

**This document is important and requires your immediate attention. If you are in any doubt about the action you should take, you should consult an appropriate independent financial adviser. If you have recently sold or transferred your shares in Entertainment One Ltd. you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. This document should be read as a whole in conjunction with the accompanying form of proxy and form of direction (as applicable) and the Notice of Annual General and Special Meeting set out at the end of this document.**

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## **ENTERTAINMENT ONE LTD.**

### **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**AND**

### **MANAGEMENT PROXY CIRCULAR**

**Meeting to be held at the offices of the Company at 134 Peter Street, Suite 700, Toronto, Ontario,  
Canada M5V 2H2**

**on**

**Friday, 30 September 2016 at 10:30 a.m. (EDT)/3:30 p.m. (BST)**

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# CHAIRMAN'S LETTER

## ENTERTAINMENT ONE LTD.

(Incorporated in Canada with registered number 758014-2)

*Directors:*

Allan Leighton (*Non-Executive Chairman*)  
Darren Throop (*Chief Executive Officer*)  
Giles Willits (*Chief Financial Officer and Company Secretary*)  
Bob Allan (*Non-Executive Director*)  
Ronald Atkey (*Non-Executive Director*)  
Clare Copeland (*Senior Independent Non-Executive Director*)  
Garth Girvan (*Non-Executive Director*)  
Scott Lawrence (*Non-Executive Director*)  
Mark Opzoomer (*Non-Executive Director*)  
Linda Robinson (*Non-Executive Director*)

*Registered Office:*

Entertainment One Ltd.  
134 Peter Street,  
Suite 700,  
Toronto, Ontario,  
Canada M5V 2H2

25 August 2016

Dear Shareholder,

### ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS 2016

The Annual General and Special Meeting (the “**Meeting**”) of Entertainment One Ltd. (the “**Company**”) will be held at the offices of the Company at 134 Peter Street, Suite 700, Toronto, Ontario, Canada M5V 2H2 on Friday, 30 September 2016 at 10:30 a.m. (EDT)/3:30 p.m. (BST). The notice convening the Meeting is set out on pages 8 to 10 of this document.

#### 1. SUMMARY OF RESOLUTIONS TO BE PROPOSED AT THE ANNUAL GENERAL AND SPECIAL MEETING

Shareholders of the Company (“**Shareholders**”) will be asked to approve 16 Resolutions at the Meeting. Resolutions 1 to 11 represent routine business of the Company at its annual general meetings and require an ordinary resolution, that is, are required to be approved by Shareholders who together represent a simple majority of the common shares of no par value in the capital of the Company (“**Common Shares**”) present and voting (whether in person or by proxy) at the Meeting. Resolutions 12 to 16 represent special business of the Company. Resolutions 12, 15 and 16 require an ordinary resolution to be passed, and Resolutions 13 and 14 require a special resolution to be passed, that is, are required to be approved by Shareholders who together represent 66.66 per cent. of the Common Shares present and voting (whether in person or by proxy) at the Meeting. The authorities referred to in Resolutions 12, 13 and 14 will expire at the conclusion of the next annual general meeting of Shareholders of the Company, at which time the board of directors of the Company (the “**Directors**”, and together the “**Board**”) intend to seek renewal of the authorities.

The Resolutions are summarised below:

**Resolutions 1 to 2 – Accounts and Directors’ Remuneration Report:** The Directors will present to the Meeting the audited accounts and the Directors’ and auditor’s reports (which includes the Directors’ Remuneration Report) for the financial year ended 31 March 2016 and ask that they be received by Shareholders, and that the Directors’ Remuneration Report be approved on an advisory vote.

**Resolutions 3 to 9 – Election of Directors:** The Directors stand for election every year. Accordingly, Resolutions 3 to 9 propose the election of Allan Leighton, Darren Throop, Giles Willits, Ronald Atkey, Scott Lawrence, Mark Opzoomer and Linda Robinson to the Board.

**Resolutions 10 and 11 – Appointment and remuneration of auditors:** It is the Company’s practice that its auditors are appointed at every annual general meeting of Shareholders at which accounts are presented. The current appointment of Deloitte LLP as the Company’s auditors will end at the conclusion of the

Meeting, and Deloitte LLP has advised the Directors of its willingness to stand for reappointment for the ensuing year. Resolution 10 proposes to reappoint Deloitte LLP as auditors of the Company. In addition, it is the Company's normal practice for the Directors to be authorised to agree how much the auditors should be paid and Resolution 11 grants this authority. As of the year ended 31 March 2017, Deloitte will have served as the Company's external auditor for ten years and, accordingly, the Company is currently in the process of carrying out a competitive tender for the provision of external audit services for the year ended 31 March 2018 and subsequent financial years.

**Resolution 12 – Authority to allot Common Shares:** The existing power granted to the Directors to allot shares expires at the conclusion of the Meeting. Accordingly, an ordinary resolution will be proposed to renew the Directors' authority to allot Common Shares. Paragraph (a) of Resolution 12 will, if passed, renew the Directors authority to allot shares, or grant rights to subscribe for, or convert any security into, a maximum aggregate number of 142,957,091 Common Shares (being approximately 33.3 per cent. of the issued and outstanding Common Shares at the last practicable date prior to the date of this document, being Wednesday, 24 August 2016 (“**Last Practicable Date**”)) to such persons and upon such conditions as the Directors may determine.

Paragraph (b) of Resolution 12 will, if passed, grant the Directors authority to allot further of the Company's unissued Common Shares up to a maximum aggregate number of 285,914,183 Common Shares (representing 66.6 per cent. of the Company's issued and outstanding Common Shares as at the Last Practicable Date) in connection with a pre-emptive offer to existing Shareholders by way of a rights issue. This amount would be reduced by the aggregate number of any allotments or grants under paragraph (a) of Resolution 12.

These authorities will expire on 30 December 2017 or at the conclusion of the next annual general meeting of the Company, whichever is earlier.

The Directors consider these authorities appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise. The Directors have no present intention of exercising these authorities.

**Resolution 13 – Authority to disapply pre-emption rights:** The existing power granted to the Directors to disapply pre-emption rights expires at the conclusion of the Meeting. Accordingly, Resolution 13 is proposed as a special resolution to renew the Directors' powers to allot equity securities as if the pre-emption restrictions in the Company's articles of incorporation, as amended (“**Articles**”) did not apply.

Resolution 13(a) enables the Company, in the event of a rights issue or similar process, to meet certain practical difficulties that may arise in connection with fractional entitlements or in respect of overseas Shareholders as a result of local laws and that prevent shares from being issued strictly *pro rata*.

Resolution 13(b) authorises the Directors to allot equity securities up to an aggregate of 42,930,057 Common Shares (being approximately 10 per cent. of the issued and outstanding Common Shares as at the Last Practicable Date) without first offering those shares to existing Shareholders (as required by the Articles), otherwise than in connection with a rights issue.

These authorities will expire on 30 December 2017 or at the conclusion of the next annual general meeting of the Company, whichever is earlier.

The Directors confirm, in accordance with the Pre-emption Group's Statement of Principles (“**Statement of Principles**”), that to the extent that the authority in paragraph (b) of Resolution 13 is used for an issue of Common Shares in excess of 21,465,028 Common Shares (being approximately 5 per cent. of the Company's issued and outstanding Common Shares as at the Last Practicable Date), the Directors intend that it will only be used in connection with an acquisition or specified capital investment (within the meaning of the Statement of Principles) that is announced contemporaneously with the issue, or has taken place in the preceding six-month period, and is disclosed in the announcement of such issue.

The Directors also confirm their intention to abide by the provisions of the Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. The Statement of Principles provides that

companies should not issue shares for cash representing more than 7.5 per cent. of the Company's issued share capital in any rolling three-year period, other than to existing Shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, without prior consultation with Shareholders.

The Directors have no present intention of exercising these authorities.

**Resolution 14 – Authority to make market purchases:** The Directors consider that it would be beneficial to the Company if, in certain circumstances, it had the power to purchase its Common Shares. At the present time, the Directors have no wish to exercise the power to purchase any of the Common Shares of the Company; however, they consider it appropriate to have the flexibility to do so. Accordingly, the Directors recommend that power be granted to the Company, for a limited period in certain circumstances, to purchase Common Shares up to a maximum prescribed limit and within certain price parameters (as described more fully on page 9 (*Notice of Annual General and Special Meeting of Shareholders*) of the management proxy circular). The Directors will only implement such purchases if they are satisfied, after careful consideration, that it is in the best interests of the Company and its Shareholders as a whole. Accordingly, a special resolution will be proposed at the Meeting to authorise the Company to make purchases of its Common Shares, subject to the limitations described in more detail herein.

**Resolution 15 – Approval of the establishment of a schedule to the Entertainment One International SAYE Share Option Scheme (the “International Scheme”):** The Company proposes to establish: (i) a schedule to the International Scheme (authority for which was given at the Company's Annual General Meeting on 16 September 2015 (the “2015 AGM”)), the terms of which shall apply to grants of options to US tax resident participants (the “US Section”); and (ii) the maximum number of shares which may be issued pursuant to options granted under the US Section. Such number shall be 10% of the Company's issued and outstanding Common Shares as at the date of adoption of the International Scheme by the Directors, provided that any Common Shares made available under the US Section shall count against the limits on individual and overall participation approved by the Shareholders at the 2015 AGM for the Entertainment One SAYE Share Option Scheme (the “UK Scheme”). Further information on the US Section and the International Scheme is set out on page 5 of this document, and the principal terms of the US Section to the International Scheme are described in Schedule A of the management proxy circular.

**Resolution 16 – Approval of amendment of the Directors' Remuneration Policy:** The Company proposes to amend the current Directors' Remuneration Policy, which applies for the three financial years ending 31 March 2017 and was approved at the Company's 2014 annual general meeting and amended at the 2015 AGM, to allow the granting to the Company's Executive Directors of LTIP Awards with a share price performance condition. An ordinary resolution will be proposed to approve this amendment. Further information on the proposed amendments is set out on page 6 of this document.

## 2. SAYE SCHEME

The proposed new US Section to the International Scheme is an option scheme under which options will be offered to substantially all the employees of the Company and its subsidiaries based in the United States.

At the 2015 AGM, the Company's Shareholders approved the establishment of the UK Scheme and authorised the directors to establish further schemes based on the UK Scheme, to enable the grant of options to employees outside of the UK, taking account of local tax, exchange control and securities laws issues in the relevant jurisdiction.

On the basis of this authority, the directors have established the International Scheme, under the US Section of which grants of options may be made to US tax-resident employees which qualify for beneficial US tax treatment (pursuant to a US employee stock purchase plan (“US ESPP”)).

Notwithstanding that Shareholders have authorised the directors to establish the International Scheme and the US Section, one of the conditions for options granted under a US ESPP to qualify for the intended US beneficial tax treatment is that the establishment of the US Section, and specifically the maximum number of shares which may be the subject of options pursuant to the US Section (being 10% of the Common Share

Capital at the date the International Scheme was first adopted by the Directors), must be approved by the Company's Shareholders.

The rules of the US Section and the International Scheme will be available for inspection at the offices of Mayer Brown International LLP, 201 Bishopsgate, London EC2M 3AF from the date of the management proxy circular until the close of the Meeting and at the place of the Meeting for at least 15 minutes before the Meeting and during the Meeting.

For further details of the US Section to the International Scheme, see the description of its principal terms in Schedule A of the management proxy circular.

### **3. AMENDMENT OF THE DIRECTORS' REMUNERATION POLICY**

The Company proposes to amend the current Directors' Remuneration Policy, which applies for the three financial years ending 31 March 2017 and was approved at the Company's 2014 annual general meeting and amended at the 2015 AGM. The current Directors' Remuneration Policy allows the granting to the Company's Executive Directors of LTIP Awards with performance conditions in respect of Earnings per Share growth, Return on Capital Employed and Total Shareholder Return. The Company proposes to amend the current Directors' Remuneration Policy to allow the granting to the Company's Executive Directors of LTIP Awards with a share price performance condition, at the discretion of the Board.

### **4. ACTION TO BE TAKEN BY SHAREHOLDERS**

Enclosed with the management proxy circular are the Form of Proxy and Form of Direction for use at the Meeting.

Your vote is important. If you are a registered Shareholder, whether or not you intend to be present at the Meeting, you are urged to read the enclosed circular, and then complete and deposit the Form of Proxy with the Company's registrar Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, no later than 10:30 a.m. (EDT)/3:30 p.m. (BST) on Wednesday, 28 September 2016 or 48 hours prior to any reconvened Meeting in the event of an adjournment or postponement of the Meeting. In the case of registered Shareholders, the return of the appropriate Form of Proxy will not prevent you from attending the Meeting and voting in person if you are entitled to do so and so wish.

If you hold your Common Shares beneficially through the Company's depository interest facility (a "**Depository Interest**") with Capita IRG Trustees Limited (the "**Depository**"), please mark, date, sign and return the accompanying Form of Direction to direct the Depository how to vote your Common Shares and the power of attorney or other authority (if any) under which it is signed, or a notarised or otherwise certified copy of such power or authority with the Depository at Capita Asset Services, PXS, the Registry, 34 Beckenham Road, Kent BR3 4TU, United Kingdom (and in any event no later than 10:30 a.m. (EDT)/3:30 p.m. (BST) on Tuesday, 27 September 2016 or 72 hours prior to any reconvened Meeting in the event of an adjournment or postponement of the Meeting). On receipt of the Form of Direction duly signed, the Depository will vote or abstain from voting on your behalf as directed on the Form of Direction. Completion and return of the Form of Direction will not preclude holders of Depository Interests from attending and voting in person at the Meeting should they so wish, however holders of Depository Interests wishing to attend the Meeting should contact the Depository in accordance with the instructions printed on the Form of Direction.

If you hold your Common Shares beneficially through a bank, broker or other nominee holder, please follow the voting instructions provided to you by such bank, broker or other nominee holder.

### **5. RECOMMENDATION**

The Directors consider that the proposals set out above are in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolutions to be put to the Annual General and Special Meeting as they intend to do, or procure, in respect of their own

beneficial holdings, amounting in aggregate to 13,490,893 Common Shares, representing approximately 3.1 per cent. of the Common Shares.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'AL' followed by a stylized flourish.

**Allan Leighton**  
*Non-Executive Chairman*

# ENTERTAINMENT ONE LTD.

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of Shareholders of Entertainment One Ltd. will be held at the offices of the Company at 134 Peter Street, Suite 700, Toronto, Ontario, Canada M5V 2H2 on Friday, 30 September 2016 at 10:30 a.m. (EDT)/3:30 p.m. (BST). The Meeting is called to consider and vote on the Resolutions below. Resolutions 1 to 12, 15 and 16 will be passed as ordinary resolutions, and Resolutions 13 and 14 will be passed as special resolutions.

1. to receive the Company's annual report and accounts;
2. to approve the Directors' Remuneration Report for the financial year ended 31 March 2016;
3. to elect Allan Leighton to the Board of Directors of the Company;
4. to elect Darren Throop to the Board of Directors of the Company;
5. to elect Giles Willits to the Board of Directors of the Company;
6. to elect Ronald Atkey to the Board of Directors of the Company;
7. to elect Scott Lawrence to the Board of Directors of the Company;
8. to elect Mark Opzoomer to the Board of Directors of the Company;
9. to elect Linda Robinson to the Board of Directors of the Company;
10. to re-appoint Deloitte LLP as the auditors of the Company;
11. to authorise the Board to agree the remuneration of the auditors of the Company;
12. to authorise the Board generally and unconditionally pursuant to Article 2 of Part 3 of Schedule I of the Articles to allot Relevant Securities (as defined in the Articles):
  - (a) up to a maximum aggregate number of 142,957,091 Common Shares (being approximately 33.3 per cent. of the issued and outstanding Common Shares as at the Last Practicable Date) to such persons and upon such conditions as the Directors may determine; and
  - (b) comprising Relevant Securities up to an aggregate number of 285,914,183 Common Shares (representing 66.6 per cent. of the issued and outstanding Common Shares as at the Last Practicable Date) (that amount to be reduced by the aggregate nominal amount of shares allotted or Relevant Securities granted under paragraph (a) of this Resolution 12) in connection with an offer by way of rights issue:
    - (i) to common Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
    - (ii) to holders of other equity securities as required by the rights attaching to those securities, or subject to those rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements that they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

These authorities will expire on 30 December 2017 or at the conclusion of the next annual general meeting of the Company, whichever is earlier, save that the Company may before that date of expiry make an offer or agreement that would or might require Relevant Securities to be allotted after that



date of expiry and the Directors may allot Relevant Securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired;

13. subject to the passing of Resolution 12, to authorise the Board generally and unconditionally pursuant to Article 4.1 of Part 3 of Schedule I of the Articles to allot Equity Securities (as defined in the Articles) pursuant to the authority conferred by Resolution 12 authorising the allotment of securities as if Article 3.1 of Part 3 of Schedule I of the Articles did not apply to the allotment, provided that such power would be limited to the allotment of:

(a) Equity Securities in connection with an offer of Equity Securities (but in the case of an allotment pursuant to the authority in Resolution 12(b) by way of rights issue only):

(i) to common Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other Equity Securities as required by the rights attaching to those securities, or subject to those rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements that they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(b) otherwise than pursuant to sub-paragraph (a) above, Equity Securities pursuant to the authority in Resolution 12(a) up to a maximum aggregate number of 42,930,057 Common Shares (being approximately 10 per cent. of the issued and outstanding Common Shares as at the Last Practicable Date).

These authorities will expire on 30 December 2017 or at the conclusion of the next annual general meeting of the Company, whichever is earlier, save that the Company may before that date of expiry make an offer or agreement that would or might require Equity Securities to be allotted after that date of expiry and the Directors may allot Equity Securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired; and

14. to authorise the Company generally and unconditionally to make market purchases of its Common Shares provided that:

(a) the maximum aggregate number of Common Shares authorised to be purchased is 42,930,057 (being approximately 10 per cent. of the issued and outstanding Common Shares as at the Last Practicable Date);

(b) the minimum price (excluding expenses) per Common Share is not less than zero;

(c) the maximum price (excluding expenses) per Common Share is the higher of:

(i) an amount equal to 105 per cent. of the average of the market value of a Common Share for the five business days immediately preceding the day on which the purchase is made; and

(ii) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003.

This authority, unless previously renewed, shall expire at the conclusion of the next annual general meeting of the Company to be held after the date of the passing of this resolution except in relation to the purchase of any Common Shares the contract for which was concluded before the date of expiry of the authority and which would or might be completed wholly or partly after that date;

15. to approve, for the purposes of satisfying the requirements of US tax legislation: (i) the establishment of a schedule to the International Scheme (authority for which was given at the 2015 AGM), the terms of which shall apply to grants of options to US tax resident participants; and (ii) the maximum number

of shares which may be issued pursuant to options granted under the US Section. Such number shall be 10% of the Company's Common Share Capital as at the date of adoption of the International Scheme by the Company's Directors, provided that any shares made available under the US Section shall count against the limits on individual and overall participation approved by the Company's Shareholders at the 2015 AGM for the UK Scheme, as more particularly set out in Schedule A of the management proxy circular; and

16. to approve the proposed amendments to the Director's Remuneration Policy described in the Chairman's letter accompanying this notice.

If you are a holder of Depository Interests, i.e. you hold your Common Shares beneficially through the Company's depository interest facility with the Depository please mark, date, sign and return the accompanying Form of Direction in accordance with the instructions on the Form of Direction as promptly as possible to the Depository at Capita Asset Services, PXS, 34 Beckenham Road, Kent BR3 4TU, United Kingdom (and in any event no later than 10:30 a.m. (EDT)/3:30 p.m. (BST) on Tuesday, 27 September 2016 or 72 hours prior to any reconvened Meeting in the event of an adjournment or postponement of the Meeting). On receipt of the Form of Direction duly signed, the Depository will vote or abstain from voting on your behalf as directed on the Form of Direction. Completion and return of the Form of Direction will not preclude holders of Depository Interests from attending and voting in person at the Meeting should they so wish. However, holders of Depository Interests wishing to attend should contact the Depository in accordance with the instructions printed on the Form of Direction.

If you have any questions relating to the Meeting, please contact Lauren Lefcoe by telephone at 1-416-862-4709 or by email at [llefcoe@osler.com](mailto:llefcoe@osler.com).

DATED at Toronto, Ontario, Canada on the 25th day of August 2016.

By order of the Board,



**Giles Willits**

*Chief Financial Officer & Company Secretary*

# ENTERTAINMENT ONE LTD.

134 Peter Street, Suite 700, Toronto, Ontario, Canada M5V 2H2

## MANAGEMENT PROXY CIRCULAR

This management proxy circular is furnished by management of Entertainment One Ltd. (the “Company”) in connection with the solicitation of proxies for use at the annual general and special meeting of shareholders of the Company (the “Shareholders”) to be held on Friday, 30 September 2016 at 10:30 a.m. (EDT)/3:30 p.m. (BST) (the “Meeting”) at the offices of the Company at 134 Peter Street, Suite 700, Toronto, Ontario, Canada M5V 2H2 and at any adjournment or postponement of the Meeting.

It is expected that the solicitation will be made primarily by mail, but proxies may also be solicited personally by employees or agents of the Company. **The solicitation of proxies by this circular is being made by or on behalf of management of the Company.** The cost of the solicitation will be borne by the Company. Unless otherwise indicated, all information provided in this circular is given as of Wednesday, 24 August 2016. References in this circular to the Meeting include any adjournment or postponement thereof.

### Record date

The Board of Directors of the Company (the “Board”) has authorised the mailing of the Notice of Annual General and Special Meeting and this circular on Thursday, 25 August 2016 and the record date for the Meeting to be the close of business on Wednesday, 24 August 2016 (the “Record Date”) being the day immediately preceding the day on which the notice is given, all in accordance with section 134(2)(a) of the *Canada Business Corporations Act* (“CBCA”). The Record Date shall be the date for the determination of the Shareholders entitled to notice of and to vote at the Meeting and any adjournment or postponement thereof.

### Registered Shareholders

Each registered Shareholder is entitled to one vote for each of the common shares of no par value in the Company (the “Common Shares”) registered in his or her name as of the Record Date. Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting.

### Non-registered Beneficial Shareholders – Holders of Depository Interests and Holders of Common Shares held through a Broker or Nominee

If you are not a registered Shareholder and instead hold your Common Shares beneficially through the Company’s depository interest facility (a “Depository Interest”) with Capita IRG Trustees Limited (the “Depository”), you are not entitled to vote in person or by proxy at the Meeting unless you contact the Depository in accordance with the instructions printed on the Form of Direction.

These restrictions also apply if you hold your Common Shares beneficially through a broker or nominee, as such broker or nominee holds your Common Shares beneficially through a depository interest facility with the Depository. If you hold your Common Shares beneficially through a broker or nominee you must give your voting instructions to your broker or nominee. Each broker or nominee should solicit from their customers directions on how to vote the Common Shares, and the broker or nominee (if applicable) must then vote such Common Shares in accordance with those instructions (whether through the Depository or otherwise). Your broker will give you directions on how to instruct the broker to vote your Common Shares and you should follow these instructions. Your broker will not be able to vote your Common Shares unless the broker receives appropriate instructions from you.

Only registered Shareholders on the Record Date are entitled to receive notice of and to vote at the Meeting or any adjournment or postponement of the Meeting. Holders of Depository Interests must give voting instructions to Capita Asset Services. You should do this by completing the enclosed Form of Direction and

returning it to the Depository at the address and before the time indicated on that form. On receipt of such voting instructions, the Depository will then vote such shares or abstain from voting in accordance with those instructions. Alternatively, holders of Depository Interests can vote electronically by using the CREST electronic proxy voting service. To be effective, the completed Form of Direction or CREST proxy vote must be received by the Depository before 10:30 a.m. (EDT)/3:30 p.m. (BST) on Tuesday, 27 September 2016 (or 72 hours prior to any reconvened Meeting in the event of an adjournment or postponement of the Meeting).

### VOTING IN PERSON

If you attend the Meeting in Toronto on Friday, 30 September 2016 and are a registered Shareholder, you may cast one vote for each of your registered Common Shares on any and all resolutions voted on by way of ballot at the Meeting. Voting at the Meeting shall be by a show of hands except when a ballot is demanded by a Shareholder or proxyholder entitled to vote at the Meeting. This may include the issues listed in this circular, and any other business that may arise at the Meeting. Completion and return of the Form of Direction will not preclude holders of Depository Interests from attending and voting in person at the Meeting should they so wish, however holders of Depository Interests wishing to attend the Meeting should contact the Depository in accordance with the instructions printed on the Form of Direction.

In order to vote in connection with the Meeting, holders of Depository Interests must complete the enclosed Form of Direction and return it to the Depository and if you hold your Common Shares beneficially through a broker or nominee, you must contact your broker or nominee well in advance of the Meeting and carefully follow its instructions and procedures on how to vote your Common Shares.

### VOTING BY PROXY FOR REGISTERED SHAREHOLDERS

The following instructions are for registered Shareholders only. Only registered Shareholders or their duly appointed proxyholders are permitted to vote at the Meeting. **If you are a holder of Depository Interests, please follow the instructions contained in the section entitled “*Voting Directions for Non-Registered Beneficial Holders – Holders of Depository Interests and Holders of Common Shares Held Through a Broker or Nominee*”. If you hold your Common Shares through a broker or nominee please follow your broker or nominee instructions on how to vote your shares.**

**If you are unable to attend the Meeting or if you do not wish to personally cast your votes, as a registered Shareholder you may still make your votes count by authorising another person who will be at the Meeting to vote on your behalf. You may either tell that person how you want to vote or let him or her choose for you. This is called voting by proxy.**

#### What is a Proxy?

A proxy is a document that you may sign in order to authorise another person to cast your votes for you at the Meeting. The document that is enclosed with this circular is the Form of Proxy that you may use to authorise another person to vote on your behalf at the Meeting. You may use this Form of Proxy to assign your votes to the Company’s Chairman of the Board (or his alternate) or to any other person of your choice. You may also use any other legal form of proxy.

#### Appointing a Proxyholder

**Your proxyholder is the person that you appoint to cast your votes at the Meeting on your behalf. You may choose the Company’s Chairman (or his alternate) or any other person that you want to be your proxyholder. Please note that your proxyholder is not required to be another Shareholder.** If you want to authorise another person (other than the Company’s Chairman (or his alternate)) as your proxyholder, fill in that person’s name in the blank space located near the top of the enclosed Form of Proxy.

Your proxy authorises the proxyholder to vote and otherwise act for you at the Meeting, including any continuation of the Meeting that may occur in the event that the Meeting is adjourned. **If you return the attached Form of Proxy to Capita Asset Services and have left the line for the proxyholder’s name blank, then the Chairman (or his alternate) will automatically become your proxyholder.**

## **Depositing Your Proxy**

To be valid, the Form of Proxy must be filled out, correctly signed (exactly as your name appears on the Form of Proxy), and returned to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, in the enclosed envelope, by courier or hand delivery to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom by 10:30 a.m. (EDT)/3:30 p.m. (BST) on Wednesday, 28 September 2016 (or 48 hours prior to any reconvened Meeting in the event of an adjournment or postponement of the Meeting). Your proxyholder may then vote on your behalf at the Meeting.

You may instruct your proxyholder how you want to vote on the Resolutions in this circular by indicating with an “x” the appropriate boxes on the Form of Proxy. If you have specified on the Form of Proxy how you want to vote on a particular issue (by checking FOR, AGAINST or ABSTAIN), then your proxyholder must cast your votes as instructed. By checking ABSTAIN on the Form of Proxy, where applicable, you will be abstaining from voting and it should be noted that a “vote abstention” is not a vote in law and will not be counted in the calculation of the votes “for” and “against” a resolution.

**If you have NOT specified how to vote on a particular matter, your proxyholder is entitled to vote your Common Shares as he or she sees fit. Please note that if your Form of Proxy does not specify how to vote on any particular matter, your Common Shares will be voted at the Meeting as follows:**

- **FOR receiving the Company’s annual report and accounts;**
- **FOR approving the Directors’ Remuneration Report of the financial year ended 31 March 2016;**
- **FOR the election of Allan Leighton to the Board of Directors of the Company;**
- **FOR the election of Darren Throop to the Board of Directors of the Company;**
- **FOR the election of Giles Willits to the Board of Directors of the Company;**
- **FOR the election of Ronald Atkey to the Board of Directors of the Company;**
- **FOR the election of Scott Lawrence to the Board of Directors of the Company;**
- **FOR the election of Mark Opzoomer to the Board of Directors of the Company;**
- **FOR the election of Linda Robinson to the Board of Directors of the Company;**
- **FOR the re-appointment of Deloitte LLP as auditors;**
- **FOR the approval to authorise the Board to agree the remuneration of the auditors of the Company;**
- **FOR authorising the Board generally and unconditionally pursuant to Article 2 of Part 3 of Schedule I of the Company’s articles of incorporation, as amended (the “Articles”), to allot Relevant Securities (as defined in the Articles):**
  - (a) **up to a maximum aggregate number of 142,957,091 Common Shares (being approximately 33.3 per cent. of the issued and outstanding Common Shares as at the Last Practicable Date) to such persons and upon such conditions as the Directors may determine; and**
  - (b) **comprising Relevant Securities up to an aggregate number of 285,914,183 Common Shares (representing 66.6 per cent. of the issued and outstanding Common Shares as at the Last Practicable Date) (that amount to be reduced by the aggregate nominal amount of shares allotted or Relevant Securities granted under paragraph (a) of this Resolution 12) in connection with an offer by way of rights issue:**
    - (i) **to common Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and**

- (ii) to holders of other equity securities as required by the rights attaching to those securities, or subject to those rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements that they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

These authorities will expire on 30 December 2017 or at the conclusion of the next annual general meeting of the Company, whichever is earlier, save that the Company may before that date of expiry make an offer or agreement which would or might require Relevant Securities to be allotted after that date of expiry and the Directors may allot Relevant Securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired;

- subject to the passing of Resolution 12, FOR authorising the Board generally and unconditionally pursuant to Article 4.1 of Part 3 of Schedule I of the Articles to allot Equity Securities (as defined in the Articles) pursuant to the authority conferred by Resolution 12 authorising the allotment of securities as if Article 3.1 of Part 3 of Schedule I of the Articles did not apply to the allotment, provided that such power would be limited to the allotment of:

- (a) Equity Securities in connection with an offer of Equity Securities (but in the case of an allotment pursuant to the authority in Resolution 12(b) by way of rights issue only):

- (i) to common Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

- (ii) to holders of other Equity Securities as required by the rights attaching to those securities, or subject to those rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements that they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) otherwise than pursuant to sub-paragraph (a) above, Equity Securities pursuant to the authority in Resolution 12(a) up to a maximum aggregate number of 42,930,057 Common Shares (being approximately 10 per cent. of the issued and outstanding Common Shares as at the Last Practicable Date).

These authorities will expire on 30 December 2017 or at the conclusion of the next annual general meeting of the Company, whichever is earlier, save that the Company may before that date of expiry make an offer or agreement which would or might require Equity Securities to be allotted after that date of expiry and the Directors may allot Equity Securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired; and

- FOR authorising the Company generally and unconditionally to make market purchases of its Common Shares provided that:

- (a) the maximum aggregate number of Common Shares authorised to be purchased is 42,930,057 (being approximately 10 per cent. of the issued and outstanding Common Shares as at the Last Practicable Date);

- (b) the minimum price (excluding expenses) per Common Share is not less than zero;

- (c) the maximum price (excluding expenses) per Common Share is the higher of:

- (i) an amount equal to 105 per cent. of the average of the market value of a Common Share for the five business days immediately preceding the day on which the purchase is made; and
- (ii) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003.

This authority, unless previously renewed, shall expire at the conclusion of the next annual general meeting of the Company to be held after the date of the passing of this resolution except in relation to the purchase of any Common Shares the contract for which was concluded before the date of expiry of the authority and which would or might be completed wholly or partly after that date.

- FOR (i) the establishment of a schedule to the International Scheme (authority for which was given at the 2015 AGM), the terms of which shall apply to grants of options to US tax resident participants; and (ii) the maximum number of shares which may be issued pursuant to options granted under the US Section. Such number shall be 10% of the Company's Common Share Capital as at the date of adoption of the International Scheme by the Company's Directors, provided that any shares made available under the US Section shall count against the limits on individual and overall participation approved by the Company's Shareholders at the 2015 AGM for the UK Scheme, as more particularly set out in Schedule A; and
- FOR the approval of the proposed amendments to the Director's Remuneration Policy described in the Chairman's letter accompanying this circular.

### **Revoking Your Proxy**

If you want to revoke your proxy after you have signed and delivered it to Capita Asset Services, you may do so by delivering another properly executed Form of Proxy bearing a later date and delivering it as set out above under the section entitled "*Depositing Your Proxy*" or by clearly indicating in writing that you want to revoke your proxy and delivering this written document to (i) the registered office of the Company at 134 Peter Street, Suite 700, Toronto, Ontario, Canada M5V 2H2, Attention: Giles Willits, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment or postponement of the Meeting, or (ii) the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment or postponement thereof, or in any other way permitted by law.

If you revoke your proxy and do not replace it with another Form of Proxy that is deposited with Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, on or before the deadline, 10:30 a.m. (EDT)/3:30 p.m. (BST) on Wednesday, 28 September 2016, you may still vote your own Common Shares in person at the Meeting provided you are a registered Shareholder whose name appears on the Shareholders' register of the Company on the Record Date.

## **VOTING DIRECTIONS FOR NON-REGISTERED BENEFICIAL HOLDERS**

### **Holders of Depository Interests and Holders of Common Shares held through a Broker or Nominee**

The following instructions are for non-registered beneficial holders who hold their Common Shares through the Depository as at the Record Date. Holders of Depository Interests can direct the Depository how to vote their shares or abstain from voting by completing, signing and returning the enclosed Form of Direction. To be valid, the Form of Direction must be filled out, correctly signed (exactly as your name appears on the Form of Direction, and returned to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, in the enclosed envelope or by courier or hand delivery to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, by 10:30 a.m. (EDT)/3:30 p.m. (BST) on Tuesday, 27 September 2016 (or 72 hours prior to any reconvened Meeting in the event of an adjournment of the Meeting). The Depository will then vote or abstain from voting on your behalf at the Meeting, as instructed in the Form of Direction.

Alternatively, holders of Depository Interests can vote using the CREST electronic proxy voting service by using the procedures described in the rules governing the operation of CREST (the “**CREST Manual**”). CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for an instruction made by means of CREST to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID RA 10), by 10:30 a.m. (EDT)/3:30 p.m. (BST) on Tuesday, 27 September 2016, being 72 hours before the Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is therefore the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the United Kingdom Uncertificated Securities Regulations 2001.

If you hold your Common Shares beneficially through a broker or nominee, you are not entitled to vote in person or by proxy at the Meeting. Instead you must give your voting instructions to your broker or nominee. Each broker or nominee should solicit from their customers, directions on how to vote the Common Shares, and the broker or nominee (if applicable) must then vote such Common Shares in accordance with those instructions (whether through the Depository or otherwise). Your broker or nominee will give you directions on how to instruct the broker to vote your shares and you should follow these instructions. Your broker or nominee will not be able to vote your Common Shares unless the broker receives appropriate instructions from you.

### **Revoking Your Voting Instructions**

If you want to revoke your voting instructions, in the case of Shareholders holding their Common Shares beneficially through the Depository, you may revoke your voting instructions prior to its exercise by:

- giving written notice of the revocation to Capita Asset Services; or
- properly completing and executing a later-dated voting instruction and delivering it to Capita Asset Services, by 10:30 a.m. (EDT)/3:30 p.m. (BST) on Tuesday, 27 September 2016, being 72 hours before the Meeting, or 72 hours prior to any reconvened Meeting in the event of an adjournment or postponement of the Meeting.

If you hold your Common Shares through a broker or nominee, you must follow the procedure provided by your broker to change those voting instructions.

### **HOW A VOTE IS PASSED**

All matters that are scheduled to be voted upon at the Meeting are either ordinary resolutions or special resolutions. Ordinary resolutions are passed by a simple majority, meaning that if more than half of the votes that are cast by Shareholders present in person or by proxy at the Meeting are in favour, then the resolution



passes. Special resolutions are passed by a majority of not less than two-thirds of the votes cast by Shareholders present in person or by proxy at the Meeting.

**OWNERSHIP OF SHARES**

As of 24 August 2016, there were 429,300,575 Common Shares of the Company issued and outstanding. As of 24 August 2016, to the knowledge of the Directors of the Company, the following entities beneficially owned, or exercised control or direction over, directly or indirectly, shares carrying 10 per cent. or more of the votes attached to all outstanding shares entitled to vote in connection with any matters being proposed for consideration at the Meeting.

<i>Name of Shareholder</i>	<i>Number of Shares</i>	<i>% of Outstanding Shares</i>
Canada Pension Plan Investment Board	84,597,069 Common Shares	19.7% of all outstanding shares
Capital Research and Management Company	45,474,028 Common Shares	10.6% of all outstanding shares

**BUSINESS OF THE MEETING**

**Resolutions 1-2 – Accounts and Directors’ Remuneration Report**

The Directors will present to the Meeting the audited accounts and the Directors’ and auditor’s reports (which includes the Directors’ Remuneration Report) for the financial year ended 31 March 2016 and ask that they be received by Shareholders, and that the Directors’ Remuneration Report be approved on an advisory vote.

**Unless a proxy specifies that the Common Shares it represents should be voted against or abstained from voting to receive the annual report and accounts, the persons named in the enclosed form of proxy intend to vote FOR receiving the annual report and accounts and FOR approving the Directors’ Remuneration Report.**

**Resolutions 3-9 – Election of Directors**

The Articles provide for the Board of Directors of the Company to consist of a minimum of one and a maximum of 15 Directors. The Board of Directors has fixed the number of directors to be elected to the Board of Directors at seven. The persons listed below in the section entitled “*Nominees for Election to the Board of Directors*” commencing on page 19 (*Management Proxy Circular*) of this circular will be nominated for election as Directors. Each Director is elected annually and will hold office until the next annual meeting of Shareholders or until the Director resigns or a successor is elected or appointed. Subsequent to the financial year ended 31 March 2016, the Board undertook a formal evaluation of its own performance and that of its committees and individual executive and non-executive Directors, which was externally facilitated by Armstrong Bonham Carter, who specialise in carrying out such reviews, and with whom the Company has no other connection. Following this evaluation process, the Board concluded that the performance of each of the Directors standing for re-election continues to be effective and demonstrates commitment to their roles, including commitment of time for Board and committee meetings and any other duties. Each of the Directors therefore unanimously recommends (other than in respect of their own appointment) Shareholders to vote in favour of Resolutions 3 to 9 inclusive. A summary of the biographical details of each of the Directors is set out in the section entitled “*Nominees for Election to the Board of Directors*” commencing on page 19 (*Management Proxy Circular*) of this circular and indicates the breadth of knowledge and experience which each of them brings to the Company. Copies of the Directors’ service contracts with the Company will be available for inspection prior to and up to the conclusion of the Meeting at the Company’s head office, located at 134 Peter Street, Suite 700, Toronto, Ontario, Canada M5V 2H2.

**Unless a proxy specifies that the Common Shares it represents should be voted against or abstained from voting in respect of the election of Directors, the persons named in the enclosed Form of Proxy intend to vote FOR the election of the nominees whose names are set out below.**

Management of the Company does not expect that any of the nominees will be unable to serve as a Director. However, if, for any reason, at the time of the Meeting any of the nominees are unable to serve and unless otherwise specified, it is intended that the persons designated in the Form of Proxy will vote in their discretion for a substitute nominee or nominees.

#### **Resolutions 10 and 11 – Appointment of auditors and remuneration of auditors**

At the Meeting, Shareholders will be asked to appoint the firm of Deloitte LLP to hold office as the Company's auditors until the close of the next annual meeting of Shareholders and to authorise the Board to fix their remuneration. Deloitte LLP has served as auditors of the Company and its predecessor since 18 July 2007.

**Unless a proxy specifies that the Common Shares it represents should be voted against or abstained from voting on the re-appointment of the auditors, the persons named in the enclosed Form of Proxy intend to vote FOR the re-appointment of Deloitte LLP as auditors of the Company and FOR the authorisation of the Board to fix their remuneration.**

#### **Resolution 12 – Authority to allot Common Shares**

At the Meeting, Shareholders will be asked to authorise the Board to allot Relevant Securities.

Paragraph (a) of Resolution 12 will, if passed, renew the Directors' authority to allot shares, or grant rights to subscribe for, or convert any security into, a maximum aggregate number of 142,957,091 Common Shares (being approximately 33.3 per cent. of the issued and outstanding Common Share as at the Last Practicable Date) to such persons and upon such conditions as the Directors may determine.

Paragraph (b) of Resolution 12 will, if passed, grant the Directors authority to allot further of the Company's unissued Common Shares up to a maximum aggregate number of 285,914,183 Common Shares (representing 66.6 per cent. of the Company's issued and outstanding Common Shares as at the Last Practicable Date) in connection with a pre-emptive offer to existing Shareholders by way of a rights issue. This amount would be reduced by the aggregate number of any allotments or grants under paragraph (a) of Resolution 12.

**Unless a proxy specifies that the Common Shares it represents should be voted against or abstained from voting in respect of the authority to allot Common Shares, the persons named in the enclosed Form of Proxy intend to vote FOR the authority to allot Common Shares.**

#### **Resolution 13 – Authority to disapply pre-emption rights**

At the Meeting, Shareholders will be asked to authorise the Board pursuant to Section 4.1 of Part 3 of Schedule I of the Articles (in substitution for any previous power conferred on the Directors pursuant to that Article) to allot Equity Securities pursuant to the authority conferred by Resolution 12 authorising the allotment of securities as if Section 3.1 of Part 3 of Schedule I of the Articles did not apply to that allotment, provided that such power would be limited to the allotment of Equity Securities up to an aggregate of 42,930,057 Common Shares (being approximately 10 per cent. of the issued and outstanding share capital as at the Last Practicable Date) otherwise than in connection with a rights issue.

The special resolution also enables the Company, in the event of a rights issue or similar process, to meet certain practical difficulties which may arise in connection with fractional entitlements or in respect of overseas Shareholders as a result of local laws and which prevent shares from being issued strictly *pro rata*.

**Unless a proxy specifies that the Common Shares it represents should be voted against or abstained from voting in respect of the authority to disapply pre-emption rights, the persons named in the enclosed Form of Proxy intend to vote FOR the authority to disapply pre-emption rights.**

#### **Resolution 14 – Authority to make market purchases**

At the Meeting, Shareholders will be asked to authorise the Board to make market purchases of Common Shares up to a maximum prescribed limited and within certain price parameters be granted for a limited

period (as described more fully on page 9 (Notice of Annual General and Special Meeting of Shareholders) of this circular).

**Unless a proxy specifies that the Common Shares it represents should be voted against or abstained from voting in respect of the authority to make market purchases, the persons named in the enclosed Form of Proxy intend to vote FOR the authority to make market purchases.**

#### **Resolution 15 – Approval of the adoption of the SAYE share option scheme**

At the Meeting, Shareholders will be asked to approve the adoption of the proposed US Section, the principal terms of which are described in Schedule A, to authorise the Directors to do everything necessary or desirable to implement the US Section and grant options pursuant to it, as more particularly set out in Schedule A.

**Unless a proxy specifies that the Common Shares it represents should be voted against or abstained from voting in respect of the approval of the US Section, the persons named in the enclosed Form of Proxy intend to vote FOR the approval of the US Section.**

#### **Resolution 16 – Approval of amendments to the Directors’ Remuneration Policy.**

At the Meeting, Shareholders will be asked to approve the proposed amendments to the Directors’ Remuneration Policy described in the Chairman’s letter accompanying this circular.

**Unless a proxy specifies that the Common Shares it represents should be voted against or abstained from voting in respect of the approval of the amendments to the Directors’ Remuneration Policy, the persons named in the enclosed Form of Proxy intend to vote FOR the amendments to the Directors’ Remuneration Policy.**

### **NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS**

**ALLAN LEIGHTON**  
*NON-EXECUTIVE CHAIRMAN*  
LONDON,  
UNITED KINGDOM

Allan was formerly Chief Executive Officer of ASDA, Chairman of Royal Mail, Pace plc and Lastminute.com, Deputy Chairman of Selfridges & Co Limited and George Weston Limited and also a former President and Deputy Chairman of Loblaw Companies Limited. He was also formerly a Non-Executive Director of British Sky Broadcasting plc and Dyson Ltd. Allan is Deputy Chairman of Pandora A/S, Chairman of Matalan Retail Ltd, The Co-operative Group, Wagamama Ltd and The Canal River Trust.

**Principal Occupation:** Board Director  
**Director Since:** 31 March 2014  
**Board and Committee Membership:** Board, Nomination Committee, Remuneration Committee  
**Common Shares of the Company Owned or Controlled<sup>(1)</sup>:** Nil

**DARREN THROOP**  
*CHIEF EXECUTIVE OFFICER*  
MARKHAM, ONTARIO, CANADA

Darren has over 20 years of executive management experience in the entertainment industry. Darren has been Chief Executive Officer of Entertainment One Ltd. since July 2003 and has been with the Group since 1999. Previously, Darren was the owner of Urban Sound Exchange between 1991 and 1999 when it was acquired by the Group. Darren was appointed a Non-Executive Director of IMAX Corporation on 1 June 2015.

**Principal Occupation:** Chief Executive Officer of Entertainment One Ltd.  
**Director Since:** 29 March 2007  
**Board and Committee Membership:** Board

**Common Shares of the Company  
Owned or Controlled<sup>(1)</sup>:** 10,024,008

**GILES WILLITS**  
*CHIEF FINANCIAL OFFICER AND  
COMPANY SECRETARY*  
HARPENDEN, HERTFORDSHIRE,  
UNITED KINGDOM

Giles joined the executive board of Entertainment One Ltd. in May 2007. He was formerly Director of Group Finance at J Sainsbury plc from 2005 to 2007 and has held a number of financial and operational management roles within Woolworths plc, Kingfisher plc and Sears plc. Giles is a chartered accountant having qualified with PricewaterhouseCoopers.

**Principal Occupation:** Chief Financial Officer of Entertainment One Ltd.

**Director Since:** 29 March 2007

**Board and Committee Membership:** Board

**Common Shares of the Company  
Owned or Controlled<sup>(1)</sup>:** 3,466,885

**RONALD ATKEY**  
*NON-EXECUTIVE DIRECTOR*  
COLLINGWOOD, ONTARIO,  
CANADA

Ron is a lawyer who, until 2007, had been a partner at Osler, Hoskin & Harcourt LLP in Toronto for over thirty years. He has extensive experience in government regulation of Canadian cultural industries and corporate transactions in the arts, entertainment and media sectors. In 1984 Ron was appointed by the federal government as the first Chair of the Security Intelligence Review Committee and remains active in the security intelligence field both as a university professor and in other public roles. He served as a Member of the Canadian Parliament for two terms between 1972 and 1980 and was appointed Minister of Employment and Immigration in 1979 to 1980.

**Principal Occupation:** Lawyer

**Director Since:** 12 November 2010

**Board and Committee Membership:** Board, Nomination Committee (Chairman), Remuneration Committee (Chairman), Audit Committee

**Common Shares of the Company  
Owned or Controlled<sup>(1)</sup>:** Nil

**SCOTT LAWRENCE**  
*NON-EXECUTIVE DIRECTOR*  
TORONTO, ONTARIO, CANADA

Scott is currently Managing Director and Head of Relationship Investments at the Canada Pension Plan Investment Board (CPPIB), responsible for leading a team that makes significant minority investments in public companies with superior long term prospects. Previously, Scott was a Senior Principal in CPPIB's Private Investments department, an investment professional at Onex Corporation and held various positions in both finance and operations at GE Capital Real Estate and GE Plastics. Scott is a certified member of the Canadian Institute of Corporate Directors. He currently serves on the board of TORC Oil & Gas Ltd..

**Principal Occupation:** Managing Director and Head of Relationship Investments, CPPIB

**Director Since:** 14 January 2016; first time standing for election

**Board and Committee Membership:** Board, Nomination Committee

**Common Shares of the Company  
Owned or Controlled<sup>(1)</sup>:** CPPIB holds 84,597,069 Common Shares of the Company amounting to 19.7% of the issued share capital of the Company.

**MARK OPZOOMER**  
*NON-EXECUTIVE DIRECTOR*  
LONDON,  
UNITED KINGDOM

Mark has extensive knowledge of internet, communications and media markets in many different countries and 25 years of corporate operating and deal-making experience. Mark is currently a partner in Bond Capital Partners, Non-Executive Chairman of Somo Global Ltd and a Non-Executive Director of Blinkx plc. Previous non-executive directorships include Web Reservations International Limited, Newbay Software Limited, Autonomy plc and Miva Inc. Previous operating experience includes Chief Executive Officer of Rambler Media Ltd, Regional Vice-President of Yahoo! Europe, Deputy Chief Executive of Hodder Headline, Commercial Director of Sega Europe Ltd and Commercial Director of Virgin Communications Ltd. Mark qualified as a chartered accountant through the Canadian Institute of Chartered Accountants, and has an MBA from IMD, Lausanne, Switzerland.

**Principal Occupation**

Partner, Bond Capital Partners

**Director Since:**

29 March 2007

**Board and Committee Membership:**

Board, Audit Committee (Chairman), Remuneration Committee

**Common Shares of the Company  
Owned or Controlled<sup>(1)</sup>:**

Nil

**LINDA ROBINSON**  
*NON-EXECUTIVE DIRECTOR*  
TORONTO, ONTARIO, CANADA

Linda is a lawyer and retired partner of Osler, Hoskin & Harcourt LLP, a leading Canadian law firm, and former Chair of the firm's National Business Law Department. At Osler, her practice focused on mergers and acquisitions. Her industry experience includes broadcasting, publishing and entertainment and she has been a Director of a number of companies, both public and private. She is currently a Director and Chair of Infrastructure Ontario, a crown corporation delivering and managing public sector initiatives and Director/Corporate Secretary of Women Lawyers Joining Hands, a non-for-profit engaged in gender equality initiatives.

**Principal Occupation:**

Lawyer

**Director Since:**

31 March 2014

**Board and Committee Membership:**

Board, Audit Committee

**Common Shares of the Company  
Owned or Controlled<sup>(1)</sup>:**

Nil

(1) The information as to Common Shares beneficially owned or over which control or direction is exercised by nominees is not within the knowledge of the Company and has been furnished by each of the nominees.

## CERTAIN PROCEEDINGS

To the knowledge of the Company, none of the proposed nominees for election as Directors (a) are, as at the date hereof, or have been, within 10 years before the date of this circular, a director, chief executive officer or chief financial officer of any company that, (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (an “**Order**”) that was issued while the proposed nominee was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the proposed nominee ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer, (b) are, as the date of this circular, or have been within 10 years before the date of this circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (c) have, within the 10 years before the date of this circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed nominee, except for:

- (a) Allan Leighton resigned as a director of Leeds United PLC, a company incorporated in England and Wales, on 4 December 2003. On 19 March 2004, Leeds United PLC entered administration and was dissolved on 31 October 2006. Mr. Leighton was also Chairman of the UK based Peacocks Group when it went into administration in January 2012, the majority of its business and assets were subsequently sold to EWM (IP) limited (trading as Edinburgh Woollen Mill) on 22 February 2012;
- (b) Mark Opzoomer was a director of Zattikka plc and Hattrick Europe Limited, both of which were placed into administration on 5 August 2013.

## SHAREHOLDER PROPOSALS

Shareholders who meet eligibility requirements under the CBCA can submit a Shareholder proposal as an item of business for our annual Shareholder meeting in 2017. Shareholder proposals must be submitted to our Company Secretary by 27 May 2017 for next year’s annual meeting.

This day will be 90 days prior to the anniversary of the date on which this circular is sent to Shareholders.

## EXEMPTION UNDER SUBSECTION 151(1) OF THE CANADA BUSINESS CORPORATIONS ACT

The Company has applied for and received under subsection 151(1) of the CBCA an exemption from, including in this circular, certain disclosure prescribed for distributing companies by subsection 55(1) of the Regulations to the CBCA.

## DIRECTORS’ APPROVAL

The contents of this circular and the sending thereof to the Shareholders of the Company have been approved by the Board of Directors.

25 August 2016



**Giles Willits**

*Chief Financial Officer & Company Secretary*

## SCHEDULE A

### PRINCIPAL TERMS OF THE US SECTION TO THE ENTERTAINMENT ONE INTERNATIONAL SAYE SHARE OPTION SCHEME (“US ESPP”)

#### 1. **Invitations**

The Board (which in this summary includes a duly authorised committee of the Board) may in its discretion make invitations to all (not just some) eligible US employees to apply for the grant of options under the US ESPP. Options will be for a two year term. To accept an option, the applicant will need to agree to enter into a savings contract. If an option is exercised, the accumulated savings from the savings contract are used to pay the exercise price.

#### 2. **Eligibility**

Individuals will be eligible to participate in invitations if they are:

- (a) currently employees or full time directors of participating US companies in the group;
- (b) have acted as an employee or director of participating US companies in the group for the preceding year before the invitation date; and
- (c) are US residents for tax purposes.

In addition, the Board has discretion to allow participation by employees who do not meet all the eligibility requirements above. Participating US companies are those group companies that are nominated as such by the Board.

#### 3. **Acceptance and individual limits**

To accept an invitation, the applicant will be required to sign and return to the Company a savings contract proposal form and to state his or her proposed monthly saving contribution. This will be subject to the statutory maximum or such lower amount as may be set by the Board.

#### 4. **Grant of options and option exercise price**

The applicant will be granted an option to acquire with the amount of money that will be available to the employee at the end of the savings contract term, the largest whole number of shares that could be acquired at the date of grant of the option for a price per share equal to the exercise price.

The exercise price is fixed by the Board at the time of the invitation, and cannot be less than the greater of 85 per cent. of the market value of shares on the relevant invitation date and the nominal value of the shares.

Market value on any day means, while shares are listed on the London Stock Exchange, the average of the middle market quotations of a share as derived from the Daily Official List of the London Stock Exchange for the three immediately preceding dealing days.

#### 5. **Restrictions on the number of new shares in respect of which options may be granted**

Not more than 10 per cent. of the Company’s issued share capital may be issued under the US ESPP.

#### 6. **Exercise and lapse of options**

The options may be exercised within three months of the second anniversary of the date on which the option holder’s first monthly contribution under their savings contract is due. Special provisions govern the exercise and lapse of options in particular circumstances, such as where the option holder dies, leaves the Company, or if the Company is taken over or goes into liquidation.

7. **Issue of shares**

Any shares issued pursuant to the US ESPP will rank *pari passu* in all respects with other Common Shares already in issue, save that they will not rank for any dividend or other distribution of the Company announced or paid by reference to a record date that is prior to the date of exercise of the relevant option.

8. **Variation of share capital**

In the event of certain adjustments to the share capital of the Company, for example, as a result of a rights issue or subdivision of share capital, adjustments necessary to maintain the value of the option will be made to the number of shares subject to the option and/or the option exercise price and/or the maximum number and/or the nominal value of shares available for issue under the US ESPP. These adjustments will be subject to compliance with legislation applicable to the US ESPP.

9. **Alterations**

The US ESPP provides that the scheme cannot be amended to the advantage of participants without the prior approval of Shareholders in general meeting (except for minor amendments to benefit the administration of the scheme and amendments to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the scheme or for the Company or members of the group).

10. **Benefits not pensionable**

Awards under the US ESPP are not pensionable.

11. **Administration**

The US ESPP will be administered by the Board who will resolve any disputes relating to the scheme or uncertainty as to the meaning of the scheme rules. The Board may delegate their powers in relation to the US ESPP to a committee.

12. **Termination**

The US ESPP shall terminate on the tenth anniversary of the date of the annual general meeting at which the US ESPP is approved by shareholders or the date of the adoption of the US ESPP by the Board, whichever is earlier. Termination of the US ESPP shall be without prejudice to the subsisting rights of option holders. No options shall be granted under the US ESPP after the date of termination.