financial OSAT target for 2024 (79%) was designed to focus executives on customer satisfaction in the short term to drive loyalty in the longer term. The President's Choice Financial OSAT strategic pursuit is a blended score weighted 60% to President's Choice Financial OSAT results and 40% to The Mobile Shop OSAT results.

2024 STIP Calculation applicable to the President of President's Choice Financial

In February 2025, the Governance Committee reviewed the 2024 financial results. Following the review, the aggregate payout factor for Mr. Columb was approved at 106.7% of target. The Governance Committees assessed the 2024 performance measures applicable to the President of President's Choice Financial as follows:

Performance Objective	Weighting (%)	Target	Actual	Performance	Payout Factor (% of Target)
PCF Sales	10	$1,631 million	$1,614 million	94.8 %	9.5 % (1)
PCF Earnings	35	$180 million	$184 million	111.1 %	38.9 % (1)
PCF ESG	5	Established Targets	Targets Achieved	104.5 %	5.2 %
PCF Overall Satisfaction	5	79.0 %	81.0 %	157.1 %	7.9 %
Loblaw Consolidated Sales	10	$61,569 million	$61,014 million	70.0 %	7.0 %
Loblaw Consolidated Earnings	20	$5,269 million	$5,256 million	95.1 %	19.0 %
Loblaw ESG	5	Established targets	Targets Achieved	100.0 %	5.0 %
Loblaw EBIT Margin	5	7.35 %	7.51 %	132.0 %	6.6 %
Loblaw Overall Satisfaction	5	62.1 %	63.0 %	125.7 %	6.3 %
Total Adjustments					1.3 %
Overall STIP Payout					**106.7 %**

(1) Reflects a discretionary adjustment approved by the board of directors of President's Choice Financial.

Key Factors Influencing President's Choice Financial Results

Early in 2025, the President's Choice Financial Governance Committee reviewed President's Choice Financial's 2024 financial results and determined the key factors that contributed to President's Choice Financial's performance relative to its targets, including:

- sales were below target and earnings results were above target, leading to performance payouts of 94.8% and 111.1% of target, respectively; and
- ESG targets were surpassed and customer Overall Satisfaction levels were above target, leading to performance payouts of 104.5% and 157.1% of target, respectively.

Individual STIP Components

Per Bank, President and Chief Executive Officer

The 2024 STIP award for Mr. Bank reflected Mr. Bank's role as President and Chief Executive Officer during the year and included an individual performance component weighted at 25% of his overall Loblaw STIP target. In assessing individual performance, the Governance Committee took into account quantitative factors including Mr. Bank's performance in achieving the Corporation's strategy and his role in the overall achievement of the Corporation's 2024 business plan. The Governance Committee also considered qualitative factors, such as Mr. Bank's leadership role in advancing the Corporation's growth strategy and driving customer centricity. Based on these criteria, the Governance Committee awarded Mr. Bank an individual performance component of $690,375, representing 140% of target.

Richard Dufresne, Chief Financial Officer

The 2024 STIP award for Mr. Dufresne reflected Mr. Dufresne's role as Chief Financial Officer during the year and included an individual performance component weighted at 25% of his overall Loblaw STIP target. In assessing individual performance, the Governance Committee took into account quantitative factors including Mr. Dufresne's role in supporting and advancing the Corporation's strategy and operating efficiencies and in the achievement of the Corporation's 2024 business plan. The Governance Committee also considered qualitative factors, such as Mr. Dufresne's leadership qualities and his role in driving culture and engagement. Based on these criteria, the Governance Committee awarded Mr. Dufresne an individual performance component of $296,875, representing 125% of target.

Barry Columb, President, President's Choice Financial

The 2024 STIP award for Mr. Columb reflected his role as President of President's Choice Financial during the year and included an individual performance component weighted at 25% of his overall STIP target. In assessing individual performance, the Governance Committee took into account quantitative factors, including Mr. Columb's role in advancing President's Choice Financial's strategy. The Governance Committee also considered qualitative factors, such as Mr. Columb's leadership qualities and his role in driving compliance, ethics awareness and culture and engagement at President's Choice Financial. Based on these criteria, the Governance Committee awarded Mr. Columb an individual performance component of $216,482, representing 120% of target.

Jeff Leger, President, SDM

The 2024 STIP award for Mr. Leger reflected his role as President, SDM during the year and included an individual performance component weighted at 25% of his overall STIP target. In assessing individual performance, the Governance Committee took into account quantitative factors, including Mr. Leger's role in driving SDM's strategy and in the execution of SDM's business plan. The Governance Committee also considered qualitative factors, such as Mr. Leger's leadership qualities and driving succession and integration objectives at SDM. Based on these criteria, the Governance Committee awarded Mr. Leger an individual performance component of $175,875, representing 105% of target.

Frank Gambioli, President, Super Market Division

The 2024 STIP award for Mr. Gambioli reflected his role as President, Super Market Division during the year and included an individual performance component weighted at 25% of his overall STIP target. In assessing individual performance, the Governance Committee took into account quantitative factors, including Mr. Gambioli's role in driving the Super Market division's strategy and his role in the overall achievement of the Corporation's 2024 business plan. The Governance Committee also considered qualitative factors, such as Mr. Gambioli's leadership qualities and driving culture and engagement. Based on these criteria, the Governance Committee awarded Mr. Gambioli an individual performance component of $187,500, representing 120% of target.

The following table sets forth the performance measures and weightings that were used in determining the STIP awards for 2024 for Messrs. Bank, Dufresne, Leger and Gambioli:

2024 Loblaw STIP Award (1)

Name	Consolidated Sales ($)	Consolidated Earnings ($)	ESG ($)	EBIT Margin ($)	Overall Satisfaction ($)	Discretionary Adjustment ($)	STIP Total from Business Performance (at 100.0%) ($)	Individual Performance (2) ($)	Loblaw STIP Award ($)
Per Bank	362,447	492,410	147,938	195,278	185,957	95,345	**1,479,375**	690,375	**2,169,750**
Richard Dufresne(3)	174,563	237,156	71,250	94,050	89,561	45,920	**712,500**	296,875	**1,009,375**
Jeff Leger	123,113	167,257	50,250	66,330	63,164	32,386	**502,500**	175,875	**678,375**
Frank Gambioli	114,844	156,023	46,875	61,875	58,922	30,211	**468,750**	187,500	**656,250**

(1) STIP awards are calculated using each NEO's respective actual base salary received in 2024.

(2) Individual Performance dollar value is calculated as 25% of the STIP target dollar value multiplied by the business performance factor and the individual performance factor.

(3) Mr. Dufresne also receives a STIP award from Weston. Mr. Dufresne's aggregate base salary is allocated 80% to the Corporation and 20% to Weston, with each applicable allocation thereof being subject to the applicable company's STIP. Full details of Mr. Dufresne's compensation from Weston are set out in the Weston Management Proxy Circular, which is available at www.sedarplus.ca.

The following table sets forth the performance measures and aggregate weightings that were used in determining Mr. Columb's STIP award for 2024, including both the President's Choice Financial and Loblaw performance measures:

2024 Aggregate STIP Award for Barry Columb, President, President's Choice Financial (1)

	Sales ($)	Earnings ($)	ESG ($)	EBIT Margin ($)	Overall Satisfaction ($)	Total Adjustment ($)	STIP Total from Business Performance (at 106.7%) ($)	Individual Performance (2) ($)	Aggregate STIP Award ($)
PCF(3)	48,186	197,310	26,376	n/a	40,071	—	311,943		
Loblaw	35,506	96,372	25,361	33,477	31,955	6,594	229,265		
Total							**541,208**	**216,482**	**757,690**

(1) STIP awards are calculated using the NEO's STIP-eligible salary for 2024.

(2) Individual Performance dollar value is calculated as 25% of the STIP target dollar value multiplied by the business performance factor and the individual performance factor.

(3) Reflects a discretionary adjustment approved by the board of directors of President's Choice Financial.

Executive Deferred Share Unit Plan

The Corporation's EDSU Plan enables an executive to receive up to 100% of the executive's STIP payout in any year in EDSUs, subject to a cumulative cap of three times the executive's base salary. All EDSUs held by an executive will be paid out in Common Shares purchased on the open market by no later than December 15th of the year following the year in which the executive's employment ceases for any reason. An election to participate in the EDSU Plan in any year must be made before the beginning of that year and is irrevocable. The number of EDSUs granted in respect of any year will be determined by dividing the STIP payout that is subject to an EDSU Plan election by the value of a Common Share on the date the STIP bonus would otherwise be paid. For this purpose, and for purposes of determining the value of an executive's EDSUs upon redemption, the value of a Common Share is calculated by using the volume-weighted average of the trading price of the Common Shares on the TSX for the five trading days prior to that valuation date. Additional EDSUs are accumulated based on notional equivalents of dividends paid on Common Shares while an EDSU is outstanding.

LONG-TERM INCENTIVE PLAN

The Corporation's equity-based LTIP is designed to retain executives and align their interests with long-term shareholder value creation by providing them with equity-based incentive awards that vest over time. Under the LTIP, the Corporation awards executives long-term incentives in the form of stock options, RSUs and PSUs, the values of which are directly linked to the market value of the Common Shares. Executives eligible for LTIP grants generally receive them on an annual basis.

Annual LTIP grants for NEOs are comprised of 1/3 stock options, 1/3 RSUs and 1/3 PSUs by grant date fair value (which proportions may vary immaterially due to rounding). The Board, on recommendation of the Governance Committee and after consultation with Meridian, has determined that the current LTIP mix is an appropriate balance of (i) stock options, which only have value to the extent the Corporation's share price increases and so align an executive's interest with shareholders in share price appreciation; (ii) RSUs, which serve as a key component in retaining executives and aligning their interests with those of shareholders; and (iii) PSUs, which focus executives on the delivery of key financial objectives set out in the strategic plan. A balanced approach of equal weighting for stock options, RSUs and PSUs continues to be well aligned to the Corporation's long-term strategy.

The value of an LTIP grant to a participating executive is generally determined as a percentage of the executive's base salary. All grants are reviewed and approved by the Governance Committee as part of its regular review of compensation. Annual LTIP awards are granted in the first quarter during the open trading window following the announcement of the Corporation's year end financial results in accordance with the Corporation's Securities Trading Policy. "Off-cycle" grants are made to newly hired executives and to executives promoted part way through a year, during open trading windows following the release of quarterly financial results.

In 2024, the Governance Committee approved LTIP awards to the NEOs as set out below.

Name	Base Salary [(1)] ($)	Targeted Annual LTIP Grant as a Percentage of Base Salary (%)	Actual Annual LTIP Grant Date Fair Value [(2)] ($)	Type of LTIP Grant[(3)]
Per Bank	1,315,000	550	7,232,845	Stock Options, RSUs and PSUs
Richard Dufresne	760,000	375	2,850,147 [(4)]	Stock Options, RSUs and PSUs
Barry Columb	685,000	285	1,895,082 [(5)]	Stock Options, RSUs and PSUs
Jeff Leger	670,000	270	1,809,003	Stock Options, RSUs and PSUs
Frank Gambioli	625,000	270	1,687,621	Stock Options, RSUs and PSUs

(1) Other than one-time grants, LTIP awards are calculated using each NEO's base salary on the date of grant.

(2) The grant date fair value of a PSU award assumes vesting at 100% of target.

(3) Stock options, RSUs and PSUs each comprise one-third of the annual LTIP grant.

(4) Mr. Dufresne's aggregate base salary is allocated 80% to Loblaw and 20% to Weston. In the aggregate, Loblaw paid $760,000 and Weston paid $190,000 in 2024. In addition to Mr. Dufresne's annual LTIP grant from the Corporation, he received an annual LTIP grant from Weston with an aggregate grant date fair value of $712,515. Full details of Mr. Dufresne's compensation from Weston are set out in the Weston Management Proxy Circular, which is available at www.sedarplus.ca.

(5) The aggregate grant date fair value of Mr. Columb's annual LTIP grant from the Corporation was $1,895,082, which reflects approximately 280% of his 2024 actual base salary. Mr. Columb's grant value shown above includes an LTIP grant that Mr. Columb received in May 2024 of $172,551 representing the incremental grant value owing in connection with the increase to his base salary and to his LTIP target during the year.

The key features of the Stock Option Plan, RSU Plan and PSU Plan are described below.

Stock Option Plan

Under the Stock Option Plan, the size of the annual award an executive receives is determined by reference to the executive's total LTIP award. The Governance Committee administers the Stock Option Plan, approves the participants, makes grants of options and establishes any limitations, restrictions and conditions on any grants. Any employee of the Corporation or any of its affiliates, as determined by the Governance Committee, may participate in the Stock Option Plan.

The Corporation's annual burn rate, which represents the number of Stock Options awarded under an arrangement divided by the weighted average number of Common Shares outstanding as at the end of a fiscal year, under the Stock Option Plan was 0.17% in 2024, 0.27% in 2023 and 0.35% in 2022.

The table below provides details regarding the outstanding options to purchase Common Shares and Common Shares available for future option grants:

	As at December 28, 2024	As at March 10, 2025
Issued and Outstanding Common Shares	301,736,053	300,383,165
Outstanding Options		
Number Outstanding	3,592,188	3,753,810
Number Outstanding as a Percentage of the Issued and Outstanding Common Shares	1.2%	1.2%
Maximum Number of Common Shares Issuable Pursuant to the Stock Option Plan at Any Time		
Number Issuable	28,137,162	28,137,162
Number Issuable as a Percentage of the Issued and Outstanding Common Shares	9.3%	9.4%
Common Shares Available for Future Option Grants		
Number Available	2,672,885	2,234,084
Number Available as a Percentage of the Issued and Outstanding Common Shares	0.9%	0.7%

The Stock Option Plan provides that Common Shares issuable pursuant to outstanding stock options that are cancelled, expired, forfeited or terminated for any reason without having been exercised will again be available for grant under the Stock Option Plan. Stock options are not transferable or assignable otherwise than by will or by laws of descent and distribution, and during the lifetime of an optionee will be exercisable only by the holder. Please see page 73 for details regarding the treatment of stock options upon the resignation, termination with or without cause, or retirement of a participant as well as the effect of a change of control of the Corporation.

The exercise price for options may not be less than the fair market value of a Common Share, which is defined as the greater of: (i) the volume-weighted average of the trading price of a Common Share on the TSX for the five trading days prior to the grant date; or (ii) the volume-weighted average of the trading price of a Common Share on the TSX on the trading day immediately preceding the grant date. The exercise price for options granted to U.S. participants is no less than the closing price of the Common Shares on the TSX on the day immediately preceding the grant date.

Options may not be exercised prior to the first anniversary of the date of the grant. The vesting of options is determined on the grant of the option. Under the Stock Option Plan, each option has a term of not less than five and not more than 10 years. Generally, options vest over a five-year period at a rate of 20% per year and expire at the end of seven years.

If the expiry date of an option occurs during a blackout period or other period during which an insider is prohibited from trading in securities of the Corporation pursuant to its Securities Trading Policy, the expiry date will automatically be extended for 10 business days after the blackout period ends.

The aggregate number of Common Shares issued to insiders within any 12 month period, or issuable to insiders at any time, under the Stock Option Plan and any other security based compensation arrangement of the Corporation, may not exceed 5% of the total number of issued and outstanding Common Shares during such period of time.

In the event of a consolidation, subdivision or reclassification of the Common Shares, or any stock dividend of Common Shares paid otherwise than in lieu of a normal cash dividend, or any amalgamation or reorganization of the Corporation, the Board will make appropriate adjustments to the number of Common Shares subject to any options then outstanding and the exercise price thereof. The Stock Option Plan provides that shareholder approval is not required for any amendments to the Stock Option Plan or an option granted under the Stock Option Plan, except for any amendment or modification that:

1. increases the number of Common Shares that can be issued under the Stock Option Plan, including an increase to a fixed number of Common Shares or a change from a fixed maximum number of Common Shares to a fixed maximum percentage;
2. reduces the exercise price of an option (including, without limitation, a cancellation and re-grant of an option, constituting a reduction of the exercise price of such option), except in connection with a change in the number of the Corporation's outstanding Common Shares by reason of a stock dividend or split, recapitalization, reorganization, amalgamation, consolidation, combination or exchange of Common Shares, or another corporate change affecting Common Shares;
3. extends the term of an option beyond its original expiry date, except where the expiry date would have occurred during a blackout period or at any other time when the holder may be prohibited from trading in securities of the Corporation pursuant to the Corporation's Securities Trading Policy;
4. changes the provisions relating to the transferability of an option;
5. extends eligibility to participate in the Stock Option Plan to a non-employee director;

6. permits awards, other than options, to be made under the Stock Option Plan;
7. requires shareholder approval under applicable laws, regulations or stock exchange rules; or
8. affects the amending provisions of the Stock Option Plan.

Subject to any required regulatory review or approval, the Board may make all other amendments to the Stock Option Plan without shareholder approval. These amendments include, but are not limited to, the termination of the Stock Option Plan; amendments designed to comply with applicable laws or regulatory requirements and "housekeeping" administrative changes (such as correcting an immaterial inconsistency or curing any ambiguity).

There were no amendments to the Stock Option Plan in 2024.

In 2024, the following NEOs exercised stock options, as described in the table below:

Name	Grant Date	Exercise Date	Quantity Exercised (#)[1]	Exercise Price ($)	Market Price ($)
Per Bank	September 1, 2023	September 3, 2024	4,274	117.92	175.21
	September 1, 2023	September 3, 2024	1,696	117.92	175.51
Barry Columb	March 1, 2018	February 22, 2024	10,171	55.69	143.00
	February 28, 2019	March 19, 2024	10,000	65.55	150.00
	February 28, 2019	May 8, 2024	10,000	65.55	157.00
	February 28, 2019	May 8, 2024	3,100	65.55	157.50
	February 28, 2019	June 3, 2024	16,257	65.55	159.50
	March 4, 2021	June 5, 2024	2,300	62.67	162.44
	March 4, 2021	June 5, 2024	10,000	62.67	161.84
	March 4, 2021	June 7, 2024	5,500	62.67	162.00
	March 4, 2021	June 12, 2024	9,000	62.67	159.00
	March 4, 2021	June 12, 2024	1,000	62.67	160.00
	February 27, 2020	June 12, 2024	8,300	70.06	160.00
	March 4, 2021	June 13, 2024	16	62.67	158.70
	February 27, 2020	June 14, 2024	11,000	70.06	155.96
	February 27, 2020	June 14, 2024	10,500	70.06	156.10
	February 27, 2020	June 14, 2024	11,000	70.06	155.97
Jeff Leger	March 1, 2018	February 23, 2024	13,167	55.69	143.00
	March 1, 2018	February 26, 2024	10,000	55.69	146.00
	March 1, 2018	February 28, 2024	10,000	55.69	147.50
	February 28, 2019	May 9, 2024	10,000	65.55	157.10
	February 28, 2019	May 10, 2024	15,667	65.55	156.80
	February 27, 2020	May 13, 2024	10,000	70.06	156.50
	February 27, 2020	May 13, 2024	4,800	70.06	156.70
	March 4, 2021	May 15, 2024	7,100	62.67	156.00
	February 27, 2020	May 16, 2024	20,000	70.06	156.10
	February 27, 2020	May 16, 2024	6,000	70.06	155.60
	March 4, 2021	May 16, 2024	2,900	62.67	156.00
	March 4, 2021	May 16, 2024	10,000	62.67	155.80
	March 4, 2021	May 24, 2024	7,816	62.67	156.80
Frank Gambioli	March 2, 2017	February 23, 2024	4,603	59.00	144.00
	March 1, 2018	May 24, 2024	14,364	55.69	157.00
	March 1, 2018	May 24, 2024	476	55.69	157.00

(1) Mr. Dufresne exercised stock options from Weston in 2024. The full details of Mr. Dufresne's compensation from Weston are set out in the Weston Management Proxy Circular, which is available at www.sedarplus.ca.

In 2024, the NEOs received stock option grants from the Corporation, as described in the table below:

Name	Options Granted (#)	Exercise Price ($)	Grant Date Fair Value ($)	Vesting Schedule	Term of Grant
Per Bank	69,620	147.09	2,410,941	20% per year over 5 years	7 years
Richard Dufresne	27,434 (1)	147.09	950,039	20% per year over 5 years	7 years
Barry Columb	16,581	147.09	574,200	20% per year over 5 years	7 years
	1,592 (2)	155.47	57,503	20% per year over 5 years	7 years
Jeff Leger	17,413	147.09	603,012	20% per year over 5 years	7 years
Frank Gambioli	16,244	147.09	562,530	20% per year over 5 years	7 years

(1) Mr. Dufresne received grants of stock options from Weston in 2024 with a grant date fair value of $356,353. The full details of the compensation of Mr. Dufresne from Weston are set out in the Weston Management Proxy Circular, which is available at www.sedarplus.ca.

(2) Mr. Columb received an incremental grant of stock options in May 2024 to reflect the mid-year increase to his base salary and LTIP target.

Restricted Share Unit Plan

RSUs entitle an executive to receive the value of the RSU award in Common Shares purchased on the open market at the end of the applicable vesting period, which is usually three years in length. An executive receives the number of Common Shares equal to the number of RSUs granted, with the ultimate award value determined by the Common Share price at the end of the applicable vesting period. Dividend equivalents in the form of additional RSUs that are equal in value to dividends paid on Common Shares are credited to the participant's account on each dividend payment date based on the number of RSUs in the account as of each dividend record date. The additional RSUs are subject to the same vesting conditions applicable to the related RSUs.

In 2024, the NEOs were awarded RSUs from the Corporation as follows:

Name	RSUs Granted (#)	Grant Value Per Unit ($)	Grant Date Fair Value ($)	Vesting Date
Per Bank	16,389	147.09	2,410,658	February 28, 2027
Richard Dufresne	6,458 (1)	147.09	949,907	February 28, 2027
Barry Columb	3,903	147.09	574,092	February 28, 2027
	370 (2)	155.47	57,524	May 8, 2027
Jeff Leger	4,099	147.09	602,922	February 28, 2027
Frank Gambioli	3,824	147.09	562,472	February 28, 2027

(1) Since 2019, the annual grants for senior executives of Weston are comprised of stock options and PSUs, with no RSUs granted to its senior executives. The full details of the compensation of Mr. Dufresne from Weston are set out in the Weston Management Proxy Circular, which is available at www.sedarplus.ca.

(2) Mr. Columb received an incremental grant of RSUs in May 2024 to reflect the mid-year increase to his base salary and LTIP target.

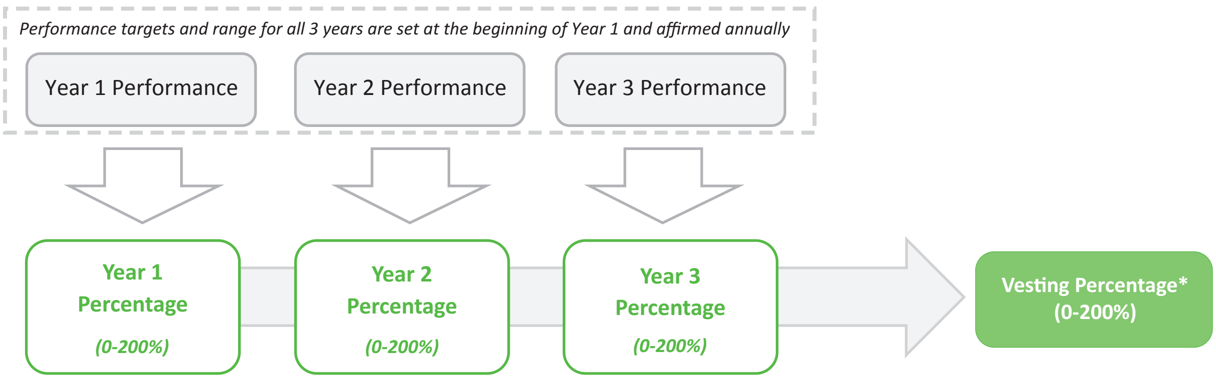
Performance Share Unit Plan

PSUs represent a form of at-risk long-term compensation that serves to motivate the recipient to deliver on financial objectives set out in the Corporation's strategic plan. PSUs serve to focus executives on selected key drivers of corporate performance and serve as a pay-for-performance incentive to reward executives for the achievement of prescribed corporate goals and share price appreciation. PSUs entitle an executive to receive the value of a PSU award in Common Shares purchased on the open market at the end of the applicable performance period, typically three years in length. However, the number of PSUs that vest during such period depends on the achievement of certain performance measures. For 2024, the Corporation's PSU performance measures were consolidated revenue and return on capital, excluding consolidated franchises.

Though the Governance Committee closely monitors the Corporation's performance relative to that of its peers when making compensation decisions, the Governance Committee believes that the best approach for the Corporation is to tie its executive compensation to performance metrics that are aligned with the Corporation's strategy and operating plans and that can be directly impacted by its executives. Consolidated revenue and return on capital are important indicators of retail performance and performance on these metrics is reflected in long term share price performance. The Governance Committee has determined that relative total shareholder return is not an appropriate performance measure for the PSUs due to the lack of size-appropriate Canadian retail peers and the significantly different inflation, foreign exchange and macro-economic factors to which comparable U.S. retailers are subject.

The Governance Committee has determined that consolidated revenue is appropriate as a significantly-weighted performance measure for the PSUs, notwithstanding its inclusion as a measure for the STIP, as it serves as a proxy for market share and is intended to reward growth of the business. Growth in revenue and market share is critical to the success of the Corporation and to the Corporation remaining competitive relative to its peers. Using consolidated revenue as a factor in the LTIP and STIP aligns the interests of executives with those of shareholders.

PSUs vest at the end of the applicable three-year performance period. The performance factor that determines the number of PSUs that vest is determined based on the three year average results against target in each year in the performance period. Setting yearly performance targets allows the Corporation to set targets with appropriate stretch and reduces the need for the Corporation to make provisions for adjustments or moderation of macro-economic impacts which may be more likely over a longer term. The results in each year, in turn, are determined based upon the level of achievement of each of the performance conditions during that year. When setting the three one-year targets, the Governance Committee considers the longer term financial operating model of the Corporation. The setting of three one-year targets, as opposed to one three-year target, aligns with the practice of some retail organizations which set targets over shorter periods and reflects a retail industry specific incentive design. The overall number of PSUs that vest at the end of a performance period range from 0% to 200% of the initial grant as illustrated below:



*Calculated as a simple average of performance in Years 1, 2, and 3.

Each PSU measure has a threshold, target and maximum performance level. Where performance is below threshold, PSUs do not vest. PSUs vest at 100% if target performance is achieved and at 200% if maximum performance is achieved.

For performance between threshold and target and target and maximum, vesting of PSUs is determined on a linear basis. Dividend equivalents in the form of additional PSUs that are equal in value to dividends paid on Common Shares are credited to the participant's account on each dividend payment date based on the number of PSUs in the account as of the dividend record date. The additional PSUs are subject to the same vesting and performance conditions applicable to the underlying PSUs.

The performance targets for the PSUs granted in 2024 relate to a three-year period ending January 2, 2027 and were developed taking into account the Corporation's confidential business strategies, plans and initiatives and its expectations regarding financial and operational performance. These targets are intended to be challenging – neither impossible nor easy to achieve. These measures were stress-tested to ensure they were appropriately challenging taking into consideration historical trends and budget growth expectations in the Corporation's financial plan. PSU targets are forward-looking and disclosure of them before the end of the performance period would seriously prejudice the Corporation's interests. As a result, targets are disclosed in complete detail at the time of payout of PSUs.

In 2024, the following NEOs were awarded PSUs from the Corporation for which the grant date fair value assumes vesting at 100% of target:

Name	PSUs Granted (#)	Grant Value Per Unit ($)	Grant Date Fair Value ($)	Vesting Date
Per Bank	16,393	147.09	2,411,246	February 28, 2027
Richard Dufresne	6,460 (1)	147.09	950,201	February 28, 2027
Barry Columb	3,904	147.09	574,239	February 28, 2027
	370 (2)	155.47	57,524	May 8, 2027
Jeff Leger	4,100	147.09	603,069	February 28, 2027
Frank Gambioli	3,825	147.09	562,619	February 28, 2027

(1) Mr. Dufresne also received grants of PSUs from Weston in 2024 with a grant date fair value of $356,162. The full details of the compensation of Mr. Dufresne from Weston are set out in the Weston Management Proxy Circular, which is available at www.sedarplus.ca.

(2) Mr. Columb received an incremental grant of PSUs in May 2024 to reflect the mid-year increase to his base salary and LTIP target.

Performance of 2022 PSUs

In 2022, the Corporation's NEOs were awarded PSUs whose vesting was tied to consolidated revenue and return on capital targets over a three-year period. The return on capital measure was defined as Adjusted EBIT* divided by capital at the start of the year. Adjusted EBIT, as referenced in relation to Loblaw's 2022 PSU targets, includes certain further adjustments in addition to those noted in the 2024 MD&A. At the time of grant, the performance targets relating to the 2022 return on capital and enterprise consolidated revenue metrics were forward-looking as they related to the three-year period ending in 2024 and were developed taking into account the Corporation's business strategies, plans and initiatives and its expectations regarding financial and operational performance. The targets were intended to be challenging – neither impossible nor easy to achieve.

**Non-GAAP financial measure. Please see the note in the "Other Information" section of this Circular and section 17 of the 2024 MD&A.*

In early 2025, the Governance Committee reviewed the performance of the 2022 PSU grants and determined the following results based on the average of the three year performance:

- the enterprise consolidated revenue component achieved a performance result of 160.0%; and
- the return on capital component achieved a performance result of 158.0%.

The target and performance for each component for PSUs awarded in 2022 which were equally weighted on results from 2022, 2023 and 2024 and paid out in 2025, are set out below:

Measures		2022		2023		2024		Performance by Measure	Performance Factor
		Target	**Results**	Target	**Results**	Target	**Results**		
Enterprise Consolidated Revenue	Max:	$54,023		$59,220		$62,493			
	Target:	**$52,964**	**$56,504**	**$58,059**	**$59,529**	**$61,569**	**$61,516**	**160.0%**	**80.0%**
50% weighting	Min:	$51,905		$56,898		$60,645			
Loblaw Return on Capital	Max:	13.98%		15.68%		16.40%			
	Target:	**13.48%**	**14.86%**	**15.18%**	**15.34%**	**15.90%**	**16.11%**	**158.0%**	**79.0%**
50% weighting	Min:	12.98%		14.68%		15.40%			
Performance by Year		**200.0%**		**157.6%**		**119.6%**		—	—
Vesting		**66.6%**		**52.5%**		**39.9%**		—	—
Overall Payout									**159.0%**

2022 PSU Payout Summary

In 2025, the Governance Committee determined that the 2022 grant of PSUs paid out at 159.0% of target. The number of PSUs that vested pursuant to these performance results is set out in the table below.

Vesting of 2022 PSU Award

Name	2022 PSUs Granted (#)	Total number of PSUs vested prior to application of performance factor (1) (#)	Enterprise Consolidated Revenue Component (#)	Return on Capital Component (#)	Total number of PSUs Vested (#)	Actual Settlement Value ($)
Richard Dufresne	9,566	9,956	7,965	7,865	15,830	2,953,117 (2)
Barry Columb	4,196	4,367	3,494	3,450	6,944	1,295,430 (2)
	1,020	1,058 (3)	846	836	1,682	324,357 (3)
Jeff Leger	5,236	5,450	4,360	4,305	8,665	1,616,374 (2)
Frank Gambioli	1,186	1,234	987	975	1,962	366,081 (2)
	1,254	1,301 (4)	1,041	1,028	2,069	398,986 (4)

(1) The total number of PSUs vested prior to the application of the performance factor reflects the original number of PSUs granted plus the dividend equivalents earned subsequent to the grant date.

(2) The actual value of the PSU settlements was based on the market price of the Common Shares on the TSX on March 3, 2025, the vesting date of the PSUs, which was $186.55.

(3) Mr. Columb's May 2022 grant of PSUs will vest on May 11, 2025. These amounts are the estimated value of the May 11, 2025 PSU settlement, based on the number of PSUs held on March 10, 2025 and the closing price of the Common Shares on the TSX on March 10, 2025, which was $192.84. The actual number of units held on May 11, 2025, being the vesting date of the PSUs, will include dividend equivalents earned between March 10, 2025 and May 11, 2025, and the actual value of the PSU settlement at that time will be based on the market price of the Common Shares on or about May 11, 2025.

(4) Mr. Gambioli's May 2022 grant of PSUs will vest on May 11, 2025. These amounts are the estimated value of the May 11, 2025 PSU settlement, based on the number of PSUs held on March 10, 2025 and the closing price of the Common Shares on the TSX on March 10, 2025, which was $192.84. The actual number of units held on May 11, 2025, being the vesting date of the PSUs, will include dividend equivalents earned between March 10, 2025 and May 11, 2025, and the actual value of the PSU settlement at that time will be based on the market price of the Common Shares on or about May 11, 2025.

Long-Term Incentive Plan Clawback

All LTIP grants include a clawback provision stating that if an executive accepts employment with a competitor of the Corporation within six months after leaving the employment of the Corporation, the gross dollar value of all stock option, RSU and PSU payments received in the 12 months of employment immediately prior to the date of cessation of employment must be repaid to the Corporation.

Securities Authorized for Issuance under Equity Compensation Plans as of December 28, 2024

The following table shows the number of securities authorized for issuance under equity compensation plans of the Corporation:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity Compensation Plans Approved by Securityholders			
Stock Option Plan	3,592,188	$95.85	2,672,885
Equity Compensation Plans Not Approved by Securityholders	N/A	N/A	N/A
Total	**3,592,188**	**$95.85**	**2,672,885**

RETIREMENT AND PENSION ARRANGEMENTS

The Corporation's retirement and pension arrangements are designed to provide a reasonable level of retirement income to executives. Senior executives of the Corporation participate in the defined benefit or the defined contribution component of the Consolidated Executive Plan. All new Loblaw executives join the Consolidated Executive Plan and participate in the defined contribution portion of the plan. Certain senior management of SDM, including Mr. Leger, participate in the Pension Plan for Executives of Shoppers Drug Mart Inc., a registered defined benefit pension plan, and the Shoppers Drug Mart Inc. Supplementary Pension Plan, an unregistered defined benefit pension plan (collectively, the "SDM Executive Pension Plan"), which closed in 2014. Certain senior management of the Corporation, including Mr. Gambioli, participate in a plan (the "Consolidated Salaried Plan") which includes defined benefit and defined contribution provisions that provide retirement income to participants. Pension entitlements under the Consolidated Salaried Plan are based on length of service and eligible salary. All provisions of the Consolidated Salaried Plan were closed to new entrants in 2006.

In addition, senior executives of the Corporation whose pensionable earnings exceed prescribed levels participate in a non-contributory SERP.

The details of these retirement and pension arrangements are set out in the section "Pension Plan and Long Service Executive Arrangements" starting on page 80.

EXECUTIVE BENEFIT PLANS

The Corporation provides the NEOs with designated health, dental, disability and insurance coverage through executive benefit plans paid for by the Corporation.

PERQUISITES

NEOs generally receive a limited number of perquisites, including the use of a car, an annual medical examination, a discretionary health care spending account and the right to participate in the employee share ownership plan.

EXECUTIVE SHARE OWNERSHIP POLICY

The Corporation maintains an Executive Share Ownership Policy to further align the interests of senior executives with those of the Corporation's shareholders. The Policy establishes minimum share ownership levels for executives which, based on their executive level, are set at a multiple of their base salary.

Under the Policy, Common Shares, EDSUs and the in-the-money value of vested stock options of the Corporation are the only eligible holdings included in determining an executive's ownership value. The Policy applies to every executive at the senior vice president level and higher. Senior executives who serve the Corporation as well as Weston may include their eligible holdings of Weston to satisfy the Policy.

Under the Policy, senior executives are required to own eligible equity-based holdings with a value equal to a multiple of their base salary as determined by their position:

Position	Multiple
President and Chief Executive Officer	5x base salary
CFO, COO and Executive Vice Presidents or equivalent, including Divisional Presidents	2x base salary
Senior Vice Presidents	0.5x base salary

Executives are required to attain the required ownership level within five years of their appointment. The President and Chief Executive Officer of the Corporation is also subject to a post-employment hold period which requires their share ownership level to be maintained for one year following the end of their employment.

Executives subject to the Policy are required to retain a minimum of 50% of the after-tax proceeds received on the settlement of RSUs or PSUs or an exercise of stock options in Common Shares until their respective executive ownership levels have been attained.

The dollar values of each NEO's eligible equity-based holdings, based on the closing price of the Common Shares on the TSX on March 10, 2025 of $192.84 and the closing price of the Weston common shares on the TSX on March 10, 2025 of $237.51, as applicable, are set out in the table below, along with the dollar value of those equity-based holdings that are not eligible to be included in determining an executive's ownership value.

	Ownership Requirement		Value of Eligible Equity-Based Holdings				Value of Ineligible Equity-Based Holdings			
Name	($)	Multiple of Salary	Common Shares ($)	DSUs and EDSUs ($)	Vested In-the-Money Stock Options ($)	Eligible Total ($)	RSUs ($)	PSUs [1] ($)	Unvested In-the-Money Stock Options ($)	Ineligible Total ($)
Per Bank	6,575,000	5	135,181	—	637,023	772,204	15,366,070	7,032,875	4,727,358	27,126,303
Richard Dufresne[2]	1,520,000	2	5,323,918	—	38,924,364	44,248,282	3,839,444	5,204,146	18,534,883	27,578,473
Barry Columb	1,370,000	2	8,059,362	—	5,049,450	13,108,812	2,675,848	2,676,426	4,289,583	9,641,857
Jeff Leger	1,340,000	2	2,239,451	292,345	5,226,286	7,758,082	2,297,689	2,298,074	4,173,231	8,768,994
Frank Gambioli	1,250,000	2	32,011	—	5,663,010	5,695,021	2,143,031	2,143,609	2,208,279	6,494,919

(1) The value of PSU awards assumes vesting at 100% of target.

(2) Mr. Dufresne is subject to Weston's Executive Share Ownership Policy. Mr. Dufresne's aggregate base salary is paid 80% by Loblaw and 20% by Weston. For 2024, Loblaw and Weston paid $760,000 and $190,000, respectively, toward the cost of Mr. Dufresne's aggregate base salary of $950,000. Mr. Dufresne's aggregate ownership requirement is $2,850,000. For a description of Weston's Executive Share Ownership Policy in respect of Mr. Dufresne, please refer to the Weston Management Proxy Circular available at www.sedarplus.ca.

2024 COMPENSATION DECISIONS REGARDING THE NAMED EXECUTIVE OFFICERS

The following outlines the rationale underlying the compensation decisions for each of the Corporation's NEOs for 2024.

Per Bank, President and Chief Executive Officer

Mr. Bank's compensation arrangements did not change in 2024, being a base salary of $1,315,000 and STIP and LTIP targets of 150% and 550%, respectively. Mr. Bank's compensation also includes an allowance paid for certain housing and tax filing expenses. As discussed in the section "Individual STIP Components" on page 63, the Governance Committee awarded Mr. Bank $690,375 for the individual performance component of his 2024 STIP award. Mr. Bank's annual LTIP grant from Loblaw for 2024 had an aggregate grant date fair value of $7,232,845, comprised of 69,620 stock options, 16,389 RSUs and 16,393 PSUs.

Richard Dufresne*, *Chief Financial Officer

Mr. Dufresne's compensation arrangements did not change in 2024, being a base salary of $950,000 and STIP and LTIP targets of 125% and 375% of base salary, respectively. To reflect his dual role, 80% of Mr. Dufresne's base salary is paid by Loblaw and 20% by Weston. Each of Loblaw and Weston determines and funds its respective share of Mr. Dufresne's STIP. 80% of Mr. Dufresne's STIP is subject to the Loblaw STIP and 20% is subject to the Weston STIP.

As discussed in the section "Individual STIP Components" on page 63, the Governance Committee awarded Mr. Dufresne $296,875 for the 25% individual performance component of his 2024 Loblaw STIP award. Mr. Dufresne's annual LTIP grant from Loblaw for 2024 had an aggregate grant date fair value of $2,850,147, comprised of 27,434 stock options, 6,458 RSUs and 6,460 PSUs.

Full details of Mr. Dufresne's compensation from Weston are set out in the Weston Management Proxy Circular, which is available at www.sedarplus.ca.

Barry Columb, President, President's Choice Financial

The Governance Committee approved an increase in Mr. Columb's base salary from $650,000 to $685,000 and an increase in his LTIP target from 265% to 285% of base salary, effective April 1, 2024. Mr. Columb's STIP target remained unchanged at 100% of base salary. For 2024, Mr. Columb received an annual LTIP grant comprised of 18,173 stock options, 4,273 RSUs and 4,274 PSUs, with an aggregate grant date fair value of $1,895,082. In addition, as discussed in the section "Individual STIP Components" on page 63, the Governance Committee awarded Mr. Columb $216,482 for the 25% individual performance component of his 2024 STIP award.

Jeff Leger, President, SDM

The Governance Committee approved an increase in Mr. Leger's base salary from $650,000 to $670,000 and an increase in his LTIP target from 240% to 270% of base salary, effective January 1, 2024. Mr. Leger's STIP target remained unchanged at 100% of base salary.

For 2024, Mr. Leger received an LTIP grant comprised of 17,413 stock options, 4,099 RSUs and 4,100 PSUs, with an aggregate grant date value of $1,809,003. In addition, as discussed in the section "Individual STIP Components" on page 64, the Governance Committee awarded Mr. Leger $175,875 for the 25% individual performance component of his 2024 STIP award.

Frank Gambioli, President, Super Market Division

The Governance Committee approved an increase in Mr. Gambioli's base salary from $530,000 to $625,000, an increase in his STIP target from 90% to 100% of base salary, and an increase in his LTIP target from 190% to 270% of base salary, effective January 1, 2024.

For 2024, Mr. Gambioli received an LTIP grant comprised of 16,244 stock options, 3,824 RSUs and 3,825 PSUs, with an aggregate grant date value of $1,687,621. In addition, as discussed in the section "Individual STIP Components" on page 64, the Governance Committee awarded Mr. Gambioli $187,500 for the 25% individual performance component of his 2024 STIP award.

TERMINATION AND CHANGE OF CONTROL BENEFITS

None of the NEOs' employment agreements provide for change of control benefits; however, the Corporation's compensation plans have termination and change of control provisions. The table below summarizes the termination and change of control benefits provided under each plan in situations that result in cessation of employment. The actual amounts that an NEO would receive upon termination of employment can only be determined at the time the NEO leaves the Corporation.

	Separation Event (1)					
Type of Compensation	**Resignation**	**Termination without Cause**	**Termination with Cause**	**Retirement after age 55 with at least 10 years of service (the "Conditions")**	**Retirement that does not meet the Conditions**	**Change of Control**
Short-Term Incentive Plan	No payment	Bonus for the applicable year is pro-rated to the termination date	No payment	Bonus for the applicable year is pro-rated to the retirement date	Bonus for the applicable year is pro-rated to the retirement date	Governance Committee discretion to grant or adjust bonus
Stock Option Plan	30 days from the last day of active employment to exercise vested options	90 days from notice of termination to exercise vested options	All outstanding options forfeited at time of notice of termination	Options will continue to vest and pay out in the normal course, with the exception of any award granted in the calendar year of retirement	90 days from the date of retirement to exercise vested options	Governance Committee discretion to accelerate vesting of options
Restricted Share Unit Plan	Units forfeited upon the last day of active employment	Value of units paid out on a pro-rated basis for units granted at least 12 months prior to the termination date	All outstanding units forfeited upon the last day of active employment	RSUs will continue to vest and pay out in the normal course, with the exception of any award granted in the calendar year of retirement	Value of outstanding units paid out on a pro-rated basis for units granted at least 12 months prior to the date of retirement	Governance Committee discretion to adjust grant
Performance Share Unit Plan	Units forfeited upon the last day of active employment	Value of units paid out on a pro-rated basis for units granted at least 12 months prior to the termination date	All outstanding units forfeited upon the last day of active employment	PSUs will continue to vest and pay out in the normal course, with the exception of any award granted in the calendar year of retirement	Value of outstanding units paid out on a pro-rated basis for units granted at least 12 months prior to the date of retirement	Governance Committee discretion to adjust grant
Executive Deferred Share Unit Plan	NEO has until December 15th of the year following resignation to redeem	NEO has until December 15th of the year following termination to redeem	NEO has until December 15th of the year following termination to redeem	NEO has until December 15th of the year following retirement to redeem	NEO has until December 15th of the year following retirement to redeem	Governance Committee to ensure substantially similar award following a change of control event

(1) For executives who die or become disabled, their RSUs and PSUs will continue to vest and pay out in the normal course. All vested and unvested stock options will immediately vest and executives (or their estates) will have 2 years from the date of death or disability (or, if earlier, expiry of the term) to exercise vested options.

The Governance Committee has discretion to make adjustments to the general plan provisions for a particular executive if considered appropriate in the circumstances. The following summarizes the termination benefits described above as they relate to the specific arrangements under each NEO's employment agreement as at December 31, 2024.

Per Bank, President and Chief Executive Officer

If Mr. Bank's employment is terminated without cause, he would be entitled to the following:

i. a lump sum payment equal to the greater of (a) his regular base salary (including any vacation pay or termination pay) for a period of three (3) months from the termination date and (b) any minimum standards payments required by applicable employment standards legislation;
ii. a pro-rated STIP award equal to the greater of (a) the pro-rated STIP award he would have been entitled to (if any) had he remained employed with Loblaw up to the date that is three (3) months following the termination date, subject to the maximum payout being his pro-rated STIP target for the portion of the STIP award that relates to the period following the termination date; and (b) any pro-rated STIP award he would have become entitled to pursuant to the minimum standard under applicable employment standards legislation;
iii. continued participation in the Loblaw-leased car program, health care and dental benefits, employee/family assistance program, and pension accrual during the minimum standard benefit continuation period required under applicable employment standards legislation;
iv. continued housing rental expenses for the greater of (a) three (3) months from the termination date, and (b) the minimum standard benefit continuation period under applicable employment standards legislation; and
v. continued vesting of all LTIP awards, including the one-time RSUs, received prior to the date of any termination notice, without pro-ration, subject to certain non-competition and confidentiality undertakings.

Richard Dufresne, Chief Financial Officer

If Mr. Dufresne's employment is terminated without cause, he would be entitled to receive for a period of 24 months: (a) his base salary and car allowance, (b) his target STIP bonus, and (c) his health care and dental benefits, participation in the employee/family assistance program and pension accrual. Mr. Dufresne would also be entitled to applicable incentive payments and share-based settlements as provided for under the terms of the LTIP. Upon termination, Mr. Dufresne would be subject to certain non-competition and confidentiality undertakings.

Barry Columb, President, President's Choice Financial

If Mr. Columb's employment is terminated without cause, he would be entitled to receive for a period of 24 months: (a) his base salary, (b) his target STIP bonus, (c) participation in the Corporation-leased car program, and (d) his health care and dental benefits, participation in the employee/family assistance program and pension accrual. Mr. Columb would also be entitled to certain incentive payments and share-based settlements applicable to the period prior to the termination date, as provided for under the terms of the STIP and LTIP. Upon termination, Mr. Columb would be subject to certain non-competition and confidentiality undertakings.

Jeff Leger, President, SDM

If Mr. Leger's employment is terminated without cause, he would be entitled to receive for a period of 24 months: (a) his base salary, (b) his target STIP bonus, (c) participation in the Corporation-leased car program, and (d) his health care and dental benefits, participation in the employee/family assistance program and pension accrual. Mr. Leger would also be entitled to certain incentive payments and share-based settlements applicable to the period prior to the termination date, as provided for under the terms of the STIP and LTIP. Upon termination, Mr. Leger would be subject to certain non-competition and confidentiality undertakings.

Frank Gambioli, President, Super Market Division

If Mr. Gambioli's employment is terminated without cause, he would be entitled to receive for a period of 24 months: (a) his base salary, (b) his target STIP bonus, (c) participation in the Corporation-leased car program, and (d) his health care and dental benefits, participation in the employee/family assistance program and pension accrual. Mr. Gambioli would also be entitled to certain incentive payments and share-based settlements as provided for under the terms of the LTIP. Upon termination, Mr. Gambioli would be subject to certain non-competition and confidentiality undertakings.

POTENTIAL AMOUNTS PAID ON TERMINATION

The following table sets forth the estimated incremental payments or benefits that the NEOs would have received upon termination of employment on December 28, 2024 for the various reasons described below:

		Amounts Due on Termination							
		Contractual Severance							
						Long-Term Incentive Plans			
Name	Event	Salary [1] ($)	Annual Bonus [1] ($)	Benefits ($)	Other ($)	Stock Options [2] ($)	RSUs [3] ($)	PSUs [3] ($)	Total ($)
Per Bank[4]	Termination with cause[4]	—	—	—	—	—	3,650,083	—	3,650,083
President and Chief Executive Officer	Termination without cause[4]	328,750 [4]	493,125 [4]	13,633 [4]	91,070 [4]	4,815,181	7,832,749	3,110,584	16,685,092
	Resignation[4]	—	—	—	—	—	3,650,083	—	3,650,083
	Retirement	—	—	—	—	—	—	—	—
	Change of Control	—	—	—	—	—	—	—	—
Richard Dufresne[5]	Termination with cause	—	—	—	—	—	—	—	—
Chief Financial Officer	Termination without cause	1,520,000 [6]	1,900,000 [7]	119,672 [8]	46,080 [9]	—	—	—	3,585,752
	Resignation	—	—	—	—	—	—	—	—
	Retirement	—	—	—	—	—	—	—	—
	Change of Control	—	—	—	—	—	—	—	—
Barry Columb	Termination with cause	—	—	—	—	—	—	—	—
President, President's Choice Financial	Termination without cause	1,370,000 [6]	1,370,000 [7]	127,510 [8]	5,690 [9]	—	—	—	2,873,200
	Resignation	—	—	—	—	—	—	—	—
	Retirement	—	—	—	—	—	—	—	—
	Change of Control	—	—	—	—	—	—	—	—
Jeff Leger	Termination with cause	—	—	—	—	—	—	—	—
President, SDM	Termination without cause	1,340,000 [6]	1,340,000 [7]	388,370 [8]	9,071 [9]	—	—	—	3,077,441
	Resignation	—	—	—	—	—	—	—	—
	Retirement	—	—	—	—	—	—	—	—
	Change of Control	—	—	—	—	—	—	—	—
Frank Gambioli	Termination with cause	—	—		—	—	—	—	—
President, Super Market Division	Termination without cause	1,250,000 [6]	1,250,000 [7]	117,406 [8]	18,768 [9]	—	—	—	2,636,174
	Resignation	—	—	—	—	—	—	—	—
	Retirement	—	—	—	—	—	—	—	—
	Change of Control	—	—	—	—	—	—	—	—

(1) The Salary and Annual Bonus figures reflect contractual entitlements and may be paid by salary continuance, subject to mitigation obligations.

(2) The NEOs are entitled to exercise vested options following termination without cause in accordance with the Stock Option Plan. NEOs are entitled to continued vesting and payout of stock options in the normal course if they retire at age 55 with 10 years of service.

(3) RSUs and PSUs are paid out on a pro-rated basis where the NEO retires or is terminated without cause in accordance with the RSU Plan and PSU Plan, respectively. NEOs are entitled to continued vesting and payout of RSUs and PSUs if they retire at age 55 with 10 years of service.

(4) For Mr. Bank, the Salary and Annual Bonus amounts are calculated based on 3 months' salary. Benefits includes benefits and pension accruals based on minimum entitlements under applicable employment standards legislation. Other includes housing rental of 3 months, unused travel expense amounts, and participation in the Corporation's leased-car program based on minimum entitlements under applicable employment standards legislation. In the event of termination without cause, Mr. Bank is entitled to continued vesting and payout of his stock options, RSUs and PSUs. In the event of resignation or termination for cause, Mr. Bank is entitled to a payout on a pro-rated basis of a one-time award of RSUs granted in 2023. In the event of resignation or termination for cause on December 28, 2024, Mr. Bank would have been required to pay back $7,583,333 to the Corporation, pursuant to the clawback requirement for a one-time cash payment awarded in 2023 of $13,000,000.

(5) Amounts reflect the estimated incremental payments or benefits that Mr. Dufresne would have received from Loblaw. Full details of Mr. Dufresne's compensation from Weston are set out in the Weston Management Proxy Circular, which is available at www.sedarplus.ca.

(6) For Mr. Dufresne, Mr. Columb, Mr. Leger and Mr. Gambioli, calculated based on 24, 24, 24 and 24 months, respectively, as per the terms of their respective employment agreements.

(7) Annual bonus is valued at target level.

(8) Includes benefits and pension accruals for Mr. Dufresne, Mr. Columb, Mr. Leger and Mr. Gambioli calculated based on 24, 24, 24 and 24 months, respectively, as per the terms of their respective employment agreements.

(9) Includes participation in the Corporation-leased car program for Mr. Columb, Mr. Leger and Mr. Gambioli of 24, 24 and 24 months, respectively, and an annual car allowance for Mr. Dufresne for 24 months.

COMPENSATION DECISIONS FOR 2025

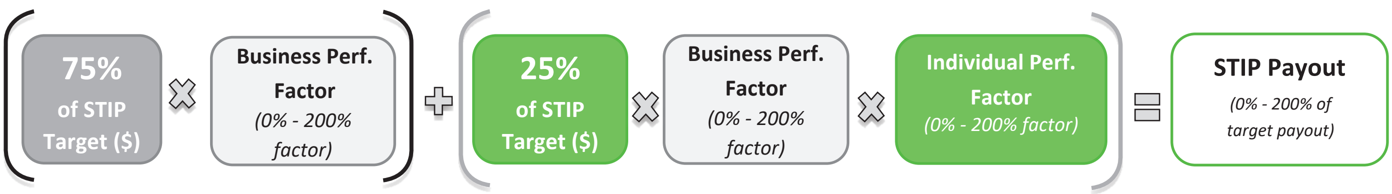
COMPENSATION CHANGES FOR NEOs

There were no changes to the NEO's 2025 base salaries or their target annual and long-term incentive awards.

2025 SHORT-TERM INCENTIVE PLAN

The Governance Committee has approved the performance measures and weightings for the 2025 STIP as set out below.

Consistent with its ongoing commitment to corporate social responsibility, the Corporation will continue to include an ESG measure in its STIP targets for 2025, to continue driving higher levels of corporate social responsibility across the business. For 2025, the Corporation has replaced the customer satisfaction index, OSAT, and EBIT margin measure with a 'Customer Scorecard'. The Customer Scorecard will measure retail market share, weekly engaged users on the PC Optimum digital platform, and customer lifetime value designed to measure customer loyalty and retention. For 2025, the STIP design will continue to include a revenue qualifier whereby consolidated revenue performance will be capped at 100% if year-over-year adjusted tonnage share, normalized for a change in square footage, declines, and an earnings qualifier whereby in order to be eligible for above-target achievement, year-over-year Adjusted EBITDA growth must be positive and the Adjusted EBITDA target must be achieved.



Loblaw STIP 2025 Business Performance Measures

Consolidated Sales	Consolidated Earnings	ESG	Customer Scorecard
35%	35%	10%	20%

2025 LONG-TERM INCENTIVE PLAN GRANTS

In February 2025, the Governance Committee approved LTIP awards to the Corporation's NEOs as set out below. These annual LTIP grants were comprised of equal grants (by grant value) of stock options, RSUs and PSUs, and were awarded on February 27, 2025. For 2025, the cost of the LTIP compensation arrangements for Mr. Dufresne will continue to be allocated 80% to the Corporation and 20% to Weston.

Name	Grant Date Fair Value ($) [(1)]	Stock Options (#) [(2)]	RSUs (#)	PSUs (#)
Per Bank	7,232,383	60,598	12,932	12,936
Richard Dufresne	2,850,068 [(3)]	23,879	5,096	5,098
Barry Columb	1,952,312	16,357	3,491	3,492
Jeff Leger	1,809,139	15,157	3,235	3,236
Frank Gambioli	1,687,373	14,139	3,017	3,018

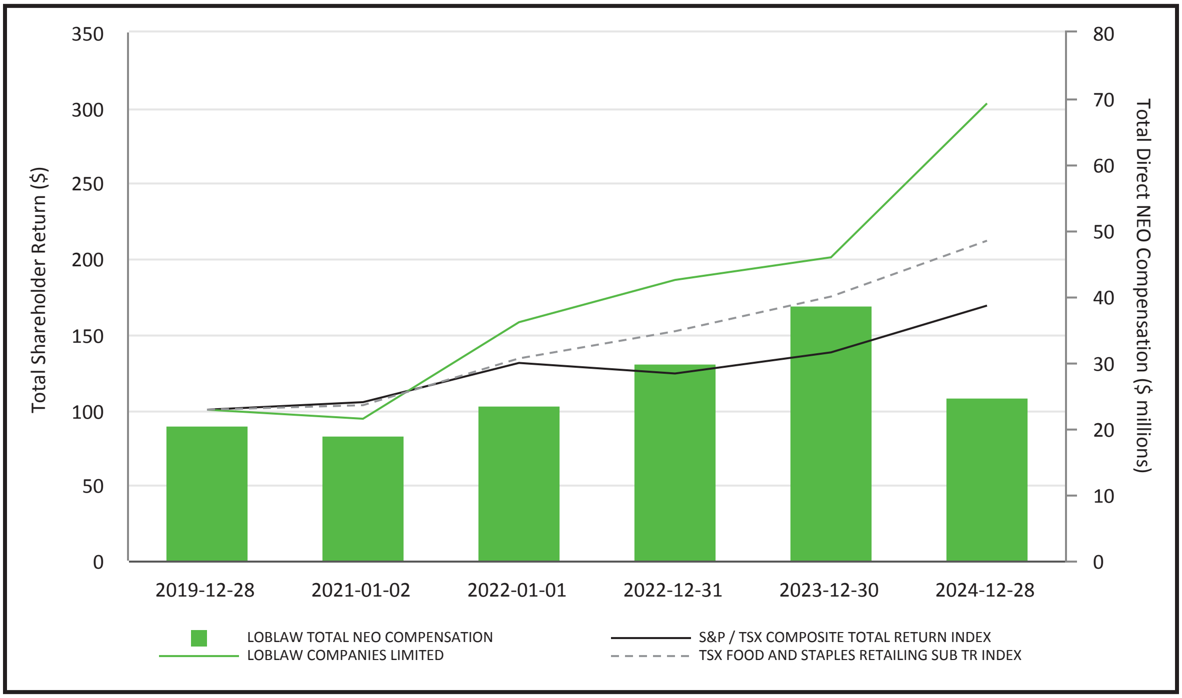
(1) These amounts reflect the grant date fair value of the options, RSUs and PSUs. The grant date fair value of stock options is calculated in the following manner: Stock Option Value = Number of Stock Options Granted x Black-Scholes-Merton Value. The grant date fair value of the RSUs and PSUs is calculated in the following manner: RSU or PSU Value = Number of RSUs or PSUs Granted x the greater of the volume-weighted average share price on the TSX for the one or five trading days preceding the grant date, which was $186.40 as of February 27, 2025. The grant date fair value of a PSU award assumes vesting at 100% of target.

(2) The exercise price of the stock options is $186.40.

(3) In addition to Mr. Dufresne's annual LTIP grants for 2025 from the Corporation, he received an annual LTIP grant for 2025 from Weston with a grant date fair value of $712,520. Full details of Mr. Dufresne's compensation from Weston are set out in the Weston Management Proxy Circular, which is available at www.sedarplus.ca.

PERFORMANCE GRAPH

The graph below compares the cumulative total shareholder return on $100 invested in Common Shares on December 28, 2019, with the cumulative annual total return of the S&P/TSX Composite Total Return Index over the same period (assuming all dividends were reinvested). The graph also shows the Corporation's total direct NEO target compensation (which includes base salary, STIP and LTIP) over the same period.



Five-Year Cumulative Total Shareholder Return on $100 Investment

	2019-12-28	2021-01-02	2022-01-01	2022-12-31	2023-12-30	2024-12-28
S&P / TSX COMPOSITE TOTAL RETURN INDEX	$100	$105	$131	$124	$138	$169
LOBLAW COMPANIES LIMITED	$100	$94	$158	$186	$201	$303
TSX FOOD AND STAPLES RETAILING SUB TR INDEX	$100	$103	$134	$152	$175	$212

Total Direct NEO Compensation

	2019-12-28	2021-01-02	2022-01-01	2022-12-31	2023-12-30	2024-12-28
TOTAL DIRECT NEO COMPENSATION ($ millions)	$20.6	$19.2	$23.7	$30.1	$38.9	$24.8

For the five-year period ended December 28, 2024, the Corporation's total shareholder return, as shown above, outperformed the S&P/TSX Composite Total Return Index and the TSX Food and Staples Retailing Sub TR Index. During the period, the total cumulative shareholder return for $100 invested in Common Shares was $303, compared to $169 for the S&P/TSX Composite Total Return Index.

Total compensation for the Corporation's NEOs has fluctuated over the course of the five fiscal years ended December 28, 2024. Year-over-year fluctuations in the reported total compensation are in part due to changes in the constitution of the NEO group. Over this period, the mix of NEO compensation has changed such that equity-based incentives (LTIP awards) account for approximately 59.0% of all NEO compensation in 2024. The NEO compensation disclosed in the Summary Compensation Table is not strongly correlated to shareholder returns in the short to medium term, in part because equity-based incentives were calculated at the time of grant using grant date fair values, which do not reflect the actual value of compensation received when such incentives vest or are exercised. In the longer term, NEO compensation is directly affected by the Corporation's share price performance. Stock option, RSU and PSU awards directly correlate to the share price and are therefore aligned with shareholder returns.

A substantial portion of NEO pay is at risk. In addition to the LTIP awards, the Corporation's STIP awards are made based on the successful performance of key financial objectives that are tied to the business plan. These at-risk components (the STIP and LTIP awards) for the Loblaw NEOs in 2024 ranged from 78.8% to 87.7% of their total direct compensation.

SUMMARY COMPENSATION TABLE

The following table sets forth the compensation earned by the NEOs during fiscal years 2024, 2023 and 2022, as applicable:

Name and Principal Position	Year	Salary ($)	Share-Based Awards [1] ($)	Option-Based Awards [2] ($)	Non-Equity Incentive Plan Compensation: Annual Incentive Plans ($)	Non-Equity Incentive Plan Compensation: Long-Term Incentive Plans ($)	Pension Value ($)	All Other Compensation [3] ($)	Total Compensation ($)
Per Bank	2024	1,315,000	4,821,904	2,410,941	2,169,750	—	37,500	876,401 [4]	11,631,496
President and Chief Executive Officer	2023	438,333	6,607,294	803,535	910,660	—	37,500	13,340,657	22,137,979
Richard Dufresne	2024	760,000 [5]	1,900,108 [5]	950,039 [5]	1,009,375	—	42,500	69,317	4,731,339
Chief Financial Officer	2023	760,000 [5]	1,900,101 [5]	4,949,900 [5]	1,327,625	—	42,500	66,363	9,046,489
	2022	760,000 [5]	1,900,084 [5]	949,753 [5]	1,756,049	—	42,500	60,969	5,469,355
Barry Columb	2024	676,250	1,263,379	631,703	757,690 [6]	—	42,500	46,944	3,418,466
President, President's Choice Financial	2023	650,000	1,148,376	574,108	806,829 [6]	—	42,500	47,139	3,268,952
	2022	643,750	1,069,693	416,562	905,426 [6]	2,000,000	42,500	44,032	5,121,963
Jeff Leger	2024	670,000	1,205,991	603,012	678,375	—	172,000	49,424	3,378,802
President, SDM	2023	650,000	1,040,027	519,950	887,250	—	60,000	49,152	3,206,379
	2022	650,000	1,040,085	519,864	1,227,818	—	218,000	46,327	3,702,094
Frank Gambioli	2024	625,000	1,125,091	562,530	656,250	—	42,500	47,280	3,058,651
President, Super Market Division	2023	530,000	671,407	335,633	666,608	—	42,500	45,241	2,291,389
	2022	494,165	526,038	262,991	757,478	—	42,500	34,927	2,118,099

(1) *Amounts represent the grant date fair value of RSUs and PSUs awarded to the NEOs, calculated in the following manner: RSU Grant Date Value + PSU Grant Date Value. RSU Grant Date Value = Number of RSUs Granted x the greater of the volume-weighted average share price for the one or five trading days preceding the grant date. PSU Grant Date Value = Number of PSUs Granted x the greater of the volume-weighted average share price on the TSX for the one or five trading days preceding the grant date. The grant date fair value of an RSU or PSU award is the same as the accounting grant date fair value of such award on the applicable grant date. Dividends or equivalents of dividends, if any, earned subsequent to a grant date are not included in the values reflected in the table. The grant date fair value of a PSU award assumes vesting at 100% of target. The number of PSUs that may vest will range between 0% and 200% of the number granted.*

(2) *These amounts reflect the grant date fair value of the options when granted. The grant date fair value of stock options is calculated in the following manner: Stock Option Value = Number of Stock Options Granted x Black-Scholes-Merton Value. The Corporation has chosen to use the Black-Scholes-Merton model as the methodology for calculating the grant date fair value of the options granted as this methodology is commonly used by issuers. To determine the grant date fair value of options granted using the Black-Scholes-Merton model an expected life of 7 years is used, which is based on the contractual term of the options. The other assumptions used in the model are based on relevant market data on the day of the valuation. The Corporation also uses the Black-Scholes-Merton model for accounting purposes. However, the accounting value ascribed at the grant date for the stock options is based on an expected life that reflects historical exercise patterns, as opposed to the contractual term of the option which is used for compensation reporting purposes (see Notes 2 and 25 to the Corporation's annual audited consolidated financial statements for the year ended December 28, 2024 for the other assumptions and estimates used for this calculation). As a result, when using the Black-Scholes-Merton value method, there is a difference between the grant date fair value per option for compensation reporting purposes, and the accounting value per option as set out below:*

Grant Date	Accounting Value, in Relation to Grant Date Fair Value for Compensation Reporting Purpose, Per Option	Applicable NEO Optionholder(s)
March 3, 2022	Higher by $3.22	R. Dufresne, B. Columb, J. Leger, F. Gambioli
May 11, 2022	Lower by $2.47	B. Columb, F. Gambioli
March 2, 2023	Lower by $2.66	R. Dufresne, B. Columb, J. Leger, F. Gambioli
May 10, 2023	Lower by $0.98	R. Dufresne
September 1, 2023	Lower by $0.83	P. Bank
February 29, 2024	Lower by $4.45	P. Bank, R. Dufresne, B. Columb, J. Leger, F. Gambioli
May 8, 2024	Lower by $1.94	B. Columb

(3) *Amounts under All Other Compensation include the value of perquisites and payments made by the Corporation under the employee share ownership plans. Other than certain allowances received by Mr. Bank as discussed below, the largest single payment received by certain NEOs relates to the car allowance program with an annual value of approximately $23,040.*

(4) *For 2024, "All Other Compensation" for Mr. Bank included: (a) housing rental reimbursement of $360,000 and (b) tax equalization and other taxable benefits of $457,892.*

(5) *Since May 6, 2021, the cost of Mr. Dufresne's base salary is paid 80% by Loblaw and 20% by Weston. Weston paid the following amounts: 2024: $190,000; 2023: $190,000; 2022: $190,000. Mr. Dufresne's annual LTIP grants from the Corporation in 2024, 2023 and 2022 had aggregate grant date values of $2,850,147, $6,850,001, inclusive of his one-time award of stock options granted in May 2023 with a grant date fair value of $4,000,009, and $2,849,837, respectively.*

(6) *Mr. Columb's STIP awards in 2024, 2023 and 2022 were based on performance measures that included components that were specific to President's Choice Financial as well as Loblaw consolidated components.*

INCENTIVE PLAN AWARDS

INCENTIVE PLAN AWARDS – OUTSTANDING OPTION-BASED AWARDS AND SHARE-BASED AWARDS

The following table sets forth the number and value of all unexercised option-based and share-based awards granted to NEOs outstanding as at December 28, 2024:

	Option-Based Awards				Share-Based Awards		
Name	**Number of Securities Underlying Unexercised Options (#)**	**Option Exercise Price ($)**	**Option Expiration Date**	**Value of Unexercised In The Money Options [(1)] ($)**	**Number of Shares or Units of Shares That Have Not Vested (#)**	**Market or Payout Value of Share-Based Awards That Have Not Vested [(2)] ($)**	**Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed ($)**
Per Bank	23,879	117.92	September 1, 2030	1,748,420	90,044	17,210,935	—
President and Chief Executive Officer	69,620	147.09	March 1, 2031	3,066,761			
Richard Dufresne	65,636	99.33	March 3, 2029	6,026,041	49,410	9,444,198	—
Chief Financial Officer	36,008	117.77	March 2, 2030	2,641,907			
	154,919	124.14	May 10, 2030	10,379,573			
	27,434	147.09	March 1, 2031	1,208,468			
Barry Columb	10,200	70.06	February 27, 2027	1,235,016	29,425	5,624,357	—
President, President's Choice Financial	18,543	62.67	March 4, 2028	2,382,219			
	28,788	99.33	March 3, 2029	2,643,026			
	5,504	115.84	May 11, 2029	414,451			
	21,763	117.77	March 2, 2030	1,596,751			
	16,581	147.09	March 1, 2031	730,393			
	1,592	155.47	May 8, 2031	56,787			
Jeff Leger	10,200	70.06	February 27, 2027	1,235,016	28,184	5,387,070	289,182 [(3)]
President, SDM	18,543	62.67	March 4, 2028	2,382,219			
	35,927	99.33	March 3, 2029	3,298,458			
	19,710	117.77	March 2, 2030	1,446,123			
	17,413	147.09	March 1, 2031	767,043			
Frank Gambioli	11,338	65.55	March 4, 2026	1,423,939	18,611	3,557,365	—
President, Super Market Division	13,787	70.06	February 27, 2027	1,669,330			
	12,783	62.67	March 4, 2028	1,642,232			
	8,136	99.33	March 3, 2029	746,966			
	6,769	115.84	May 11, 2029	509,706			
	12,723	117.77	March 2, 2030	933,487			
	16,244	147.09	March 1, 2031	715,548			

(1) The value of outstanding vested and unvested option-based awards is calculated based on the closing price for the Common Shares on the TSX on December 28, 2024, which was $191.14.

(2) The value of EDSUs, RSUs and PSUs held by the NEOs is calculated based on the closing price of the Common Shares on the TSX on December 28, 2024, which was $191.14, multiplied by the number of EDSUs, RSUs or PSUs held, as applicable. The value of a PSU award assumes vesting at 100% of target.

(3) Mr. Leger elected to take all or a portion of his STIP award in the form of EDSUs for certain years.

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table sets forth the value of option-based and share-based awards of the NEOs that vested during fiscal 2024, as well as the value of non-equity incentive plan compensation that the NEOs earned during fiscal 2024. The dollar value of the option-based and share-based awards is calculated using the number of units vested/earned multiplied by the closing price of the Common Shares on the TSX on the applicable vesting date.

Name	Option-Based Awards — Value Vested During The Year ($)	Share-Based Awards — Value Vested During The Year ($)	Non-Equity Incentive Plan Compensation — Value Earned During The Year [(1)] ($)
Per Bank			
President and Chief Executive Officer	346,021	—	2,169,750
Richard Dufresne			
Chief Financial Officer	1,789,132	—	1,009,375
Barry Columb			
President, President's Choice Financial	2,591,258	2,833,725	757,690
Jeff Leger			
President, SDM	2,377,236	2,833,725	678,375
Frank Gambioli			
President, Super Market Division	799,101	781,181	656,250

(1) Payments made in accordance with the Corporation's STIP.

PENSION PLAN AND LONG SERVICE EXECUTIVE ARRANGEMENTS

The Corporation's retirement programs are designed to facilitate the retirement of executives who have served over the long term. The NEOs participate in the same retirement programs as other executives and receive no additional enhancements in determining their pension benefits. The NEOs participate in the Consolidated Executive Plan as well as the corresponding SERP or the SDM Executive Pension Plan. All newly hired or newly appointed executives join the defined contribution portion of the Consolidated Executive Plan.

SDM EXECUTIVE PENSION PLAN

The SDM Executive Pension Plan provides for an annual pension benefit equal to 2% of the average of the highest consecutive 36-months base salary (excluding incentive awards) times years of credited service, limited to 70% of the average 12-month base salary (excluding incentive awards) immediately prior to retirement. The following table sets forth details regarding Mr. Leger, who participates in the SDM Executive Pension Plan:

Name	Number of Years Credited Service (#)	Annual Benefits Payable ($)		Opening Present Value of Defined Benefit Obligation ($)[(1)]	Compensatory Change ($)	Non-Compensatory Change ($)	Closing Present Value of Defined Benefit Obligation ($)[(2)]
		At Year End	At Age 65				
Jeff Leger	16	212,400	347,000	2,593,000	172,000	132,000	2,897,000

(1) Discount rate is 4.60%.

(2) Discount rate is 4.70%.

CONSOLIDATED EXECUTIVE PLAN - DEFINED BENEFIT PROVISIONS AND SERP

The Consolidated Executive Plan includes defined benefit plan provisions that provide a reasonable level of retirement income to executives to reward them for their service. Pension entitlements for an executive who participates in the defined benefit portion of the Consolidated Executive Plan is based on length of service and eligible salary. The total annual benefits payable under the defined benefit component of the Consolidated Executive Plan and corresponding SERP combined is capped at $125,000 per year. The defined benefit provisions of both plans were closed to new participants in 2006. None of the Corporation's NEOs participate in the Consolidated Executive Plan - Defined Benefit Provisions.

CONSOLIDATED EXECUTIVE PLAN - DEFINED CONTRIBUTION PROVISIONS AND SERP

Executives who do not participate in the defined benefit component of the Consolidated Executive Plan participate on a non-contributory basis in the defined contribution component of the Consolidated Executive Plan and corresponding SERP. Contributions for these plans were set as a percentage of base salary (maximum of $250,000). In 2024, contributions to the Consolidated Executive Plan were capped at $32,490 per year, as set out in the following table:

Age + Years of Service	Employer Contributions as a Percentage of Base Salary
<50	13%
50-60	15%
60+	17%

The Corporation or Weston, as applicable, provide SERP benefits (both defined benefit and defined contribution) to executives for pension accrual in excess of registered plan limits. As noted above, the SERP is an unfunded obligation of the Corporation or Weston, as applicable, and executives who participate in the SERP must comply with certain eligibility provisions in order to receive payment; most notably, executives are not eligible to receive SERP payments while employed by a competitor of the Corporation or Weston, as applicable.

The following table sets forth details regarding the plan participation of Messrs. Bank, Dufresne, Columb, and Gambioli during 2024:

Name	Accumulated Value at Start of Year ($)	Compensatory ($)	Accumulated Value at Year End [1] ($)
Per Bank	40,300	37,500	86,900
Richard Dufresne	634,700	42,500	839,000
Barry Columb	1,244,800	42,500	1,555,900
Frank Gambioli	895,800	42,500	1,064,300

(1) The accumulated value includes interest (investment returns) earned by each member during the financial year ended December 28, 2024.

CONSOLIDATED SALARIED PLAN

The Consolidated Salaried Plan includes defined benefit and defined contribution provisions that provide retirement income to participants to reward them for their service. Pension entitlements are based on length of service and eligible salary. All provisions of the plan were closed to new entrants in 2006.

The following tables set out details regarding the plan participation of Mr. Gambioli in 2024:

Defined Benefit

Name	Number of Years Credited Service (#)	Annual Benefits Payable ($)		Opening Present Value of Defined Benefit Obligation ($)[1]	Compensatory Change ($)	Non-Compensatory Change ($)	Closing Present Value of Defined Benefit Obligation ($)[2]
		At Year End	At Age 65				
Frank Gambioli	18	14,500	14,500	137,000	—	4,000	141,000

(1) Discount rate is 4.60%.

(2) Discount rate is 4.70%.

Defined Contribution

Name	Accumulated Value at Start of Year ($)	Compensatory ($)	Accumulated Value at Year End [1] ($)
Frank Gambioli	225,400	—	257,600

(1) The accumulated value includes interest (investment returns) earned by Mr. Gambioli during the financial year ended December 28, 2024.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS AND EMPLOYEES

As of March 10, 2025, none of the current or former directors or executive officers of the Corporation or any of its subsidiaries was indebted to the Corporation or any of its subsidiaries (other than "routine indebtedness" under applicable Canadian securities laws). The following table sets forth certain indebtedness (other than "routine indebtedness" under applicable Canadian securities laws) of the current and former employees of the Corporation and any of its subsidiaries as of March 10, 2025.

Purpose	Aggregate Indebtedness to the Corporation or its Subsidiaries ($)	Aggregate Indebtedness to Another Entity ($)
Share purchases	—	—
Other	560,000	—

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set out below, management is not aware of any material interest, direct or indirect, in any material transaction of: (i) any director or executive officer of the Corporation; (ii) any director or executive officer of Choice Properties Real Estate Investment Trust; (iii) any director or executive officer of Weston; or (iv) any person beneficially owning or controlling, directly or indirectly, more than 10% of the Corporation's outstanding Common Shares.

As of March 10, 2025, Weston beneficially owned, directly and indirectly, a total of 158,108,137 Common Shares, representing approximately 52.6% of the then outstanding Common Shares; and Mr. Galen G. Weston, the controlling shareholder of Weston, also directly and indirectly owned 473,636 Common Shares, representing approximately 0.16% of the outstanding Common Shares. Additional information about or relating to the Corporation can also be found at www.loblaw.ca and www.sedarplus.ca.

OTHER INFORMATION

DIRECTOR AND OFFICER LIABILITY INSURANCE

The Corporation maintains insurance for the benefit of its directors and officers, and the directors and officers of its subsidiaries, in respect of the performance by them of their duties. This insurance policy is shared with Weston. The Corporation's annual insurance premium in 2024 was $990,125, half of which was paid by Weston. The insurance limit is $200 million per year on an aggregate basis or per occurrence basis. There is no deductible in the case of directors and officers and a deductible of up to $1 million for the Corporation.

NORMAL COURSE ISSUER BID

The Corporation has a Normal Course Issuer Bid ("NCIB") on the TSX which allows for the purchase and cancellation of up to 15,336,875 Common Shares at market prices. A copy of the Corporation's Notice of Intention to make a NCIB, which has been filed with the TSX can be obtained by shareholders, without charge, by contacting the Corporation. As at March 10, 2025, the Corporation had purchased a total of 7,606,237 Common Shares for cancellation under the NCIB at a weighted average price of $173.04 per Common Share.

The NCIB permits the Corporation to purchase Common Shares of the Corporation from Weston pursuant to an automatic disposition plan agreement in order for Weston to maintain its proportionate interest in the Corporation. The maximum number of Common Shares that may be purchased pursuant to the NCIB will be reduced by the number of Common Shares the Corporation purchases from Weston. As at March 10, 2025, the Corporation had purchased a total of 3,229,543 Common Shares from Weston under the automatic disposition plan at a weighted average price of $175.16 per Common Share during the term of the current NCIB.

The current NCIB expires on May 5, 2025. The Corporation intends to refile the NCIB and apply to the TSX to extend the term of the automatic disposition plan to cover the renewed NCIB term.

NON-GAAP FINANCIAL MEASURES

Certain financial measures discussed in this Circular, such as Adjusted EBITDA, EBIT Margin and Adjusted EBIT*, are non-GAAP financial measures. For more information on the Corporation's use of non-GAAP financial measures and reconciliations thereof, please see section 17, "Non-GAAP Financial Measures", included in the Corporation's 2024 MD&A, which is incorporated by reference herein and is available on SEDAR+ at www.sedarplus.ca. As discussed in more detail under the "2024 STIP Performance Measures" and "Performance of 2022 PSUs" sections of this Circular, the Adjusted EBITDA and Adjusted EBIT figures reported in this Circular reflect certain additional adjustments for the purposes of determining 2024 STIP performance and 2022 PSU performance, as applicable, as compared to the Adjusted EBITDA and Adjusted EBIT figures reported in the 2024 MD&A.

These measures do not have a standardized meaning prescribed by GAAP and therefore they may not be comparable to similarly titled measures presented by other publicly traded companies, and they should not be construed as an alternative to other financial measures determined in accordance with GAAP.

** Adjusted EBIT is referred to in the Corporation's 2024 MD&A as "Adjusted Operating Income".*

ADDITIONAL INFORMATION

The Corporation is a reporting issuer under the applicable legislation of all of the provinces and territories of Canada and is required to file consolidated financial statements and information circulars with the various securities commissions. The Corporation has filed with those securities commissions its Annual Information Form which, among other things, contains all of the disclosure required by Form 52-110F1 under National Instrument 52-110 – *Audit Committees*.

Copies of the Corporation's latest Annual Information Form, the Corporation's 2024 Annual Report and this Circular can be obtained upon request from the Vice President, Investor Relations of the Corporation at 1 President's Choice Circle, Brampton, Ontario L6Y 5S5.

Financial information is provided in the Corporation's audited consolidated financial statements and management's discussion and analysis for its most recently completed financial year. Additional information about or relating to the Corporation can also be found at www.loblaw.ca and www.sedarplus.ca or by dialing in for regularly scheduled conference calls. Additional information regarding Weston can be found at www.weston.ca and www.sedarplus.ca.

CONTACTING THE BOARD OF DIRECTORS

Shareholders, employees and other interested parties may communicate directly with the Board through the Independent Lead Director by writing to:

Independent Lead Director
c/o Executive Vice President, Chief Legal Officer & Secretary
Loblaw Companies Limited
22 St. Clair Avenue East, Suite 2001 Toronto, Ontario M4T 2S7

Shareholders may also contact the Independent Lead Director with any proposals for director nominees.

BOARD APPROVAL

The contents and sending of this Circular to shareholders entitled to receive notice of the Meeting, to each director, to the external auditor of the Corporation and to the appropriate government agencies have been approved by the Board.

Signed "Nick Henn"

Nick Henn
Executive Vice President, Chief Legal Officer and Secretary
Dated in Toronto, Ontario
March 25, 2025

SCHEDULE A

LOBLAW COMPANIES LIMITED

Mandate of the Board of Directors

1. **ROLE**

The role of the Board is to provide governance and stewardship to Loblaw Companies Limited (the "Company") which consists of reviewing corporate strategy, assigning responsibility to management for achievement of that strategy, establishing limitations on the authority delegated to management and overseeing performance against approved objectives. In fulfilling this role, the Board regularly reviews management's strategic plans to ensure that they continue to be responsive to the changing business environment in which the Company operates. The Board oversees the Company's approach to corporate governance, succession planning, capital structure and finance matters, risk management activities, compliance and ethics matters, internal control over financial reporting, disclosure controls and procedures, environmental, social and governance matters, and information systems. Through its oversight, the Board assesses whether or not it is reasonable to conclude, based on its review and discussions with management and the external auditor, that the Company accurately and fairly reports financial and other information to shareholders, other stakeholders and the public. The Board is required to appoint corporate officers. The Board satisfies itself as to the integrity of senior management, that the Company engages in ethical and legal conduct and that senior management maintains a culture of integrity throughout the Company.

2. **RESPONSIBILITIES**

To ensure that it fulfills its role, the Board, or any Committee so delegated by the Board, will oversee the following:

a. **Strategic Goals, Corporate Performance, Performance Objectives and Operational Policies**

The Board will review and, if advisable, approve broad strategic objectives and values against which corporate performance will be measured. In this regard, the Board will:

- Determine, from time to time, the appropriate criteria against which to evaluate performance, and set corporate strategic goals and objectives within this context.
- Monitor and evaluate performance against both corporate strategic goals and objectives.
- Approve long-term strategies.
- Review and approve management's strategic and operational plans so that they are consistent with long-term goals.
- Oversee the development, execution and fulfillment of the Company's strategic plans and the operational policies within which management will operate.
- Approve material transactions, including acquisitions, sales of assets or shares, and financing arrangements.
- Review and approve the Company's dividend policy and approve the payment of dividends.
- Approve targets and budgets against which to measure corporate and executive performance.

b. **Finance and Capital Matters**

- Review with management and receive periodic reports on the Company's target capital structure.
- Review with management and receive periodic reports on the Company's consolidated balance sheet, including cash, investment assets and debt position.
- Receive periodic reports from rating agencies and updates on any material discussions or communications with rating agencies.

c. **Executive Compensation and Succession Planning**

- Satisfy itself of the appropriateness of all executive and colleague compensation matters and that a portion of executive compensation is linked appropriately to corporate performance.
- Satisfy itself that a process is in place with respect to the appointment, development, evaluation and succession of senior management.

d. **Delegation of Management Authority to the President and Chief Executive Officer**

- Delegate to the President and Chief Executive Officer the authority to manage and supervise the business of the Company and to make any decisions regarding the Company's ordinary course of business and operations that are not specifically reserved to the Board under the terms of that delegation of authority.
- Determine what, if any, executive limitations may be required in the exercise of the authority delegated to management.

e. **Financial Disclosure**

- Oversee the Company's financial reporting and disclosure obligations in accordance with applicable law.
- Based on reviews and discussions with management and the external auditor, approve the Company's financial statements, management's discussion and analysis and related releases.
- Oversee the Company's compliance with applicable audit, accounting and reporting requirements, including in the areas of internal control over financial reporting and disclosure controls and procedures.

f. Enterprise Risk Management Program

- Oversee the Company's enterprise risk management program, including its design and structure and assessment of its effectiveness.
- Approve the Company's enterprise risk management policy, the risk appetite statement, and management's approach to enterprise risk management and its mitigation practices, including the identification, assessment and mitigation of the principal risks. Satisfy itself as to the effective oversight of risk management of individual risks by the Board or by the Risk and Compliance Committee, through the receipt of periodic reports from the Committee Chair or management, as appropriate.
- Delegate, as appropriate, the oversight of enterprise risk management design and structure, assessment of its effectiveness and the oversight of the principal risks to the Risk and Compliance Committee.

g. Related Party Transactions

- Approve all proposed material related party transactions and any related party transactions that are not dealt with by a "special committee" of independent directors pursuant to applicable securities legislation.

h. External Communications

- Satisfy itself that there is effective communication between the Board and the Company's shareholders, other stakeholders and the public.
- At least annually, with the assistance of the Audit Committee, review and approve any material changes to the Company's Disclosure Policy.

i. Corporate Governance

- Develop, and review compliance with, a set of corporate governance principles and guidelines.
- Appoint a Lead Director who is independent to provide leadership to the Board and the independent directors, including presiding over meetings or sessions of the non-management directors and consulting with the Chairman and the President and Chief Executive Officer on any matters arising out of such sessions.
- Ensure that independent directors hold regular meetings without the attendance of management or non-independent directors.
- On the recommendation of the Governance, Talent and Compensation Committee, approve the appointment of directors or recommend the election of director nominees to the Board at the annual meeting of shareholders.
- Develop, adopt and regularly review position descriptions for the Chairman, the President and Chief Executive Officer, the Lead Director and the Chair of each committee of the Board.
- Assess the effectiveness and performance of the Board and its committees as well as their individual members.
- Oversee significant compensation decisions for the directors and for senior executive management.

j. Environmental, Social and Governance ("ESG"), Ethics and Compliance

- Oversee and monitor the Company's approach, policies and practices related to ESG matters.
- On the recommendation of the Risk and Compliance Committee and the Audit Committee, approve the Company's annual ESG Report.
- Oversee actions taken by management to ensure that senior executives maintain a culture of integrity throughout the Company.
- Review and approve a written code of conduct which is applicable to employees, officers and directors of the Company, and oversee compliance with the code.
- Receive periodic reports on the Company's compliance and ethics matters.

3. COMPOSITION

The Board shall be comprised of a majority of independent directors. For this purpose, a director is independent if they would be independent within the meaning of the applicable Canadian securities laws, as the same may be amended from time to time. The Board is responsible for the composition and organization of the Board, including: the number, qualifications and remuneration of directors; diversity considerations; the number of Board meetings; quorum requirements; and meeting procedures.

4. COMMITTEES

The Board may establish committees of the Board where required or prudent. The Board may delegate to such committees of the Board matters for which the Board is responsible, including the approval of Board and management compensation, the conduct of performance evaluations and oversight of internal controls, but the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities. The Board has established the following committees:

- the Audit Committee (comprised entirely of independent directors);
- the Governance, Talent and Compensation Committee (comprised entirely of independent directors);
- the Risk and Compliance Committee (no more than one member of the Committee shall be a non-independent director); and
- the Patient Care and Quality Committee (no more than one member of the Committee shall be a non-independent director).

The Board shall provide a forum for discussion and reporting of all matters considered by the committees. Circumstances may warrant the establishment of new committees, the disbanding of current committees or the reassignment of authority and responsibilities amongst committees. The authority and responsibilities of each committee are set out in a written mandate, as approved by the Board. At least annually, each mandate shall be reviewed by the respective committee and submitted to the Board for approval with such amendments as the committee proposes. Each Committee Chair shall provide a report to the Board on material matters considered by the Committee at the next regular Board meeting following such Committee's meeting.

5. ORIENTATION AND CONTINUING EDUCATION

With the Governance, Talent and Compensation Committee, the Board shall ensure that all directors receive a comprehensive orientation program and continuing education in connection with their role, responsibilities, the business of the Company, and the skills they must use in their roles as directors.

6. EQUITY OWNERSHIP BY DIRECTORS

The Board shall oversee directors' compliance with the Company's Share Ownership Policy.

7. RETENTION OF EXPERTS

The Board may engage any professional advisors including legal, accounting or other experts, at the expense of the Company, as it considers necessary to perform its duties.

8. REVIEW AND APPROVAL

The Mandate of the Board of Directors shall be reviewed and approved by the Board annually.

SCHEDULE B

SHAREHOLDER PROPOSAL 1

The following Shareholder Proposal has been submitted for consideration by The Accountability Board. The proposal and supporting statement are set out below.

Proposal

RESOLVED: Shareholders ask the Board to adopt a policy, and amend the governing documents as necessary, to (1) require that any Independent Lead Director be selected solely by the company's independent directors, and (2) give the Independent Lead Director final approval authority over agendas and other information sent to the Board.

DEAR FELLOW SHAREHOLDERS:

Loblaw's 2024 proxy circular says the company's Independent Lead Director role "drive[s] strong independent Board oversight" and ensures the Board "operates independently of management."

But consider the process by which the Independent Lead Director is selected.

At other companies, the position is selected by independent directors only. By contrast, Loblaw's *non*-independent directors have a hand in the process. This simply isn't best practice. In fact, Institutional Shareholder Services (ISS) has said that when non-independent directors are part of the process, "shareholders would benefit from more independent board oversight."

Also, the position lacks a key responsibility.

At other companies, the position has final approval authority over important Board materials, including highly consequential matters like meeting agendas, which are critical to ensuring all issues appropriate for Board consideration are actually brought forward. But Loblaw's Independent Lead Director lacks such authority.

This is indeed a critical duty. ISS favors giving this responsibility to Independent Lead Directors, and as the Council of Institutional Investors' Policies on Corporate Governance clearly say, Lead Independent Directors "should have approval over information flow to the board, meeting agendas and meeting schedules to ensure a structure that provides an appropriate balance between the powers of the CEO [or in Loblaw's case, its non-independent Chair] and those of the independent directors."

Ultimately, whether you believe a fully independent Chair would be ideal (as many shareholders do) or that a robust Independent Lead Director role provides a sufficient counterbalance to a non-independent Chair, we urge you to support this proposal.

Implementing the policy requested by this straightforward proposal would strengthen Loblaw's independent oversight. And as the company has been engaged directly about these concerns but failed to proactively resolve them, we now ask shareholders to weigh in.

Of course, this proposal can't formally pass without support from Galen Weston and George Weston Ltd. But by voting **FOR** it, other shareholders can let management and the Board know that change is needed. Thank you.

Board's Voting Recommendation and Response

The Board of Directors recommends that shareholders vote AGAINST this shareholder proposal.

Loblaw believes that its current governance practices and Board leadership structure (i) provide for a robust Independent Lead Director role that contributes to strong independent Board oversight and effective Board performance and (ii) is in line with securities law guidance and governance best practices for controlled companies.

Loblaw's independent directors play a central role in the Board's appointment of an Independent Lead Director. The Governance Committee of the Board, which is comprised exclusively of independent directors, assesses any candidate for the role of Independent Lead Director and makes a recommendation for their appointment to the Board, which itself is comprised of a majority of independent directors. The Board believes it is appropriate and beneficial for non-independent and management directors to be involved in the appointment process as the Independent Lead Director must work closely with the Chairman and management to provide effective Board leadership. Loblaw's Board has been appointing an Independent Lead Director for more than twenty years and the Board's view is that this process has resulted in exceptional leadership of the Board and the independent directors. Most recently, the Board appointed Mr. William A. Downe as Loblaw's Independent Lead Director in 2019 on recommendation of its Governance Committee. Mr. Downe has extensive industry and public company leadership experience, including as the former Chief Executive Officer of BMO Financial Group. Mr. Downe is a highly effective leader, chairing meetings of the Board when the Chair is absent and all separate meetings of the independent directors and working proactively with the other independent directors to ensure that the Board and its committees are operating effectively and that the Board is able to discharge its responsibilities independently of management.

The Board maintains position descriptions for the Chairman and the Independent Lead Director that reflect their distinct but complementary responsibilities, described in this Circular at page 41 under the heading "Board Leadership Structure". The Independent Lead Director has considerable substantive leadership responsibilities which include responsibility for ensuring that the Board operates independently of management, independent directors meet in camera with the Independent Lead Director as part of each Board meeting, that directors have an independent leadership contact, oversight of the Board's evaluation of its leadership structure, and active involvement in the development of the Board's agendas and priorities. The Board believes the division of responsibilities between the Chairman and Independent Lead Director is appropriate and effective. This governance structure also goes beyond Glass Lewis' recommendations, which do not necessarily require a separate lead independent director in the context of a controlled company, in recognition of the unique shareholder population of controlled companies.[1]

The Board is committed to continually monitoring the effectiveness of its structure and the role of the Independent Lead Director. The Governance Committee conducts annual evaluations and reviews of the Board leadership structure, including the effectiveness of the Independent Lead Director. In 2024, this included engaging an external advisor to conduct further assessments of the performance and effectiveness of the Board and its committees. The results confirmed that the role of the Independent Lead Director plays a meaningful role in promoting strong Board effectiveness and performance, and Mr. Downe is exemplary in this role, as further described at page 45 of this Circular.

For the reasons set out above, Loblaw's Board firmly believes that it is in the best interests of Loblaw and its shareholders to (1) maintain its existing process for the appointment of the Independent Lead Director and (2) maintain the existing roles and responsibilities of the Chairman and Independent Lead Director, respectively.

The Board of Directors recommends that shareholders vote AGAINST this shareholder proposal.

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[1] *Glass Lewis 2025 Benchmark Policy Guidelines – Canada* (2024), pages 30-31, available at: https://resources.glasslewis.com/hubfs/2025%20Guidelines/2025%20Canada%20Benchmark%20Policy%20Guidelines.pdf.

SHAREHOLDER PROPOSAL 2

The following Shareholder Proposal has been submitted for consideration by The Accountability Board. The proposal and supporting statement are set out below.

Proposal

RESOLVED: Shareholders ask Loblaw to disclose the total food waste generated across its corporate, franchise, and associate-owned locations, and the percentage diverted from landfills.

DEAR FELLOW SHAREHOLDERS:

Food waste is highly material: Loblaw's own materiality assessment placed it as a top issue *years* ago,[1] BlackRock says the need to lower food waste "has never been greater," ISS has called it "a growing area of concern," and Glass Lewis says it causes "significant expense" for companies.

Further, SASB's article titled *Wasted Food is Wasted Money* reported that "[d]ata across 700 companies in food manufacturing, food retail, hospitality, and food services in 17 countries found that 99% of sites saw a positive return on investment in preventing food waste, with a median benefit-cost ratio of 14:1." That is, "for every dollar spent to prevent waste, the site recognised $14 in avoided costs."[2]

However, concerns arise about Loblaw's reporting—particularly, that it doesn't disclose how much food waste it generates. In fact, we emphasize here Loblaw's annual responses to SASB's "Amount of Food Waste Generated" metric:

2021	"We are on a journey to better understand and standardize our waste management data to isolate volumes specific to food waste. *In 2022 we will establish an enterprise-wide baseline*."
2022	"We are on a journey to better understand and standardize our waste management data to isolate volumes specific to food waste. *In 2022 we identified opportunities to implement improved data reporting so that we can establish an enterprise-wide baseline in 2023*."
2023	"We are on a journey to better understand and standardize our waste management data to isolate volumes specific to food waste. *In 2023 we identified opportunities to implement improved data reporting so that we can establish an enterprise-wide baseline*."

By contrast, for example, METRO has already been disclosing baseline totals (from corporate/franchised stores, and distribution centers) for several years.[3]

Moreover, Loblaw's failure to do so is especially troubling given its goal of sending "zero food to landfill by 2030" from all locations, "including franchise and associate-owned store operations."

Further, although Loblaw does disclose various food waste *diversion* data—it does so by weight (not percentage), and without an overall baseline. To analogize: Imagine a company touting a goal to pass 100% of safety audits, but reporting only the number *passed* without the number *conducted*.

Indeed, disclosing diversion data with no baseline just highlights the absence of this fundamental information needed to assess Loblaw's reduction performance and the effectiveness of its food waste management.

We recognize this issue's complexity; but it's also highly financially material. And whatever Loblaw may claim about the status of its baseline data, given its repeated annual promises that the information is forthcoming but failure to actually produce it, we think the time has come for shareholders to now weigh in. Thank you.

Board's Voting Recommendation and Response

The Board of Directors recommends that shareholders vote AGAINST this shareholder proposal.

The Corporation and the Board recognize that food waste is an important issue for its business and stakeholders. In response, the Corporation set an ambitious goal to send zero food to landfill by 2030 and an interim goal that each of its eligible stores would achieve food waste reductions by 2023. The Corporation met its interim goal, with 100% of its food retail stores (including franchise) and distribution centers, as

[1] www.bit.ly/LoblawMaterialityAssessment
[2] Study conducted by Champions 12.3, whose leadership includes several leading CEOs and the United Nations Food & Agriculture Organization's Chief Economist.
[3] www.bit.ly/MetroFoodWasteData

well as eligible Shoppers Drug Mart®/Pharmaprix® associate-owned locations (being all those that have a food category offering), actively donating to a food recovery partner since 2023.

The Corporation understands the importance of ensuring the accuracy and reliability of its ESG disclosures, including those related to food waste. That is why it has built a robust control environment to test and validate the accuracy of its ESG information, which supports its commitment to transparency and accountability. The year-over-year increases in the total food waste diverted from landfill demonstrate its ongoing efforts and progress in this complex and evolving area. The Corporation continues to refine its food waste management data collection processes to ensure the accuracy and reliability of the data. This ongoing refinement is crucial to maintaining the integrity of its ESG disclosures and achieving its long-term goals. As the data integrity process matures, the Corporation intends to report additional food waste data as it becomes available.

The Corporation and the Board believe that its current efforts, commitments, and disclosures regarding food waste are sufficient at this time. The Corporation is confident that its ongoing initiatives and continued improvements in data collection will further drive progress in reducing food waste and enhancing its already robust ESG disclosures. Further information regarding the Corporation's food waste initiatives can be found on the Corporation's website, www.loblaw.ca.

The Board of Directors recommends that shareholders vote AGAINST this shareholder proposal.

SHAREHOLDER PROPOSAL 3

The following Shareholder Proposal has been submitted for consideration by the BC General Employees' Union. The proposal and supporting statement are set out below.

Proposal

Loblaw has significantly expanded its healthcare business, operating over 1,800 pharmacies, MediSystem Inc. (serving long-term care facilities), Lifemark Health Group (therapy clinics), and healthcare services like PC Health, AccuroEMR (electronic medical records) and a minority stake in Maple (telemedicine). By 2025, Loblaw aims to open 250 pharmacy care clinics, a move that has drawn criticism.[1]

The PC Health app, launched in 2021, links users to health services, product recommendations, and wellness-based loyalty points. One academic described it as a "cheap data grab," raising concerns over the use of sensitive health data.[2] Research suggests virtual care companies, including Loblaw's, may not adequately protect patient privacy.[3] While Loblaw's Health and Wellness Privacy Notice outlines safeguards, concerns remain about potential data sharing with other parts of its commercial operations.

A 2023 Privacy Commissioner of Canada study found 61% of Canadians distrust businesses with consumer privacy rights, with retailers ranking particularly low (39%).[4] Although Loblaw likely complies with provincial laws, legislation on health data and loyalty points is often outdated. Recent events — an Office of the Privacy Commissioner of Canada investigation into PC Optimum account deletions[5], a proposed class action related to pharmacy practices[6], and a preferred pharmacy network agreement between Manulife and Shoppers was scuttled following criticisms from the public and the federal government – underscore potential regulatory and reputational risks.[7]

Regulatory scrutiny of data practices in healthcare is increasing globally. In the U.S. companies like Amazon have faced regulatory scrutiny for mishandling patient data[8,9], with regulators including the U.S. Federal Trade Commission taking enforcement action, highlighting regulatory risk.[10]

Loblaw, amid its efforts to "build the future of pharmacy," must address similar risks.

Investors see transparency in data governance as critical for mitigating reputational, legal and financial risks while rebuilding trust. An assessment that discloses information about how the company is ensuring patients are informed about what data is collected and how it will be used would give investors greater confidence these issues are being effectively managed.

RESOLVED: The board of directors oversee an independent Data Protection Impact Assessment[11] of Loblaw's healthcare offerings, covering PC Health, Lifemark and QHR (AccuroEMR). The assessment should describe measures ensuring appropriate use and informed consent for patient data, be prepared at reasonable cost, exclude confidential and proprietary information and be published on Loblaw's website.

Board's Voting Recommendation and Response

The Board of Directors recommends that shareholders vote AGAINST this shareholder proposal.

Loblaw is deeply committed to protecting the privacy of personal and health information of its customers, patients, and employees. The Corporation has established robust systems and processes to ensure such data is protected.

Loblaw employs a governance structure that ensures its privacy program, policies, and practices are operationalized and effective. Day-to-day oversight is provided at the senior executive level and includes a centralized Data Trust Office led by the Chief Privacy Officer. This office oversees privacy regulatory compliance through a formal enterprise-wide privacy program comprised of subject matter experts dedicated to both retail and healthcare businesses. The Board of Directors, through the Risk and Compliance Committee, oversees Loblaw's enterprise risk management process, regulatory compliance, including the privacy program, and related corporate policies and practices. These policies are reviewed annually and updated as required to ensure relevance and consistency with evolving technologies, laws, best practices, and the dynamic expectations of customers. As part of its mandate, the Board's newly constituted Patient Care and Quality Committee focuses on risk management and oversight of Loblaw's healthcare operations.

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1 https://www.theglobeandmail.com/business/article-loblaw-shoppers-drug-mart-health-care/
2 https://www.theglobeandmail.com/business/commentary/article-loblaws-points-economy-for-private-health-data-follows-big-techs/
3 https://bmjopen.bmj.com/content/14/2/e074019
4 https://www.priv.gc.ca/en/opc-actions-and-decisions/research/explore-privacy-research/2023/por_ca_2022-23/
5 https://globalnews.ca/video/10643034/privacy-expert-weighs-in-on-probe-into-loblaw-pc-optimum
6 https://toronto.ctvnews.ca/proposed-class-action-lawsuit-against-shoppers-drug-mart-alleges-unsafe-and-unethical-corporate-practices-1.6849507
7 https://www.theglobeandmail.com/business/article-loblaw-shoppers-drug-mart-health-care/
8 https://www.washingtonpost.com/technology/2022/07/22/amazon-one-medical-privacy/
9 https://www.npr.org/2023/05/06/1174468793/amazons-affordable-healthcare-service-has-a-hidden-cost-your-privacy
10 https://www.ftc.gov/news-events/news/press-releases/2023/02/ftc-enforcement-action-bar-goodrx-sharing-consumers-sensitive-health-info-advertising
11 https://gdpr.eu/data-protection-impact-assessment-template/

Privacy risk management is a critical component of Loblaw's enterprise privacy program. Through this program, Loblaw conducts privacy risk assessments at the product, service, and program levels to evaluate and identify privacy risks and determine risk mitigation plans. Loblaw has established a leading privacy program among Canadian retailers, which includes the management of healthcare-related data. Given the existing robust oversight and governance of Loblaw's privacy and enterprise risk management programs, the Board does not believe that an independent data protection impact assessment would provide any material benefit to Loblaw, its customers, patients, or employees. Loblaw already publishes its Privacy Policy and its Health & Wellness Privacy Notice on its corporate website, detailing its approach to managing patient data. Accordingly, Loblaw's Board believes that Loblaw's existing privacy practices and oversight of its healthcare services are appropriate.

The Board of Directors recommends that shareholders vote AGAINST this shareholder proposal.

Loblaw
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Limited