SPIN MASTER CORP.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON MAY 4, 2023

AND

MANAGEMENT INFORMATION CIRCULAR

Dated: March 13, 2023

SPIN MASTER CORP.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To the holders of Subordinate Voting Shares and holders of Multiple Voting Shares (collectively, the "**Shareholders**"):

NOTICE IS HEREBY GIVEN that the annual meeting (the "**Meeting**") of the Shareholders of Spin Master Corp. (the "**Company**") will be held via live audio webcast online at https://meetnow.global/MWAC4HT, on Thursday, May 4, 2023 at 11:30 a.m. (Toronto time) for the following purposes:

(a) to receive the audited consolidated annual financial statements of the Company as at and for the year ended December 31, 2022, together with the auditors' report thereon;

(b) to elect members of the Board of Directors of the Company (the "**Directors**");

(c) to appoint the auditors of the Company for the ensuing year and authorize the Directors of the Company to fix such auditors' remuneration;

(d) to approve a non-binding advisory resolution on the Company's approach to executive compensation; and

(e) to transact such other business as may properly be brought before the Meeting or any adjournment(s) thereof.

The accompanying Management Information Circular (the "**Circular**") provides additional information relating to the items of formal business to be considered at the Meeting. The Board of Directors has fixed March 13, 2023 as the record date for determining those Shareholders entitled to receive notice of and vote at the Meeting.

This year, the Company will hold the Meeting in a virtual only format again, which will be conducted via live audio webcast online at https://meetnow.global/MWAC4HT. This way, registered shareholders and duly appointed proxyholders will be able to attend the Meeting, ask questions and vote, regardless of their geographic location. It also is a more cost-efficient and environmentally friendly arrangement for the Company and Shareholders. See also the section "Attending the Meeting" in the Circular.

Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend and listen to the Meeting as guests, but guests will not be able to participate or vote at the Meeting. A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form (including a non-registered shareholder who wishes to appoint themselves to attend) must carefully follow the instructions in the Circular and on their form of proxy or voting instruction form. These instructions include the additional step of registering such proxyholder with our transfer agent, Computershare Investor Services Inc., after submitting their form of proxy or voting instruction form. Failure to register the proxyholder with our transfer agent will result in the proxyholder not receiving an invitation code via e-mail to participate in the Meeting and only being able to attend as a guest. Proxies must be received not later than Tuesday, May 2, 2023 at 11:30 a.m. (Toronto time), or in the case of any adjournment of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment.

Dated at Toronto, Ontario, this 13th day of March, 2023.

BY ORDER OF THE BOARD OF DIRECTORS
(signed) *"Christopher Harrs"*
Executive Vice President and
General Counsel, Corporate Secretary

SPIN MASTER CORP.
MANAGEMENT INFORMATION CIRCULAR

INTRODUCTION

This management information circular (the "Circular") is furnished in connection with the solicitation of proxies by and on behalf of the management of Spin Master Corp. (the "Company") for use at the annual meeting (the "Meeting") of the holders of Subordinate Voting Shares and the holders of Multiple Voting Shares of the Company (collectively, the "Shareholders") to be held on May 4, 2023 at 11:30 a.m. (Toronto time) and any adjournment(s) thereof for the purposes set forth in the accompanying notice of Meeting (the "Notice"). It is expected that the solicitation will be primarily by mail, but proxies may also be solicited by telephone, or other personal contact, by regular employees of the Company, without special compensation. The Company may also engage a third party to provide proxy solicitation services on behalf of management in connection with the solicitation of proxies for the Meeting. The costs of solicitation will be borne by the Company.

The information contained herein is given as at March 13, 2023, except where otherwise indicated.

MEANING OF CERTAIN REFERENCES

The Company presents its consolidated financial statements in United States dollars. In this Circular, all references to "**$**" are to United States dollars and all references to "**C$**" are to Canadian dollars. The Subordinate Voting Shares and the Multiple Voting Shares of the Company are sometimes collectively referred to herein as the "**Voting Shares**".

DELIVERY OF MEETING MATERIALS

The Company is utilizing the notice-and-access mechanism (the "**Notice-and-Access Provisions**") under the Canadian Securities Administrators' National Instrument 54-101 — *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") and National Instrument 51-102 — *Continuous Disclosure Obligations* ("**NI 51-102**") for distribution of this Circular to both registered and non-registered (or beneficial) Shareholders.

The Notice-and-Access Provisions allow reporting issuers to post electronic versions of proxy-related materials, such as this Circular and annual financial statements (the "**Proxy-Related Materials**") on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular and audited consolidated financial statements and management's discussion and analysis of the Company for the year ended December 31, 2022 and the auditors' report thereon (the "**Financial Statements**") may be found on the Company's SEDAR profile at www.sedar.com and also on the following website at www.envisionreports.com/YSPQ2023. The Company will not use procedures known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the management information circular to some Shareholders with the notice package. In relation to the Meeting, all of the Shareholders of the Company will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular nor the Financial Statements. **Shareholders are reminded to review the Circular before voting.**

Although the Circular and the Financial Statements are posted electronically, as noted above, Shareholders will receive a "notice package" ("**Notice Package**"), by prepaid mail, containing the information prescribed by NI 54-101 and a form of proxy (if you are a registered Shareholder) or a voting instruction form (if you are a non-registered Shareholder) and instructions on how to vote Voting Shares. Shareholders should follow the instructions for completion and delivery contained in the form of proxy or voting instruction form, as applicable.

Notice-and-access directly benefits the Company through a substantial reduction in both postage and printing costs, and also promotes environmental responsibility by decreasing the large volume of paper documents generated by printing Proxy-Related Materials. Shareholders with questions about Notice-and-Access Provisions can call the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario, M5J 2Y1 toll free at 1-866 964-0492.

Shareholders may obtain paper copies of the Proxy Related Materials free of charge by following the instructions provided in the Notice Package. Shareholders may request paper copies of the Proxy-Related Materials for up to one year from the date of that the Circular was filed on SEDAR. In order to receive paper copies of the Proxy-Related Materials in advance of the deadline for submission of voting instructions and the date of the Meeting, your request must be received by April 24, 2023. **Please note that if you request a paper copy of the Meeting Materials, you will not receive a new form of proxy or voting instruction form, and therefore you should retain the forms included in the Notice Package in order to vote.**

ATTENDING THE MEETING

The Company is holding the Meeting in a virtual only format, which will be conducted via live audio webcast. Shareholders will not be able to attend the Meeting in person. Attending the Meeting online enables registered Shareholders and duly appointed proxyholders, including non-registered (beneficial) Shareholders who have duly appointed themselves as proxyholder, to participate at the Meeting and ask questions, all in real time. Registered Shareholders and duly appointed proxyholders can vote at the appropriate times during the Meeting. Guests, including non-registered (beneficial) Shareholders who have not duly appointed themselves as proxyholder, can log in to the Meeting as set out below. Guests can listen to the Meeting but are not able to participate or vote.

To attend the Meeting, log in online at https://meetnow.global/MWAC4HT. It is recommended that you log in at least fifteen minutes before the Meeting starts. Registered Shareholders and duly appointed proxyholders will be able to attend, submit questions and vote at the Meeting. Non-registered Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting, but can only attend as a guest and will not be able to vote or submit questions at the Meeting.

If you attend the Meeting, it is important that you are connected to the Internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting. You should allow ample time to check into the Meeting online and complete the related procedures.

If you have any difficulties accessing the Meeting, please contact our webcast provider at: 1-888-724-2416 or 1-781-575-2748.

For more information, please see Computershare's Virtual AGM User Guide, attached hereto as Appendix B.

It is recommended that Shareholders and proxyholders submit their questions as soon as possible during the Meeting so they can be addressed at the right time. Questions may be submitted in writing by using the relevant dialog box in the function "Q&A" during the Meeting. Written questions or comments submitted through the dialog box function which relate to a matter to be voted on at the Meeting will be read or summarized by a representative of the Company, after which the Chair of the Meeting or members of management present at the Meeting will respond, before a vote is held on such matter. If several submissions relate to the same or very similar topic, the Company may group the submissions and state that it has received similar submissions. Submissions that do not relate to a matter to be voted on at the Meeting, but that are of general interest to all Shareholders, may be answered in a virtual question and answer session to be held immediately following completion of the Meeting.

In the event of technical malfunction or other significant problem that disrupts the Meeting, the Chair of the Meeting may adjourn, recess, or expedite the Meeting, or take such other action as the Chair determines is appropriate considering the circumstances.

Participation by Registered Shareholders and Duly Appointed Proxyholders

Registered Shareholders that have a 15-digit control number located on their form of proxy, along with duly appointed proxyholders who were assigned an invitation code by Computershare (see "Proxyholder Matters" below), will be able to vote and submit questions during the Meeting. To do so please go to https://meetnow.global/MWAC4HT prior to the start of the Meeting to login. Click on "Shareholder" and enter your 15-digit control number or "Invitation" and enter your invitation code.

Registered Shareholders using a 15-digit control number to login to the online Meeting will be required to accept the terms and conditions of the Meeting. If a registered Shareholder who has submitted a form of proxy attends the Meeting via webcast and proceeds with voting at the Meeting, any and all previously submitted proxies will be revoked. If you do not wish to revoke all previously submitted proxies, do not vote at the Meeting.

Participation by Non-Registered Shareholders

Non-registered Shareholders who have not appointed themselves as proxyholder to vote at the Meeting but who wish to attend the Meeting virtually will only be able to attend as a guest by going to https://meetnow.global/MWAC4HT prior to the start of the Meeting, clicking on "Guest" and completing the online form. Such non-registered Shareholders will be able to listen to the Meeting but will not be able to vote or submit questions.

Voting at the Meeting

Registered Shareholders and duly appointed proxyholders will appear on a list of proxyholders prepared by Computershare, who is appointed to review and tabulate proxies for this Meeting. To be able to vote their Voting Shares at the

Meeting, each registered Shareholder or duly appointed proxyholder will be required to enter their control number or Invite Code, as applicable, provided by Computershare at https://meetnow.global/MWAC4HT prior to the start of the Meeting.

Non-registered (beneficial) Shareholders who have not duly appointed themselves as proxyholder will not be able to participate or vote at the Meeting, but will be able to attend and listen to the Meeting as a guest. This is because the Company and Computershare do not have a record of the non-registered Shareholders of the Company, and, as a result, will have no knowledge of an individual's shareholdings or entitlement to vote unless you appoint yourself as proxyholder. See "Proxyholder Matters" and "Non- Registered Shareholders" below.

If you are a non-registered Shareholder and wish to vote at the Meeting, you have to appoint yourself as proxyholder by inserting your own name in the space provided on the voting instruction form ("**VIF**") sent to you and must follow all of the applicable instructions, including the deadline, provided by your Intermediary (as defined below).

PROXYHOLDER MATTERS

The following applies to Shareholders who wish to appoint someone as their proxyholder other than the Company proxyholders named in the form of proxy or VIF. This includes non-registered Shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting.

Shareholders who wish to appoint someone other than the Company proxyholders as their proxyholder to attend and participate at the Meeting as their proxy and vote their Voting Shares must submit their form of proxy or VIF, as applicable, appointing that person as proxyholder and register that proxyholder online, as described below. Registering your proxyholder is an additional step to be completed after you have submitted your form of proxy or VIF per the instructions described below. To register a proxyholder in this manner, Shareholders must visit http://www.computershare.com/spinmaster by 11:30 a.m. (Toronto time) on May 4, 2023 and provide Computershare with the required proxyholder contact information so that Computershare may provide the proxyholder with a Invite Code via email. **Failure to register the proxyholder will result in the proxyholder not receiving an Invite Code that is required to vote at the Meeting. Without an Invite Code, proxyholders will not be able to participate or vote at the Meeting but will be able to attend and listen to the Meeting as a guest.**

The persons designated by management of the Company in the form of proxy are officers of the Company. **Each Shareholder has the right to appoint as proxyholder a person or company (who need not be a shareholder of the Company) other than the persons designated by management of the Company in the form of proxy to attend and act on the shareholder's behalf at the Meeting or at any adjournment thereof.** Such right may be exercised by inserting the name of the person or company in the blank space provided in the form of proxy or by completing another form of proxy.

Additionally, the Company may use Broadridge's QuickVote™ service to assist non-registered Shareholders with voting their Voting Shares. Broadridge then tabulates the results of all the instructions received and provides the appropriate instructions respecting the Voting Shares to be represented at the meeting.

Registered Shareholders

In the case of registered Shareholders, the completed, dated and signed form of proxy should be sent in the envelope provided with the form of proxy or otherwise to Computershare, 100 University Avenue, 8th Floor, North Tower, Toronto, Ontario, M5J 2Y1, fax number 1-866-249-7775. To vote over the internet, go to www.investorvote.com and enter the 15-digit control number printed on your form of proxy. To vote by telephone, call 1-866-732-8683 (toll-free in North America) and enter the 15-digit control number printed on your form of proxy. Follow the instructions provided by the interactive voice recognition system.

Non-Registered Shareholders

In the case of non-registered Shareholders, excluding those located in the United States, who receive these materials through their broker or other Intermediary, the shareholder should complete and send the form of proxy or VIF in accordance with the instructions provided by their broker or other Intermediary. To be effective, a proxy or VIF must be received by Computershare no later than Tuesday, May 2, 2023 at 11:30 a.m. (Toronto time) (unless such proxy submission deadline is waived by the Board of Directors of the Company (the "**Board**")), or in the case of any adjournment of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment. The deadline for the deposit of proxies or VIFs may be waived or extended by the Chair of the Meeting at his or her discretion, without notice.

Non-Registered Shareholders (United States)

If you are a non-registered Shareholder located in the United States and wish to vote at the Meeting or, if permitted, appoint a third party as your proxyholder, in addition to the steps described herein, you must obtain a valid legal proxy from your Intermediary. Follow the instructions from your Intermediary included with the form of proxy and VIF sent to you, or contact your Intermediary to request a form of proxy if you have not received one. After obtaining a valid form of proxy from your Intermediary, you must then submit a copy of such legal proxy to Computershare. Requests for registration from non-registered Shareholders located in the United States that wish to vote at the Meeting or, if permitted, appoint a third party as their proxyholder must be sent by e-mail or by courier to: uslegalproxy@computershare.com (if by e-mail), or Computershare, Attention: Proxy Dept., 8th Floor, 100 University Avenue, Toronto, ON M5J 2Y1, Canada (if by courier), and in both cases, must be labelled "Legal Proxy" and received no later than the voting deadline of 11:30 a.m. (Toronto time) on May 2, 2023. You will receive a confirmation of your registration by e-mail after Computershare receives your registration materials.

Revocation of Proxy

A Shareholder who has given a proxy may revoke the proxy by depositing an instrument in writing signed by the Shareholder or by the Shareholder's attorney, who is authorized in writing, or if the Shareholder is a corporation, by an officer, or attorney authorized in writing, or by transmitting, by telephonic or electronic means, a revocation signed by electronic signature by or on behalf of the Shareholder or by the Shareholder's attorney, who is authorized in writing, and deposited with Computershare at any time up to and including the last business day preceding the day of the Meeting, or in the case of any adjournment of the Meeting, the last business day preceding the day of the adjournment, or with the Chair of the Meeting on the day of, and prior to the start of, the Meeting or any adjournment thereof. A Shareholder may also revoke a proxy in any other manner permitted by law, but prior to the exercise of such proxy in respect of any particular matter.

If you are a beneficial Shareholder, contact your broker or nominee to find out how to change or revoke your voting instructions and the timing requirements, or for other voting questions. Intermediaries may set deadlines for the receipt of revocation notices that are farther in advance of the Meeting than those set out above and, accordingly, any such revocation should be completed well in advance of the deadline prescribed in the proxy or VIF to ensure it is given effect at the Meeting.

If you have followed the process for attending and voting at the Meeting online, voting at the Meeting online will revoke all previously submitted proxies. However, in such a case, you will be provided with the opportunity to vote by ballot on the matters put forth at the Meeting. If you do not wish to revoke all previously submitted proxies, do not accept the terms and conditions, in which case you can only enter the Meeting as a guest.

Voting of Proxies

On any ballot that may be called for, the Voting Shares represented by a properly executed proxy given in favour of the persons designated by management of the Company in the form of proxy will be voted or withheld from voting in accordance with the instructions given on the form of proxy, and if the shareholder specifies a choice with respect to any matter to be acted upon, the Voting Shares will be voted accordingly. **In the absence of such instructions, Voting Shares represented by a proxy will be voted for, against, or withheld from voting, in the discretion of the persons designated in the proxy, which in the case of the representatives of management named in the form of proxy will be as follows: FOR the election, as directors of the Company ("Directors"), of all nominees listed in this Circular; FOR the appointment of Deloitte LLP as auditors of the Company for the ensuing year and to authorize the Directors to fix such auditors' remuneration; and FOR the non-binding advisory resolution on executive compensation.**

Unless otherwise required by law or other provisions binding upon the Company, any matter coming before the Meeting or any adjournment(s) thereof shall be decided by the majority of the votes duly cast in respect of the matter by Shareholders entitled to vote thereon.

The form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment thereof. As of the date of this Circular, the Directors and management of the Company are not aware of any such amendment, variation or other matter to come before the Meeting. However, if any amendments or variations to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to the Directors or management should properly come before the Meeting or any adjournment thereof, the Voting Shares represented by properly executed proxies given in favour of the persons designated by management of the Company in the form of proxy will be voted on such matters pursuant to such discretionary authority.

Non-Registered Shareholders

Only registered holders of Voting Shares or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Company are "non-registered" Shareholders because the Voting Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Voting Shares.

A holder of Voting Shares is a non-registered (or beneficial) Shareholder (a "**Non-Registered Holder**") if the Shareholder's Voting Shares are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the Voting Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs, RDSPs, TFSAs and similar plans; or (b) in the name of a clearing agency (such as CDS & Co.) of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about them to the Company are referred to as non-objecting beneficial owners ("**NOBOs**"). Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about them to the Company are referred to as objecting beneficial owners ("**OBOs**"). In accordance with the requirements of 54-101, the Company has elected to send copies of the proxy-related materials, including a form of proxy or VIF (collectively, the "**meeting materials**") indirectly through Intermediaries for onward distribution to NOBOs and OBOs. The Company will also pay the fees and costs of Intermediaries for their services in delivering the meeting materials to NOBOs and OBOs in accordance with NI 54- 101. Intermediaries must forward the meeting materials to each Non-Registered Holder (unless the Non-Registered Holder has waived the right to receive such materials), and often use a service company (such as Broadridge Investor Communication Solutions in Canada), to permit the Non-Registered Holder to direct the voting of the Voting Shares held by the Intermediary on behalf of the Non-Registered Holder.

Generally, Non-Registered Holders who have not waived the right to receive meeting materials will either:

(a) be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Voting Shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with Computershare, as described above under "Registered Shareholders"; or

(b) more typically, be given a VIF which must be completed and signed by the Non- Registered Holder in accordance with the directions on the VIF. Non-Registered Holders should submit VIFs to Intermediaries in sufficient time to ensure that their votes are received from the Intermediaries by the Company.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Voting Shares they beneficially own. Should a Non-Registered Holder who receives either a proxy or a VIF wish to attend and vote at the Meeting (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the form of proxy and insert their own (or such other person's) name in the blank space provided in the form of proxy or, in the case of a VIF, follow the corresponding instructions on the VIF, to appoint themselves as proxyholders, and deposit the form of proxy or submit the VIF in the appropriate manner noted above. Non-Registered Holders should carefully follow the instructions on the form of proxy or VIF that they receive from their Intermediary in order to vote the Voting Shares that are held through that Intermediary. **Therefore, Non-Registered Holders should ensure that instructions respecting the voting of their Voting Shares are communicated to the appropriate persons, as required.**

These meeting materials are being sent to both registered and non-registered owners of the Voting Shares. If you are a Non-Registered Holder, and the Company or its agent has sent these meeting materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

RECORD DATE AND QUORUM

The Board has fixed March 13, 2023 as the record date (the "**Record Date**") for the purpose of determining which Shareholders are entitled to receive the Notice and vote at the Meeting or any adjournment(s) thereof, either in person or by proxy. No person acquiring Voting Shares after that date shall, in respect of such Voting Shares, be entitled to receive the Notice and vote at the Meeting or any adjournment(s) thereof.

A quorum for the transaction of business at the Meeting or any adjournment(s) thereof (other than an adjournment for lack of quorum) shall be two persons present and each entitled to vote at the Meeting who, together, hold or represent by proxy not less than 15% of the votes attaching to the outstanding Voting Shares entitled to vote at the Meeting.

RIGHTS OF VOTING SHARES

Voting Rights

On March 13, 2023, the Company had 34,240,650 outstanding Subordinate Voting Shares, each carrying the right to one vote at the Meeting, and 68,687,887 outstanding Multiple Voting Shares, each carrying the right to ten votes at the Meeting. Accordingly, as at March 13, 2023, holders of Subordinate Voting Shares were entitled to exercise 4.7% of all votes attached to the Voting Shares and holders of Multiple Voting Shares were entitled to exercise 95.3% of all votes attached to the Voting Shares.

Subordinate Voting Shareholder Approval Required for Certain Matters

In addition to any other voting right or power to which the holders of Subordinate Voting Shares are entitled by law or regulation or other provisions of the articles of the Company from time to time in effect, but subject to the provisions of articles of the Company, holders of Subordinate Voting Shares are entitled to vote separately as a class, in addition to any other vote of Shareholders that may be required, in respect of any alteration, repeal or amendment of the articles of the Company which would adversely affect the powers, preferences or rights of the holders of Subordinate Voting Shares, including an amendment to the terms of the articles of the Company that provide that any Multiple Voting Shares sold or transferred to a person that is not a "Permitted Holder" (as defined below) shall be automatically converted into Subordinate Voting Shares. Holders of Subordinate Voting Shares are not entitled to vote separately as a class on any matters identified in the Notice.

Take-Over Bid Protection

Under applicable Canadian law, an offer to purchase Multiple Voting Shares would not necessarily require that an offer be made to purchase Subordinate Voting Shares. In accordance with the rules of the Toronto Stock Exchange (the "**TSX**") designed to ensure that, in the event of a take-over bid, the holders of Subordinate Voting Shares will be entitled to participate on an equal footing with holders of Multiple Voting Shares, the owners of all the outstanding Multiple Voting Shares (the "**Principal Shareholders**", see "Principal Holders of Voting Shares" below) have entered into a customary coattail agreement with the Company and Computershare Trust Company of Canada, as trustee, dated July 30, 2015 (the "**Coattail Agreement**"). The Coattail Agreement contains provisions customary for dual class, TSX-listed corporations, designed to prevent transactions that otherwise would deprive the holders of Subordinate Voting Shares of rights under the take-over bid provisions of applicable Canadian securities legislation to which they would have been entitled if the Multiple Voting Shares had been Subordinate Voting Shares.

The undertakings in the Coattail Agreement do not apply to prevent a sale by any Principal Shareholder of Multiple Voting Shares if concurrently an offer is made to purchase Subordinate Voting Shares that:

(a) offers a price per Subordinate Voting Share at least as high as the highest price per Voting Share paid or required to be paid pursuant to the take-over bid for the Multiple Voting Shares;

(b) provides that the percentage of outstanding Subordinate Voting Shares to be taken up (exclusive of Subordinate Voting Shares owned immediately prior to the offer by the offeror or persons acting jointly or in concert with the offeror) is at least as high as the percentage of outstanding Multiple Voting Shares to be sold (exclusive of Multiple Voting Shares owned immediately prior to the offer by the offeror and persons acting jointly or in concert with the offeror);

(c) has no condition attached other than the right not to take up and pay for Subordinate Voting Shares tendered if no Voting Shares are purchased pursuant to the offer for Multiple Voting Shares; and

(d) is in all other material respects identical to the offer for Multiple Voting Shares.

In addition, the Coattail Agreement will not prevent the sale or transfer of Multiple Voting Shares by any Principal Shareholder, or any Permitted Holder, to a Permitted Holder, provided such sale does not or would not constitute a take-over bid or, if so, is exempt or would be exempt from the formal bid requirements (as defined in applicable securities legislation). For purposes of the Coattail Agreement, "**Permitted Holder**" is defined as Mr. Ronnen Harary, Mr. Anton Rabie and Mr. Ben Varadi, the estates of any of the foregoing, an immediate family member of any of the foregoing, any corporation controlled

by any of the foregoing, any trust of which any of the foregoing is a trustee or any trust that has been established substantially for the benefit of such person and / or one or more members of his immediate family. The conversion of Multiple Voting Shares into Subordinate Voting Shares, shall not, in of itself constitute a sale of Multiple Voting Shares for the purposes of the Coattail Agreement.

Under the Coattail Agreement, any sale of Multiple Voting Shares (including a transfer to a pledgee as security and a transfer to a Permitted Holder) by a holder of Multiple Voting Shares party to the Coattail Agreement must be conditional upon the transferee or pledgee becoming a party to the Coattail Agreement, to the extent such transferred Multiple Voting Shares are not automatically converted into Subordinate Voting Shares in accordance with the articles of the Company.

The Coattail Agreement may not be amended, and no provision thereof may be waived, unless, prior to giving effect to such amendment or waiver, the following have been obtained: (a) the consent of the TSX and any other applicable securities regulatory authority in Canada and (b) the approval of at least $66^{2}/_{3}$% of the votes cast by holders of Subordinate Voting Shares represented at a meeting duly called for the purpose of considering such amendment or waiver, excluding votes attached to Subordinate Voting Shares held directly or indirectly by holders of Multiple Voting Shares, their affiliates and related parties and any persons who have an agreement to purchase Multiple Voting Shares on terms which would constitute a sale for purposes of the Coattail Agreement other than as permitted thereby.

A copy of the Coattail Agreement is available under the Company's profile on SEDAR at www.sedar.com.

PRINCIPAL HOLDERS OF VOTING SHARES

As of March 13, 2023, the only persons or companies who, to the knowledge of the Company, its Directors or executive officers, beneficially own, or control or direct, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of the voting securities of the Company are as follows:

Name of Shareholder	Quantity of Class of Voting Shares	% of Quantity of Class of Voting Shares	% of Votes within Class of Voting Shares	% of Quantity of All Voting Shares	% of Voting Power of All Voting Shares
Ronnen Harary(1)					
Subordinate Voting Shares	97,349	0.3%	0.7%	0.1%	0.03%
Multiple Voting Shares	30,291,473	44.1%	50.0%	29.4%	47.6%
Anton Rabie(1)					
Subordinate Voting Shares	281,249	0.8%	0.7%	0.3%	0.03%
Multiple Voting Shares	28,506,873	41.5%	50.0%	27.7%	47.6%
Ben Varadi(1)					
Subordinate Voting Shares	98,793	0.3%	0.0%	0.1%	0.0%
Multiple Voting Shares	9,889,541	14.4%	0.0%	9.6%	0.0%
Fidelity(2)(3)					
Subordinate Voting Shares	4,080,550	11.9%	11.9%	4.0%	0.6%
Multiple Voting Shares	—	0.0%	0.0%	0.0%	0.0%

(1) Under the Principal Shareholders Agreement (as defined below), the Principal Shareholders have provided Mr. Ronnen Harary and Mr. Anton Rabie (the "**Majority Principals**") with the authority to vote their Subordinate Voting Shares, Multiple Voting Shares, any Subordinate Voting Shares into which those Multiple Voting Shares are converted, and any Voting Shares that may be subsequently acquired and held by them or any of their respective Permitted Holders. See "— Principal Shareholders Agreement".

(2) See footnote (3). "**Fidelity**" may include the following: Fidelity Management & Research Company LLC, Fidelity Management Trust Company, FIAM LLC, Fidelity Institutional Asset Management Trust Company, Strategic Advisers LLC, FIL Limited, Crosby Advisors LLC, Fidelity Investments Canada ULC, and Fidelity Diversifying Solutions LLC.

(3) All information concerning Fidelity is based on the early warning report dated March 9, 2023 and filed by Fidelity on SEDAR on March 10, 2023.

Principal Shareholders Agreement

On July 29, 2015, the Principal Shareholders and their respective affiliates that own Voting Shares, together with the Company, entered into an agreement concerning the ownership, transfer and conversion of the Multiple Voting Shares by the Principal Shareholders and their respective rights in certain governance matters (the "**Principal Shareholders Agreement**"). Certain of the provisions in the Principal Shareholders Agreement are also set out in the articles or by-laws of the Company. For the purposes of the Principal Shareholders Agreement, a "**Principal Shareholders Group**" includes the Principal Shareholder of such group and any of his affiliates (as defined in the Principal Shareholders Agreement) and any Permitted Holders of the Principal Shareholder, that beneficially own Multiple Voting Shares from time to time.

Under the Principal Shareholders Agreement, the Principal Shareholders Groups have provided the Majority Principals with the authority to vote or tender to a formal take-over bid their Subordinate Voting Shares, Multiple Voting Shares, any Subordinate Voting Shares into which those Multiple Voting Shares are converted, and any Voting Shares that may be subsequently acquired and held by them. All matters relating to the voting (or tendering) of the Voting Shares that are subject to the Principal Shareholders Agreement are governed by the provisions of the Principal Shareholders Agreement and will be otherwise determined by Majority Principals, acting jointly. Except as otherwise provided in the Principal Shareholders Agreement, if the Majority Principals are unable to agree, the Voting Shares that are subject to the Principal Shareholders Agreement will be voted against the Company taking such action (or in the case of a take-over bid, not tendered). In the event that a Majority Principal ceases to be a Majority Principal, the remaining Majority Principal will be entitled to vote or tender all of the Shares that are subject to the Principal Shareholders Agreement.

Pursuant to the Principal Shareholders Agreement, a Majority Principal (a) will cease to be a Majority Principal upon the earlier of his death or at such time that his Principal Shareholders Group owns, directly or indirectly, Voting Shares representing less than 8% of all of the outstanding Voting Shares and (b) will not be able to act as a Majority Principal while mentally incapacitated. In the event that a Majority Principal ceases to be a Majority Principal, the remaining Majority Principal shall be vested with all of the rights and obligations of such position.

The Majority Principals may amend certain of the provisions of the Principal Shareholders Agreement which do not directly involve the Company, such as the voting and tender rights afforded the Majority Principals, without the consent of the Company.

If and when Mr. Ronnen Harary and Mr. Anton Rabie cease to qualify as Majority Principals, certain of the rights afforded the Principal Shareholders Groups, including the voting and tender rights afforded the Majority Principals on behalf of the Principal Shareholders Groups and the Majority Principal Nomination Rights (as described below) will cease to be operative and all of the Multiple Voting Shares will be automatically converted to Subordinate Voting Shares. The Majority Principals may also terminate certain of the rights under the Principal Shareholders Agreement at their discretion. The Principal Shareholders Agreement will continue in respect of all Voting Shares subject thereto notwithstanding conversions from Multiple Voting Shares to Subordinate Voting Shares, until the earliest to occur of: (a) the date that the Voting Shares subject to the Principal Shareholders Agreement constitute less than 10% of all of the outstanding Voting Shares; or (b) the dissolution or liquidation of the Company. Upon termination of the Principal Shareholders Agreement, all outstanding Multiple Voting Shares will be automatically converted to Subordinate Voting Shares.

A copy of the Principal Shareholders Agreement is available under the Company's profile on SEDAR at www.sedar.com.

ELECTION OF DIRECTORS

The articles of the Company currently provide for a minimum of seven and a maximum of fourteen Directors. The Board has the authority to set the number of Directors of the Company, such number presently being fixed at fourteen until the Meeting. The Board has determined to fix the number of Directors of the Company at thirteen upon the recommendation of the Governance and Nominating Committee (the "**G&N Committee**").

The thirteen individuals listed herein are being recommended for election as Directors, as the term of office for each current Director expires at the close of the Meeting. If elected, they will hold office until the close of the next annual meeting of Shareholders ("**AGM**") or until their successors are elected or appointed, unless such office is earlier vacated in accordance with the Company's by-laws. All thirteen proposed nominees are currently Directors of the Company.

Except where authority to vote in respect of the matter has been withheld, the management representatives named as nominees in the accompanying form of proxy will vote the Voting Shares represented thereby FOR the election of the persons named hereunder. Management of the Company does not contemplate that any of the persons named hereunder will be unable or unwilling to serve as a Director; however, if such event should occur prior to the election, Voting Shares represented by properly executed proxies will be voted, or withheld from voting, by the persons so designated in their discretion for the election of such other qualified person as they may determine.

Principal Shareholders Nomination Rights

Pursuant to the Principal Shareholders Agreement, for so long as the Principal Shareholders Groups collectively own at least 40% of the aggregate Voting Shares held by such groups on the closing of the Company's initial public offering of Subordinate Voting Shares ("**IPO**"), the Majority Principals are, subject to certain adjustments, collectively entitled to select

80% of the nominees for election as Directors by the Shareholders (the "**Majority Principal Nomination Rights**"), therefore amounting to ten nominees (each a "**Majority Principal Nominee**") for election as Directors at the Meeting.

For so long as the Majority Principals are entitled to the Majority Principal Nomination Rights, such nominees must include: (a) the Principal Shareholders (so long as each Principal Shareholder wants to stand for election to the Board and his Principal Shareholders Group holds Voting Shares representing at least 5% of all of the outstanding Voting Shares), and (b) subject to the statements below, two Director nominees that are independent (each an "**Independent Director**") within the meaning of Section 1.4 of the Canadian Securities Administrators' National Instrument 52-110 — *Audit Committees* ("**NI 52-110**").

A copy of the Principal Shareholders Agreement is available under the Company's profile on SEDAR at www.sedar.com and a summary of further details concerning the Majority Principal Nomination Rights has been included in the Company's most recent Annual Information Form, which is also available under the Company's profile on SEDAR at www.sedar.com.

Advance Notice Provisions

The Company's by-laws provide for advance notice of nominations of Directors ("**Advance Notice Provisions**") in circumstances where nominations of persons for election to the Board are made by Shareholders other than (a) pursuant to the Majority Principal Nomination Rights or (b) by or at the direction or request of one or more Shareholders pursuant to a proposal or a requisition of the Shareholders made in accordance with applicable law and the Company's by-laws.

To be an eligible Shareholder for making nominations under the Advance Notice Provisions, the nominating Shareholder must (a) comply with the notice procedures set forth in the Advance Notice Provisions, as provided for below, and (b) at the close of business on the date of the giving of the applicable notice and on the record date for notice of the applicable Shareholder meeting, be entered in the Company's register as a holder of one or more Voting Shares carrying the right to vote at such meeting or beneficially own Voting Shares that are entitled to be voted at such meeting.

The Advance Notice Provisions fix deadlines by which an eligible Shareholder must notify the Company of nominations of individuals for election to the Board as follows: such notice must be provided to the Secretary of the Company (a) in the case of an AGM, not less than 30 days prior to the date of the AGM; provided, however, that in the event that the AGM is to be held on a date that is less than 50 days after the date (the "**Notice Date**") that is the earlier of the date that a notice of meeting is filed for such meeting and the date on which the first public announcement of the date of such meeting was made, notice may be given not later than the close of business on the tenth day following the Notice Date; and (b) in the case of a special meeting (which is not also an AGM) of Shareholders called for the purpose of electing Directors (whether or not called for other purposes), not later than the close of business on the fifteenth day following the Notice Date. The Advance Notice Provisions also stipulate that certain information about any proposed nominee and the nominating Shareholder be included in such a notice in order for it to be valid.

The Advance Notice Provisions are intended to: (a) facilitate orderly and efficient annual general or, where the need arises, special meetings; (b) ensure that all Shareholders receive adequate notice of Board nominations and sufficient information with respect to all nominees; and (c) allow Shareholders to register an informed vote.

A copy of the Company's by-laws is available on SEDAR at www.sedar.com and a summary of further details concerning the Advance Notice Provisions has been included in the Company's most recent Annual Information Form, which is also available under the Company's profile on SEDAR at www.sedar.com.

Majority Voting Policy

The Board has adopted a policy (the "**Majority Voting Policy**") that requires, in an "uncontested" election of directors, that Shareholders be able to vote for, or withhold from voting, separately for each Director nominee. If, with respect to any particular nominee, the number of votes withheld from voting by Shareholders exceeds the number of votes for the nominee by Shareholders, then although the Director nominee will have been successfully elected to the Board of the Company pursuant to applicable corporate laws, he or she will then be required to offer to tender his or her resignation to the Chairman of the Board promptly following the meeting of Shareholders at which the Director was so elected. The G&N Committee will consider such offer and make a recommendation to the Board on whether to accept it or not. The Board will promptly accept the resignation unless it determines, in consultation with the G&N Committee, that there are exceptional circumstances that should delay the acceptance of the resignation or justify rejecting it. The Board will make its decision and announce it in a press release within 90 days following the applicable meeting of Shareholders. A Director who tenders his or her resignation pursuant to the Majority Voting Policy will not participate in any meeting of the Board or the G&N Committee at which the resignation is considered.

Nominees for Election to the Board

Information regarding each nominee proposed for election as a Director by the Shareholders at the Meeting is set forth on the following pages:

MICHAEL BLANK
California, United States
Age: 49

Director since: 2022

2022 AGM Voting Results: 99.95%

Michael Blank is the Chief Operating Officer of Polygon Studios, a division of Polygon Technology, a decentralised Ethereum scaling platform that enables developers to build scalable user-friendly consumer applications. Previously, Mr. Blank held a number of senior leadership roles at Electronic Arts, a leading digital interactive entertainment company. Mr. Blank joined EA in 2002 and was responsible for several of EA's prominent game franchises. In March 2011, he was promoted to Vice President and GM of Origin / EA Access, launching EA's first direct to consumer digital game platform and multi-platform gaming subscription, together becoming a $1B+ interactive gaming business. In 2018, he was promoted to Senior Vice President of Player Network, leading global teams to fulfill the company's strategy to connect and engage EA's more than 300 million users. Prior to joining Electronic Arts, Mr. Blank was a lawyer at Fasken Martineau, one of Canada's largest national full-service business law firms, and in-house counsel for the Canadian Broadcasting Corporation.

Mr. Blank is a graduate of University of British Columbia, where he received a Bachelor of Laws and McGill University where he received a Bachelor of Arts in Psychology.

Mr. Blank is considered an Independent Director. Mr. Blank is a Majority Principal Nominee.

Board/Committee Membership	Attendance[1][2]
Board	4/4
Audit Committee	2/2

Shares and Share Units of the Company beneficially owned, or controlled or directed, directly or indirectly

Date	Subordinate Voting Shares (#)	Multiple Voting Shares (#)	DSUs[3] (#)	PSUs (#)	Total Voting Shares and DSUs (#)	Total Value of Voting Shares and DSUs[4] ($)	Equity Ownership Guideline[5] ($)	Meets Equity Ownership Guidelines?[1]
March 13, 2023	—	—	4,112	—	4,112	108,895	510,000	Not applicable until 2027
March 18, 2022	—	—	—	—	—			
Change	—	—	4,112	—	4,112			

W. EDMUND CLARK, C.M.
Ontario, Canada
Age: 75

Director since: 2021

2022 AGM Voting Results: 99.78%

W. Edmund Clark is a corporate director. Mr. Clark served as Group President and Chief Executive Officer of TD Bank Group, a banking institution, from 2002 until his retirement in 2014. Mr. Clark was inducted as a Companion of the Canadian Order of the Business Hall of Fame in 2016. In 2014, Mr. Clark was elected to the Board of Trustees of the Brookings Institute. He is also Chair of the Vector Institute for Artificial Intelligence. Mr. Clark has a BA from the University of Toronto, and an MA and Doctorate in Economics from Harvard University. He has also received honorary degrees from Mount Allison University, Queen's University, Western University and the University of Toronto. In 2010, he was made an Officer of the Order of Canada, one of the country's highest distinctions. Mr. Clark is a director of Thomson Reuters Corporation

W. Edmund Clark is not considered to be an Independent Director as a result of advisory services he provides to the Majority Principals. Mr. Clark is a Majority Principal Nominee.

Board/Committee Membership	Attendance[2]
Board (Deputy Chair)	6/6

Shares and Share Units of the Company beneficially owned, or controlled or directed, directly or indirectly

Date	Subordinate Voting Shares (#)	Multiple Voting Shares (#)	DSUs[3] (#)	PSUs (#)	Total Voting Shares and DSUs (#)	Total Value of Voting Shares and DSUs[4] ($)	Equity Ownership Guideline[5] ($)	Meets Equity Ownership Guidelines?[5]
March 13, 2023	35,000	—	23,237	—	58,237	1,144,612	1,350,000	Yes
March 18, 2022	35,000	—	8,222	—	43,222			
Change	—	—	15,015	—	15,015			

JEFFREY I. COHEN
Ontario, Canada

Age: 64

Director since: 2015

2022 AGM Voting Results: 98.78% in favour

Jeffrey I. Cohen is the managing partner at Torkin Manes LLP (a full service Toronto law firm) and a member of the firm's Business Law and Corporate Finance Groups. Mr. Cohen has been a lawyer at Torkin Manes LLP since 1986. Mr. Cohen is a past treasurer of UJA Federation of Greater Toronto, a Jewish charity organization, and a past member of its board of directors. He is currently a member and Chair of the national board of directors of Weizmann Canada, a part of the worldwide network of supporting organizations for the Weizmann Institute of Science, one of the world's leading multidisciplinary research institutions. Mr. Cohen earned a Bachelor of Arts degree from McGill University and a Juris Doctor from Osgoode Hall Law School.

As a partner of Torkin Manes LLP, which provides legal services to the Company, Jeffrey I. Cohen is not considered to be an Independent Director. Mr. Cohen is a Majority Principal Nominee.

Board/Committee Membership	Attendance[2]
Board	6/6
Governance and Nominating Committee	4/4
Human Resources and Compensation Committee	4/4

Shares and Share Units of the Company beneficially owned, or controlled or directed, directly or indirectly

Date	Subordinate Voting Shares (#)	Multiple Voting Shares (#)	DSUs[3] (#)	PSUs (#)	Total Voting Shares and DSUs (#)	Total Value of Voting Shares and DSUs[4] ($)	Equity Ownership Guideline[5] ($)	Meets Equity Ownership Guidelines?[5]
March 13, 2023	2,775	—	18,723	—	21,498	569,313	255,000	Yes
March 18, 2022	2,775	—	15,592	—	18,367			
Change	—	—	3,131	—	3,131			

REGINALD (REGGIE) FILS-AIMÉ
Washington, United States
Age: 62

Director since: 2020

2022 AGM Voting Results: 99.92% in favour

Reginald (Reggie) Fils-Aimé is the Managing Partner of Brentwood Growth Partners, a consulting practice. He joined Nintendo of America Inc., a multinational consumer electronics and video game company, in December 2003 as Executive Vice President of Sales & Marketing. In May 2006, he was promoted to President and Chief Operating Officer where he ran the day-to-day operations and was responsible for all activities for Nintendo in the United States, Canada and Latin America. In 2016, he was appointed a member of the global Executive Officer committee for Nintendo Co., Ltd. Mr. Fils-Aimé retired from Nintendo in April 2019 and in October 2019 he was inducted into the International Video Game Hall of Fame. Prior to joining Nintendo, Mr. Fils-Aimé was Senior Vice President of Marketing at VH1, part of MTV Networks, a division of Viacom. Mr. Fils-Aimé is currently Chair of the Board of UTA Acquisition Corp,. a special purpose acquisition company (SPAC), and a member of the Board of Directors of Brunswick Corporation, the leader in recreational marine products.

Mr. Fils-Aimé is a graduate of Cornell University with a Bachelor of Science from the Dyson School of Applied Economics and Management. In August 2019, Mr. Fils-Aimé was named Cornell University's inaugural Dyson Undergraduate Business School Leader in Residence for the 2019/2020 academic year, where he instructed students on leadership and innovation.

Reginald (Reggie) Fils-Aimé is an Independent Director and a Majority Principal Nominee.

Board/Committee Membership	Attendance[2]
Board	5/6
Audit Committee	3/4

Shares and Share Units of the Company beneficially owned, or controlled or directed, directly or indirectly

Date	Subordinate Voting Shares (#)	Multiple Voting Shares (#)	DSUs[3] (#)	PSUs (#)	Total Voting Shares and DSUs (#)	Total Value of Voting Shares and DSUs[4] ($)	Equity Ownership Guideline[5] ($)	Meets Equity Ownership Guidelines? [6]
March 13, 2023	—	—	7,593	—	7,593	201,079	510,000	Not applicable until 2025
March 18, 2022	—	—	4,620	—	4,620			
Change	—	—	2,973	—	2,973			

KEVIN GLASS
Ontario, Canada
Age: 65

Director since: 2020

2022 AGM Voting Results: 99.81% in favour [8]

Kevin Glass is a corporate director. Mr. Glass was most recently Senior Executive Vice President and Chief Financial Officer at CIBC, a banking institution, from 2011 to October 2019. From 2009 to 2011, Mr. Glass served as Executive Vice-President, Finance Shared Services at CIBC. Prior to CIBC, Mr. Glass was Chief Financial Officer for a number of companies that included Revera Inc., Atlas Cold Storage Income Trust, and Vitran Corporation Inc. Mr. Glass is currently a director of Northland Power Inc., a power producer, and on the Advisory Board of the Rotman School of Management, University of Toronto.

Mr. Glass is a Chartered Professional Accountant (FCPA, CPA, CA), holds an MBA from the University of Toronto and a Bachelor of Commerce and Bachelor of Accountancy from the University of the Witwatersrand in South Africa.

Kevin Glass is an Independent Director.

Board/Committee Membership	Attendance[2]
Board	6/6
Audit Committee (Chair)	4/4
Governance and Nominating Committee	4/4

Shares and Share Units of the Company beneficially owned, or controlled or directed, directly or indirectly

Date	Subordinate Voting Shares (#)	Multiple Voting Shares (#)	DSUs[3] (#)	PSUs (#)	Total Voting Shares and DSUs (#)	Total Value of Voting Shares and DSUs[4] ($)	Equity Ownership Guideline[5] ($)	Meets Equity Ownership Guidelines?[7]
March 13, 2023	—	—	15,267	—	15,267	404,303	510,000	Not applicable until 2025
March 18, 2022	—	—	8,494	—	8,494			
Change	—	—	6,773	—	6,773			

RONNEN HARARY
Ontario, Canada
Age: 52

Director since: 2015[8]

2022 AGM Voting Results: 99.76% in favour

Ronnen Harary is a co-founder of the Company and is currently the Chair of the Board. He, along with his co-founders, was a recipient of Canada's Ernst & Young's Entrepreneur of the Year in 1999 in the Emerging Entrepreneur Category and has been featured as a Top 40 under 40 executive for his achievements in Canada and the global marketplace. Since inception, Mr. Harary has played a key role in the Company's operations and product development. He plays a major role in product development, building strategic relationships and as an acting visionary for the Company. Mr. Harary currently spends the majority of his time seeking out new business opportunities. Mr. Harary is responsible for establishing the Company as a world-class licensing partner and he continues to manage and build key relationships with the Company's licensing partners all over the world. Mr. Harary earned a Bachelor of Arts degree in Political Science from Western University in 1994. Mr. Harary is on the board of directors for Futurpreneur Canada (formerly Canadian Youth Business Foundation), a national non-profit organization that provides financing, mentoring and support tools to aspiring business owners, a member of the Young Presidents Organization, a global peer network of chief executives and business leaders, and a member of the Milken Institute Young Leaders Circle, a non-profit, non-partisan think tank.

Ronnen Harary is not considered to be an Independent Director as he was previously an executive officer of the Company. Mr. Harary is a Majority Principal Nominee.

Board/Committee Membership	Attendance[2]
Board	6/6

Shares and Share Units of the Company beneficially owned, or controlled or directed, directly or indirectly[9][10]

Date	Subordinate Voting Shares (#)	Multiple Voting Shares (#)	RSUs (#)	PSUs (#)	Total Voting Shares, RSUs and PSUs (#)	Total Value of Voting Shares, RSUs and PSUs[4] ($)	Equity Ownership Guideline[11] ($)	Meets Equity Ownership Guidelines? [11]
March 13, 2023	97,349	30,291,473	22,134	72,364	30,483,320	807,264,031	2,215,004	Yes
March 18, 2022	91,986	30,291,473	15,617	75,041	30,474,117			
Change	5,363	0	6,517	-2,677	9,203			

DINA R. HOWELL
Florida, United States
Age: 60
Director since: 2015
2022 AGM Voting Results: 99.88% in favour

Dina R. Howell is a corporate director. She was the Chief Executive Officer of Saatchi & Saatchi X, a shopper marketing agency, from 2010 to July 2015. Previously Ms. Howell held a variety of positions during her 22 year career at Procter & Gamble, a global consumer products company, ultimately serving as Senior Vice President, Global Media and Brand Operations. She serves on the board of directors of Give Kids the World. Ms. Howell also does independent business consulting. Ms. Howell graduated from The University of Toledo in Toledo, Ohio with a Bachelor of Business Administration in June 1984.

Dina R. Howell is an Independent Director.

Board/Committee Membership	Attendance[2]
Board	6/6
Governance and Nominating Committee	4/4
Human Resources and Compensation Committee (Chair)	4/4

Shares and Share Units of the Company beneficially owned, or controlled or directed, directly or indirectly

Date	Subordinate Voting Shares (#)	Multiple Voting Shares (#)	DSUs[3] (#)	PSUs (#)	Total Voting Shares and DSUs (#)	Total Value of Voting Shares and DSUs[4] ($)	Equity Ownership Guideline[5] ($)	Meets Equity Ownership Guidelines? [5]
March 13, 2023	—	—	48,173	—	48,173	1,275,725	510,000	Yes
March 18, 2022	—	—	41,297	—	41,297			
Change	—	—	6,876	—	6,876			

CHRISTINA MILLER
New York, United States
Age: 52
Director since: 2020
2022 AGM Voting Results: 99.92% in favour

Christina Miller is the Chief Strategy Officer of Red Ventures, a privately held US-based holding company that owns and operates a portfolio of leading digital brands. Previously, Ms. Miller was employed by WarnerMedia, a multinational mass media and entertainment company, from September 2005 to December 2019. In 2019, she was President of Kids, Young Adults and Classic division where she was responsible for all aspects of the business including global oversight of content development, production and franchise management for Cartoon Network, Adult Swim, Boomerang and TCM. From 2015 to 2018, Ms. Miller was President of Cartoon Network, Adult Swim and Boomerang and from 2009 to 2014 was general manager of NBA Digital and senior vice president of Turner Sports Strategy/Marketing/Programming, where she led the day-to-day operations for the NBA Digital portfolio, managing relationships with league partners, as well as the strategic planning and scheduling of on-air sports programming and developing marketing programs for the division's linear and digital properties. She joined Turner (WarnerMedia) in 2005 as Vice President, Cartoon Network Enterprises, where she was responsible for building the division's first global consumer products business and after serving as senior vice president of brand management and licensing for HIT Entertainment. Ms. Miller currently serves on the board of Rebel Girls, a global multi-platform empowerment brand dedicated to helping raise the most inspired and confident generation of girls, and The Scratch Foundation, which supports an approach to coding that engages young people in thinking creatively.

Christina Miller is an Independent Director and a Majority Principal Nominee.

Board/Committee Membership	Attendance[2]
Board	6/6
Human Resources and Compensation Committee	4/4

Shares and Share Units of the Company beneficially owned, or controlled or directed, directly or indirectly

Date	Subordinate Voting Shares (#)	Multiple Voting Shares (#)	DSUs[3] (#)	PSUs (#)	Total Voting Shares and DSUs (#)	Total Value of Voting Shares and DSUs[4] ($)	Equity Ownership Guideline[5] ($)	Meets Equity Ownership Guidelines? [12]
March 13, 2023	—	—	15,181	—	15,181	402,026	510,000	Not applicable until 2025
March 18, 2022	—	—	9,238	—	9,238			
Change	—	—	5,943	—	5,943			

ANTON RABIE
Ontario, Canada
Age: 51

Director since: 2015[8]

2022 AGM Voting Results: 99.77% in favour

Anton Rabie is a co-founder of the Company and is currently a Director. Mr. Rabie is a past member of the Supplier Council of the world's top retailers. He, along with his co-founders, was a recipient of Canada's Ernst & Young's Entrepreneur of the Year in 1999 in the Emerging Entrepreneur Category and has been featured as a Top 40 under 40 executive for his achievements in Canada and the global marketplace. Since inception, Mr. Rabie has led the Company's human resources, marketing and sales. He has been instrumental in developing the Company's European presence and has worked directly with hundreds of retailers to build the Company's North American and international sales network. Presently, Mr. Rabie plays a foundational role in the Company's acquisitions, having led the Company's acquisitions such as Tech Deck, Cardinal, GUND and Rubik's. Mr. Rabie earned an Honours Bachelor of Business Administration degree from the Richard Ivey School of Business at Western University in 1994. Mr. Rabie is actively involved in community organizations.

Anton Rabie is not considered to be an Independent Director as he was previously an executive officer of the Company. Mr. Rabie is a Majority Principal Nominee.

Board/Committee Membership	Attendance[2]
Board	6/6

Shares and Share Units of the Company beneficially owned, or controlled or directed, directly or indirectly[9][13]

Date	Subordinate Voting Shares (#)	Multiple Voting Shares (#)	RSUs (#)	PSUs (#)	Total Voting Shares, RSUs and PSUs (#)	Total Value of Voting Shares, RSUs and PSUs[4] ($)	Equity Ownership Guideline[11] ($)	Meets Equity Ownership Guidelines?[11]
March 13, 2023	281,249	28,506,873	22,134	72,364	28,882,620	764,874,045	2,215,004	Yes
March 18, 2022	275,886	30,406,873	15,617	75,041	30,773,417			
Change	5,363	-1,900,000	6,517	-2,677	-1,890,797			

MAX RANGEL
Ontario, Canada
Age: 54

Director since: 2021

2022 AGM Voting Results: 99.87% in favour

Max Rangel was appointed Global President of the Company in January 2021 and Chief Executive Officer in April 2021. He has over 30 years of experience in the consumer packaged goods industry. Previously, Mr. Rangel held a number of positions at SC Johnson & Sons', a manufacturer of household cleaning and other products, including SVP, President Lifestyle Brands, International Markets from March 2019 to January 2021, SVP, President Asia Pacific, Africa, Middle East, CIS, Turkey from October 2017 to February 2019 and SVP, President Asia Pacific from August 2015 to September 2017. Before SC Johnson & Son's, Mr. Rangel was the Senior Vice President, Global Chocolate at The Hershey Company, and previously at Procter & Gamble which he joined in 1990 where he held numerous positions. Mr. Rangel has served on a variety of boards around the world including Break the Ceiling Touch the Sky, a global platform to nurture Women Advancement, the National Confectioners Association Chocolate Council in Washington, DC and the Taipei Youth Programs Association in Taiwan. Mr. Rangel is also a member of the National Society of Hispanic MBA's. Mr. Rangel has a Bachelor of Science degree in Engineering and Master of Business Administration from Tulane University, and holds executive education in Mergers and Acquisitions from the Wharton School at the University of Pennsylvania.

Max Rangel is not considered to be an Independent Director since he is an executive officer of the Company. Mr. Rangel is a Majority Principal Nominee.

Board/Committee Membership	Attendance[2]
Board	6/6

Shares and Share Units of the Company beneficially owned, or controlled or directed, directly or indirectly

Date	Subordinate Voting Shares (#)	Multiple Voting Shares (#)	RSUs (#)	PSUs (#)	Total Voting Shares, RSUs and PSUs (#)	Total Value of Voting Shares, RSUs and PSUs[4] ($)	Equity Ownership Guideline[11] ($)	Meets Equity Ownership Guidelines?[11]
March 13, 2023	31,012	—	105,260	83,773	220,045	5,827,266	3,691,670	Yes
March 18, 2022	—	—	155,158	52,288	207,446			
Change	31,012	—	-49,898	31,485	12,599			

CHRISTI STRAUSS
Minnesota, United States
Age: 61

Director since: 2023[15]

2022 AGM Voting Results: N/A[15]

Christi Strauss is a corporate director and the former President and Chief Executive Officer of Cereal Partners Worldwide, a General Mills joint venture with Nestlé, a position she held from 2006 to 2012. Ms. Strauss joined General Mills in 1986 where she held various executive positions including the President of General Mills Canada from 1996 to 2006.

Ms. Strauss obtained a Master of Business Administration from the Tuck School of Business at Dartmouth and a Bachelor of Arts in Economics from Dartmouth College.

Ms. Strauss is currently the Board Chair of Social Venture Partners Minnesota. She is also on the board of Health Builders, a non-profit based in Rwanda, and chairs its Governance and Development Committees. Her former board roles include George Weston Limited and YPO International.

Christi Strauss is an Independent Director.

Board/Committee Membership[15]	Attendance[2][15]
Board Human Resources and Compensation Committee	N/A

Shares and Share Units of the Company beneficially owned, or controlled or directed, directly or indirectly

Date	Subordinate Voting Shares (#)	Multiple Voting Shares (#)	DSUs[3] (#)	PSUs (#)	Total Voting Shares and DSUs (#)	Total Value of Voting Shares and DSUs[4] ($)	Equity Ownership Guideline[5] ($)	Meets Equity Ownership Guidelines?[15]
March 13, 2023	—	—	—	—	—	—	510,000	Not applicable until 2028

BEN VARADI
Ontario, Canada
Age: 52

Director since: 2015[8]

2022 AGM Voting Results: 99.77% in favour

Ben Varadi is a co-founder of the Company and is currently Executive Vice President and Chief Creative Officer. He, along with his co-founders, was a recipient of Canada's Ernst & Young's Entrepreneur of the Year in 1999 in the Emerging Entrepreneur Category and has been featured as a Top 40 under 40 executive for his achievements in Canada and the global marketplace. He plays an active role in product selection and development and his creative approach remains influential to the Company's product selection. Mr. Varadi earned an Honours Bachelor of Business Administration degree from the Richard Ivey School of Business at Western University in 1994.

Ben Varadi is not considered to be an Independent Director since he is an executive officer of the Company. Mr. Varadi is a Majority Principal Nominee.

Board/Committee Membership	Attendance[2]
Board	5/6

Shares and Share Units of the Company beneficially owned, or controlled or directed, directly or indirectly[14]

Date	Subordinate Voting Shares (#)	Multiple Voting Shares (#)	RSUs (#)	PSUs (#)	Total Voting Shares and PSUs (#)	Total Value of Voting Shares and PSUs[4] ($)	Equity Ownership Guideline[11] ($)	Meets Equity Ownership Guidelines?[11]
March 13, 2023	98,793	9,889,541	29,843	98,907	10,117,084	267,922,195	1,500,000	Yes
March 18, 2022	91,596	9,889,541	21,591	103,238	10,105,966			
Change	7,197	—	8,252	-4,331	11,118			

CHARLES WINOGRAD
Ontario, Canada
Age: 75

Director since: 2015

2022 AGM Voting Results: 97.72% in favour

Charles Winograd is President of Winograd Capital Inc. (an external consulting and private investment firm). From 2001 to 2008, Mr. Winograd was Chairman or President, and Chief Executive Officer of RBC Capital Markets. He was also President and Chief Operating Officer of RBC Dominion Securities from 1998 to 2001. He also served as Deputy Chairman and Director of RBC Dominion Securities from 1996 to 1998, following its acquisition of Richardson Greenshields. From 1971, Mr. Winograd held several progressively senior positions with Richardson Greenshields and predecessor companies becoming President and Chief Executive Officer in 1987 and Chairman and Chief Executive Officer in 1991. Mr. Winograd is presently on the boards of TMX Group Ltd., where he is Chairman, James Richardson and Sons Limited, and KEV Group. He is also on the Board of Trustees for RioCan Real Estate Investment Trust and is a Management Advisor with RP Investment Advisors. In addition, Mr. Winograd is a director of Sinai Health System and was on the Canadian federal government's Advisory Council for Promoting Women on Boards. Mr. Winograd is a past Chairman of the Investment Dealers Association of Canada. Mr. Winograd received a Bachelor of Arts in Economics from the University of Manitoba and a Master of Business Administration degree from the Richard Ivey School of Business at Western University. He earned a Chartered Financial Analyst designation in 1979.

Charles Winograd is an Independent Director and a Majority Principal Nominee.

Board/Committee Membership	Attendance[2]
Board (Lead Director)	6/6
Audit Committee	4/4
Governance and Nominating Committee (Chair)	4/4

Shares and Share Units of the Company beneficially owned, or controlled or directed, directly or indirectly

Date	Subordinate Voting Shares (#)	Multiple Voting Shares (#)	DSUs[3] (#)	PSUs (#)	Total Voting Shares and DSUs (#)	Total Value of Voting Shares and DSUs[4] ($)	Equity Ownership Guideline[5] ($)	Meets Equity Ownership Guidelines? [5]
March 13, 2023	5,550	—	53,851	—	59,401	1,573,067	510,000	Yes
March 18, 2022	5,550	—	45,795	—	51,345			
Change	—	—	8,056	—	8,056			

(1) Mr. Blank was elected to the Board and appointed to the Audit Committee, each on May 5, 2022. He therefore has until May 5, 2027 to meet the applicable share ownership guidelines.

(2) Attendance figures reflect Board and each committee's meetings held during the year ended December 31, 2022.

(3) Directors who are not also officers of the Company receive their annual Board retainer 50% in cash and 50% in Deferred Share Units ("**DSUs**"), but may elect to take up to 100% of their compensation in DSUs. Directors who are also officers of the Company receive no remuneration for serving as Directors. See "Executive Compensation — Summary Compensation Table".

(4) Value rounded to the nearest whole number and calculated based on March 13, 2023 closing price on the TSX of C$36.36 per Subordinate Voting Share and reported in U.S. dollars using the March 13, 2023 rate of exchange posted by the Bank of Canada for conversion of U.S. dollars into Canadian dollars of $1.00 equals C$1.3730. The value of a Multiple Voting Share has been deemed by the Company, solely for the purposes of this table, to be equivalent to the value of a Subordinate Voting Share. The value of a DSU of the Company is equal to the value of a Subordinate Voting Share. Each performance share unit ("**PSU**") of the Company is valued on the basis of vesting at 1x the target payout and is equal to the value of a Subordinate Voting Share.

(5) See "Director Compensation — Share Ownership Guidelines for Directors of the Company".

(6) Mr. Fils-Aimé was elected to the Board on May 7, 2020 and, therefore, has until May 7, 2025 to meet the applicable Share Ownership Guidelines.

(7) Mr. Glass was appointed to the Board on June 25, 2020 and, therefore, has until June 25, 2025 to meet the applicable Share Ownership Guidelines.

(8) Messrs. Harary, Rabie and Varadi also served as directors of predecessors to the Company.

(9) In addition, pursuant to the Principal Shareholders Agreement, Messrs. Harary and Rabie also jointly control all Voting Shares held by the Principal Shareholders. See "Principal Holders of Voting Shares".

(10) The security holdings of Marathon Investment Holdings Ltd. constitute at least 10% of the voting rights attached to all voting securities of the Company. Mr. Harary directly or indirectly controls 400,000 Class B participating preference shares, 350,000 Class C preference shares and 100 Class D common shares, which represent all of the outstanding voting securities of Marathon Investment Holdings Ltd. Mr. Cohen serves as a trustee of a trust that indirectly owns securities of Marathon Investment Holdings Ltd.

(11) See "Executive Compensation — Executive Officer Share Ownership Guidelines".

(12) Ms. Miller was elected to the Board on May 7, 2020 and, therefore, has until May 7, 2025 to meet the applicable Share Ownership Guidelines.

(13) The security holdings of Trumbanick Investments Ltd. constitute at least 10% of the voting rights attached to all voting securities of the Company. Mr. Rabie indirectly controls 400,000 Class A shares and 11,285 common shares, which represent all of the outstanding voting securities of Trumbanick Investments Ltd.

(14) Pursuant to the Principal Shareholders Agreement, Mr. Varadi does not exercise control over the Voting Shares he beneficially owns. See "Principal Holders of Voting Shares".

(15) Ms. Strauss was appointed to the Board and as a member of the Human Resources and Compensation Committee, each on March 8, 2023. She therefore has until March 8, 2028 to meet the applicable Share Ownership Guidelines.

Interlocking Directorships

None of the Directors of the Company serve together as directors of any other public companies.

Cease Trade Orders

To the knowledge of the Company, no proposed Director (nor any personal holding company of any of such individuals) is, as of the date of this Circular, or was within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company), that: (i) was subject to a cease trade order (including a management 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, in each case that was in effect for a period of more than 30 consecutive days (collectively, an "**Order**"), that was issued while the individual was acting in the capacity as a director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the individual ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that individual was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies

To the knowledge of the Company, no proposed Director (nor any personal holding company of any of such individuals): (i) is, as of the date of this Circular, or has been within the 10 years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that individual was acting in that capacity, or within a year of that individual 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 (ii) has, 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 its assets.

Penalties or Sanctions

To the knowledge of the Company, no proposed Director (nor any personal holding company of any of such individuals) has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable holder of Voting Shares in deciding whether to vote for the proposed Director.

DIRECTOR COMPENSATION

Board and Committee Retainers

Compensation of the Company's Directors is determined by the Board, upon recommendation of the Human Resources and Compensation Committee ("**HR&C Committee**"). The HR&C Committee periodically reviews the design and competitiveness of Board compensation against the companies in the Company's executive compensation benchmarking peer groups, with a view to align the interests of Directors and Shareholders, and provide market competitive compensation.

In November 2021, based on a Board compensation benchmarking analysis involving the same Canadian and U.S. peer groups used for executive compensation purposes (see "Executive Compensation – Benchmarking"), and on the recommendation of the HR&C Committee, the Board determined that, effective January 1, 2022, the Director compensation program for the Company's Directors who are not also employees of the Company would be revised to increase: the standard retainer for Board Members to $170,000 from $145,000; the standard retainer for committee membership to $7,500 from $5,000; the Audit Committee Chair retainer to $17,500 from $15,000; the HR&C Committee Chair retainer to $17,500 from $10,000; and the G&N Committee Chair retainer to $12,500 from $10,000.

Messrs. Harary, Rabie, Rangel and Varadi are also employees of the Company and receive no additional remuneration for serving as Directors (including, if applicable, serving as the Chair of the Board, or as the Chair or a member of a Board committee).

The chart below outlines the Company's 2022 Director compensation program for its Independent Directors.

2022 Director Annual Compensation Program[1]		
Board Retainer	Chair of the Board	N/A
	Deputy Chair	$280,000
	Board Member	$170,000
	Lead Director	$40,000
Committee Retainer	Audit and HR&C Committee Chair	$17,500
	G&N Committee Chair	$12,500
	Committee Membership	$7,500
Meeting Fees	Board / Committee Meeting	No Meeting Fees

(1) Other than the Deputy Chair, Directors must receive at least 50% of their annual compensation in the form of DSUs, with the remainder being payable in cash. Directors are able to elect to take up to 100% of their compensation in DSUs. The Deputy Chair's retainer is paid 100% in DSUs. DSUs are not paid out until the Director's departure from the Board.

The Deputy Chair received an annual total retainer of $450,000 ($450,000 in 2021), which was paid 100% in DSUs to fully align Deputy Chair compensation with shareholder interests. The Deputy Chair does not receive any additional Committee retainer nor any Board or Board committee meeting fees. The annual retainer amount was positioned to be within a market-competitive range relative to the companies in the executive compensation peer group, as reviewed by management.

As neither an Independent Director nor an officer of the Company, Mr. Jeffrey I. Cohen received an annual Board retainer of $85,000 ($72,500 in 2021), an aggregate annual committee retainer of $7,500 ($5,000 in 2021) for sitting on the G&N Committee and HR&C Committee, and no Board or Board committee meeting fees in 2022. See also "Interest of Management and Others in Material Transactions".

A DSU is a unit, equivalent in value to a Subordinate Voting Share, credited by means of a bookkeeping entry in the books of the Company, to an account in the name of the Director. DSUs accumulate additional DSUs at the same rate as dividends, if any, paid on the Subordinate Voting Shares. Following the end of a Director's tenure as a member of the Board, the Director will receive a payment in cash at the fair market value of the Subordinate Voting Shares represented by his or her DSUs.

Director Compensation Table

The following table sets out information concerning the 2022 compensation earned by, paid to, or awarded to each Director who is not also a Named Executive Officer (as defined herein).

Name[1]	Fees Earned[2] ($)	Share-Based Awards[3][4] ($)	All Other Compensation ($)	Total Compensation[5] ($)
Michael Blank[6]	$44,375	$44,375	$0	$88,750
W. Edmund Clark	$0	$450,000	$0	$450,000
Jeffrey I. Cohen	$46,250	$46,250	$0	$92,500
Reginald Fils-Aimé	$88,750	$88,750	$0	$177,500
Kevin Glass	$101,250	$101,250	$0	$202,500
Dina R. Howell	$101,250	$101,250	$0	$202,500
Christina Miller	$88,750	$88,750	$0	$177,500
Brian H. Whipple[7]	$50,836	$50,836	$0	$101,673
Charles Winograd	$118,750	$118,750	$0	$237,500

(1) Compensation paid to the Named Executive Officers who served as Directors of the Company in 2022 is disclosed in the "Executive Compensation — Summary Compensation Table" below.

(2) Of the "Fees Earned" disclosed, Michael Blank, Jeffrey I. Cohen, Dina R. Howell, Charles Winograd, Christina Miller and Kevin Glass elected to receive the entire amount in the form of additional DSUs. These amounts are in addition to the amounts shown in the "Share-Based Awards" column above. See also note (4) below.

(3) Represents the dedicated portion of Director compensation that is required to be paid to Directors in DSUs.

(4) Represents grant date fair value and corresponds to the grant value per DSU disclosed in the financial statement notes. DSU awards are granted on the last day of each fiscal quarter and the grant date fair value of a DSU award is equal to the average closing price on the TSX of the Subordinate Voting Shares on the last five trading days of the fiscal quarter.

(5) Table does not include any amounts paid as reimbursement for expenses.

(6) Mr. Blank was elected to the Board on May 5, 2022.

(7) Mr. Whipple is not standing for re-election at the Meeting. In 2022, Mr. Whipple attended 4 out of 4 Board meetings and 4 out of 4 HR&C Committee meetings.

Outstanding Option-Based and Share-Based Awards

The following table sets out, for each Director who is not also a Named Executive Officer, information concerning all option-based and share-based awards outstanding as of December 31, 2022.

	Option-based Awards				Share-based Awards[1]	
Name	Number of Subordinate Voting Shares underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)	Number of DSUs (#)	Payout value of DSUs[2] ($)
Michael Blank[3]	—	—	—	—	4,105	$100,992
W. Edmund Clark	—	—	—	—	23,197	$570,670
Jeffrey I. Cohen	—	—	—	—	18,691	$459,812
Reginald Fils-Aimé	—	—	—	—	7,579	$186,459
Kevin Glass	—	—	—	—	15,240	$374,930
Dina R. Howell	—	—	—	—	48,089	$1,183,045
Christina Miller	—	—	—	—	15,154	$372,820
Brian H. Whipple[4]	—	—	—	—	2,053	$50,496
Charles Winograd	—	—	—	—	53,756	$1,322,470

(1) DSUs are the only share-based awards held by Directors who are not also Named Executive Officers. Following the end of a Director's tenure as a member of the Board, the Director will receive a payment in cash at the fair market value of the Subordinate Voting Shares represented by his or her DSUs.

(2) Calculated based on the December 30, 2022 (being the last trading day of the year) closing price of C$33.32 per Subordinate Voting Share on the TSX and the December 30, 2022 rate of exchange posted by the Bank of Canada for conversion of U.S. dollars into Canadian dollars of $1.00 equals C$1.3544.

(3) Mr. Blank was elected to the Board on May 5, 2022.

(4) Mr. Whipple is not standing for re-election at the Meeting.

Incentive Plan Awards — Value Vested or Earned During the Year

DSUs are the only share-based awards held by Directors who are not also executive officers of the Company. DSUs are fully vested upon being awarded to a Director, but are not payable until the Director's departure from the Board.

Share Ownership Guidelines for Directors of the Company

Directors who are not also executive officers of the Company are subject to share ownership guidelines of 3x the base annual Board member retainer, to be achieved within five years of election to the Board. Directors can meet share ownership guidelines through direct or beneficial ownership of securities of the Company, including DSUs.

Anti-Hedging Provision for Directors

Directors are subject to the Company's Insider Trading and Blackout Policy, which, among other things, prohibits such individuals from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities of the Company granted as compensation or held, directly or indirectly, by such individuals.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The following section discusses the compensation structure, programs and significant elements of compensation for the Company's Chief Executive Officer (the "**CEO**"), Chief Financial Officer ("**CFO**") and the three most highly compensated other executive officers of the Company (collectively, the "**Named Executive Officers**" or "**NEOs**") for 2022.

Named Executive Officer	Title
Max Rangel	Global President and CEO
Mark Segal	Executive Vice President and CFO
Ben Varadi	Executive Vice President and Chief Creative Officer
Tara Deakin	Executive Vice President and Chief People Officer
Jason Wilson	Executive Vice President and Chief Information Officer

Approach to Compensation

The Company's compensation strategy is designed to attract and retain highly qualified executives while also aligning the interests of the executives with the Company's Shareholders. The Company's executive compensation framework is based on the following objectives and principles:

- **Support Business Strategy** — support the achievement of the Company's short- and long-term corporate objectives, and be consistent with the Company's vision, mission and core values;
- **Market Competitive** — facilitate attraction of new talent and foster retention of existing employees by offering compensation that is competitive with other organizations;
- **Performance Focus** — reflect the Company's pay-for-performance philosophy and meet the expectations of stakeholders by delivering a meaningful proportion of total compensation using variable pay primarily tied to Company performance with some element of individual performance;
- **Shareholder Alignment** — focus on specific performance objectives that contribute to the enhancement of shareholder value in the long term; and
- **Social Impact** — reflect the Company's commitment to the achievement of human capital and talent goals. The principles above guide the Company's decision-making process, as the Company establishes target pay levels and pay mix, sets clear corporate goals and objectives, and evaluates performance in light of those objectives.

Say-on-Pay

The Board believes that Shareholders should have the opportunity to fully understand the objectives, philosophy and principles the Company has used in its approach to executive compensation decisions and, for the first time, commencing at the Meeting, to have an annual advisory vote on the Company's approach to executive compensation. Shareholders will be asked to consider and, if appropriate, approve the Company's approach to executive compensation as disclosed in this proxy circular. As this will be an advisory vote, the results will not be binding upon the Board. However, the Board will take the results of the vote into account, as appropriate, when considering future compensation decisions (see "Say-on-Pay Resolution" below).

Benchmarking

The Company's compensation philosophy is to provide total direct compensation opportunities within a market-competitive range relative to the companies in its compensation peer group in order to:

- attract, retain, and motivate talent; and
- provide alignment with shareholder interests.

As the Company operates internationally, it gives consideration to companies that are based in Canada or the U.S. but operate in diverse international environments and have significant marketing and sales budgets. The Canadian Peer Group is composed of similarly-sized publicly traded companies in similar industries (recognizing the absence of direct comparators in Canada) that generate a high proportion of revenue outside of Canada. Since the majority of current executive officers are Canadians working in Canada, this Canadian Peer Group is the primary source of data for benchmarking compensation levels.

The U.S. Peer Group is composed of direct comparators and similar-sized publicly traded companies in consumer durables and entertainment with significant global operations, brand presence, and a strong focus on innovation. It is used as a source of data to understand U.S. competitive pay levels.

Compensation Benchmarking Peer Groups	
Canadian	**U.S.**
Artizia Inc AutoCanada Inc. BRP Inc. Canada Goose Holdings Inc. Corus Entertainment Dorel Industries Inc. Gildan Activewear Inc. Great Canadian Gaming Corporation Leon's Furniture Ltd. Martinrea International Inc. Uni-Select Inc.	Acushnet Holdings Corp. AMC Networks Callaway Golf Co. Edgewell Personal Care Company Hasbro Inc. iRobot Corp. Lions Gate Entertainment Corp. Mattel Inc. Tupperware Corp World Wrestling Entertainment Inc.
Median Revenue: $1.8 billion Company Revenue Percent Rank: P56	Median Revenue: $2.6 billion Company Revenue Percent Rank: P37
Median Market Cap: $1.2 billion Company Market Cap Percent Rank: P67	Median Market Cap: $2.5 billion Company Market Cap Percent Rank: P52

As at December 31, 2022, the median 12-month trailing revenues for the Canadian and U.S. peer groups were approximately $1.8 billion and $2.6 billion, respectively, while the Company's 12-month trailing revenue was approximately $2.2 billion. Additionally, the Company's market cap was positioned at the P67 and P52 market data points of the Canadian and U.S. peer groups, respectively.

Compensation Governance

Role of the HR&C Committee

The HR&C Committee is responsible for assisting the Board in fulfilling its governance and supervisory responsibilities, and overseeing the Company's human resources, succession planning, and compensation policies, processes, and practices. The HR&C Committee also ensures that compensation policies and practices do not encourage undue risk.

The Board has adopted a written charter for the HR&C Committee setting out its responsibilities for compensation matters, including:

- reviewing the Company's human capital strategy, including employee experience and culture, to assess and ensure alignment with the Company's business strategy;
- reviewing, and recommending to the Board for approval, the corporate goals and objectives relevant to the compensation of the Global President & CEO of the Company; evaluating the performance of the Global President & CEO in light of those corporate goals and objectives, and determining the compensation level of the Global President & CEO for the Board's approval;
- reviewing and approving the corporate goals and objectives relevant to compensation for the Company's senior management other than the Global President & CEO (the "Senior Executive Team") and evaluating the performance of the Senior Executive Team in light of those corporate goals and objectives, and determining the compensation levels for the Senior Executive Team;
- reviewing and recommending to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the Global President & CEO, which includes the adoption, amendment and termination of such agreements, arrangements or plans;

- reviewing the recommendations to the HR&C Committee respecting the appointment, compensation and other terms of employment of the Senior Executive Team;
- reviewing and recommending Director remuneration for Board approval;
- reviewing and approving any public disclosure requirements regarding executive and director compensation and related matters as may be required by securities regulatory authorities or others before the Company publicly discloses the information;
- reviewing and approving succession plans for the Senior Executive Team and reviewing and recommending for Board approval, the Global President and CEO succession planning process and the succession plans;
- reviewing and recommending for Board approval, adoption or amendment to executive compensation policies and programs, including performance measures for the short-term and long-term incentive programs, equity-based incentive grants, and pension and benefit plans;
- considering the potential risks associated with the adoption of the Company's compensation policies and practices and the adoption of particular organizational and individual objectives under such policies and practices;
- reviewing policies in the area of management perquisites; and
- establishing and annually reviewing adherence to share ownership guidelines for senior officers and Directors of the Company.

The HR&C Committee is committed to following an objective process for determining compensation for the Company's executive officers and Directors.

Composition of the HR&C Committee

The HR&C Committee is composed of Ms. Howell (Chair), Mr. Whipple, Ms. Strauss, Mr. Cohen, and Ms. Miller. As Ms. Howell, Mr. Whipple, Ms. Strauss, and Ms. Miller are considered to be Independent Directors, a majority of the current members of the HR&C Committee are independent. To ensure an objective process for determining director and officer compensation, the HR&C Committee Chair is independent. All members of the HR&C Committee have a working familiarity with human resources and compensation matters. Their relevant experience is further described as part of their respective biographies.

Compensation Consultants

Mercer (Canada) Limited ("**Mercer**") was first engaged by the Company in 2019, and in 2021 and 2022 was engaged to advise the HR&C Committee on executive compensation matters and providing services related to other ad hoc requests of the HR&C Committee. Mercer's Executive Compensation-Related fees incurred during 2021 and 2022 regarding services provided were as follows: Mercer assisted in executive compensation benchmarking, review of the performance-share unit peer group, incentive plan design, and reviewing the draft management information circular. Mercer's All Other Fees incurred during 2022 regarding services provided were as follows: Mercer assisted in global job architecture review and design, and in benchmarking benefits in the US, Mexico, Europe and Asia.

Fiscal Year Ended	Executive Compensation-Related Fees	All Other Fees
December 31, 2021[(1)]	$105,767	$0
December 31, 2022[(2)]	$112,046	$203,124

(1) Amounts have been converted to U.S. dollars using the December 31, 2021 rate of exchange posted by the Bank of Canada for conversion of U.S. dollars into Canadian dollars of $1.00 equals C$1.2678.

(2) Amounts have been converted to U.S. dollars using the December 30, 2022 (being the last trading day of the year) rate of exchange posted by the Bank of Canada for conversion of U.S. dollars into Canadian dollars of $1.00 equals C$1.3544.

The HR&C Committee is not required to pre-approve any services that the compensation consultants provide to the Company at the request of management if those services deviate or exceed the scope of the mandate the HR&C Committee provides to each compensation consultant during the relevant fiscal year.

Components of Compensation

Overall compensation of the Named Executive Officers in 2022 included base salary, annual incentives, and long-term incentives, as well as competitive perquisites and benefits. Realized compensation was dependent on achieved Company and individual performance.

The table below describes the basic components of compensation for the Company's Named Executive Officers.

	Component	Objectives
Fixed	Base Salary	• Attract and retain talent, as well as provide a predictable and steady income. • Annual base salaries are based on market competitiveness, individual performance and internal equity considerations.
	Pension, Benefits and Perquisites	• Provide market-competitive benefits and perquisites to attract and retain talent. • Named Executive Officers participate in benefit programs (including matching certain contributions to non-company retirement plans) that are available to all employees.
Variable	Annual Incentives	• Primarily motivate and reward achievement of annual corporate performance objectives with a focus on revenue that we believe will drive long-term value creation. • The financial measures are Revenue, Adjusted EBITDA(1)(2), and Gross Margin. • As of fiscal 2022, Environmental, Social and Governance ("ESG") metrics were added to the strategic, individual objectives. • Incentive target opportunity levels are based on market competitiveness.
	Performance Share Units (60% of Annual LTI Value)	• Motivate and align executives with long-term strategy and shareholders' interests through grants of PSUs, which cliff vest at the end of a three-year period based on meeting Free Cash Flow(1)(3), Revenue growth (which is a new metric for fiscal 2022) and relative total shareholder return ("**TSR**") objectives.
	Restricted Share Units (40% of Annual LTI Value)	• Attract and retain key employees. As of fiscal 2022, RSUs vest 1/3rd per year over a three year period based solely on an employee's continued employment with the Company throughout the vesting period.

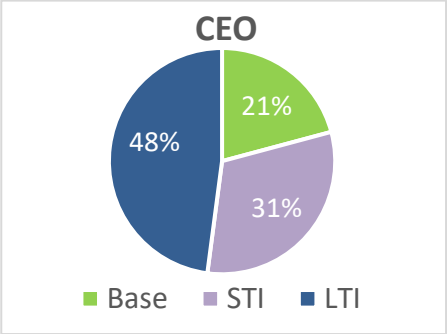
(1) Such financial measures do not have any standardized meanings prescribed by International Financial Reporting Standards ("**IFRS**") and are therefore unlikely to be comparable to similar measures presented by other issuers.

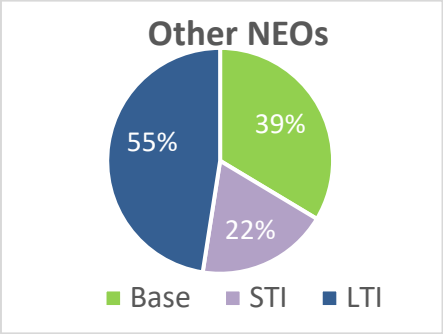
(2) EBITDA is calculated as net income (loss) before finance costs, income tax expense (recovery) and depreciation and amortization. Adjusted EBITDA is calculated as EBITDA excluding adjustments that do not necessarily reflect the Company's underlying financial performance. These adjustments include restructuring expenses, foreign exchange gains or losses, share based compensation expenses, acquisition related contingent consideration, impairment of intangible assets, impairment of goodwill, investment distribution income, acquisition related deferred incentive compensation, net unrealized gain on investment, impairment of property, plant and equipment, legal settlement, transaction costs, gain on disposal of asset and bad debt recovery. Adjusted EBITDA is used by the Company as a measure of the Company's profitability.

(3) Free Cash Flow is calculated as cash flows provided by/used in operating activities reduced by cash flows used in investing activities and adding back cash used for business acquisitions and investment in limited partnership and minority interests, net of investment distribution income. The Company uses the Free Cash Flow metric to analyze the cash flows being generated by the Company's business.

In 2022, the Free Cash Flow metric was removed from the AIP since it was also a metric in the PSU component and was deemed to be a long-term strategic objective. In addition, the long-term incentive mix was changed from 80% PSUs and 20% RSUs to 60% PSUs and 40% RSUs, and the RSU vesting schedule was changed from cliff vesting to ratable vesting over 3 years, to better align with peer group practice.

The compensation program for the Named Executive Officers provides a balance in the mix of fixed and variable compensation, short-term and long-term incentives, cash versus equity and performance-based versus time-based awards. The average mix of target total direct compensation for the Global President and CEO and other Named Executive Officers is summarized below.





Fixed Compensation

Base Salary: Base salary is provided as a fixed source of compensation for the Named Executive Officers. The 2022 base salary levels for the Named Executive Officers were determined after review of the competitive compensation practices of the peer group, giving consideration to the overall level of pay competitiveness and the performance of the Named Executive Officers. Adjustments to base salaries are determined annually and may be increased based on the executive's success in meeting or exceeding individual objectives and an assessment of the competitiveness of current compensation. Additionally, base salaries can be adjusted as warranted throughout the year to reflect promotions or other changes in the scope of breadth of an executive's role or responsibilities, as well as to maintain market competitiveness. A compensation benchmarking review was completed to provide a market-competitive and internally equitable rate of pay for Mr. Wilson, as a new Company executive. No other base salary changes were made for NEOs in 2022.

Named Executive Officer	Base Salaries as at December 31, 2022		Base Salary Increase from 2021
	In Local Currency	In USD	
Max Rangel, *Global President and Chief Executive Officer*	C$1,000,000	$738,334(1)	0%
Mark Segal, *Executive Vice President and Chief Financial Officer*	C$500,000	$369,167(1)	0%
Ben Varadi, *Executive Vice President and Chief Creative Officer*	US$750,000	$750,000	0%
Tara Deakin, *Executive Vice President and Chief People Officer*	C$395,000	$291,642(1)	0%
Jason Wilson, *Executive Vice President and Chief Information Officer*	C$450,000	$332,250(1)	N/A

(1) Salaries have been converted to U.S. dollars using the December 30, 2022 rate of exchange posted by the Bank of Canada for conversion of U.S. dollars into Canadian dollars of $1.00 equals C$1.3544.

Variable Compensation

Annual Incentives: The Company's 2022 annual incentive plan ("**AIP**") was designed to motivate Named Executive Officers to achieve the Company's short-term corporate goals, and rewards overall Company financial performance (85% weighting) and individual performance (15% weighting). The individual performance component was re-introduced in 2022 to emphasize the importance of employee engagement, attrition reduction, and people budget management goals.

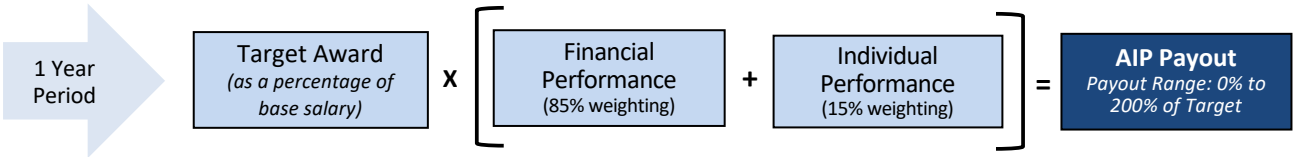
- Incentives have a high degree of focus on revenue and corporate profitability as the Company believes these are primary drivers of shareholder value creation. The 2022 financial measures (and Company financial performance weightings) were Revenue (45%), Adjusted EBITDA (40%), and Gross Margin (15%).
- Target incentive awards are earned for fully meeting corporate objectives.
    - The HR&C Committee feels it would be seriously prejudicial to the Company's interests to publicly disclose the level of performance associated with threshold, target and maximum levels for each metric. The performance levels could be used by competitors to draw conclusions about confidential strategic priorities of the Company. The performance measure targets are intended to be challenging and are neither impossible nor easy to achieve.
    - Financial objectives for each metric have target goals that meet the Board-approved annual budget, are stress tested to ensure potential awards do not encourage inappropriate risk-taking and have threshold objectives (ranging from approximately 75% to 93% of the target goal) that must be achieved or exceeded for there to be a payout for the metric.
    - Additionally, there is a profitability hurdle that must be reached before any AIP payment can be made

- Approximately 20% of the Named Executive Officers' target total direct compensation is attributed to these financial metrics.

- Incentives also have a focus on employee/talent goals to enhance the Company culture and advance our social (ESG) priorities. In 2022, each executive had individual performance measures related to (i) Employee Engagement, (ii) Employee Retention and (iii) People Budget Management, which were equally weighted.
- The HR&C Committee and the Board can apply discretion to adjust the size of any annual incentive award at payout based on significant external and/or internal factors affecting results.
- Annual incentive target opportunity levels vary by position and are reviewed periodically to ensure market competitiveness.

Named Executive Officer	2022 Target Award (percentage of salary)	2022 Maximum Award (percentage of salary)
Max Rangel, *Global President and Chief Executive Officer*	150%	300%
Mark Segal, *Executive Vice President and Chief Financial Officer*	85%	170%
Ben Varadi, *Executive Vice President and Chief Creative Officer*	20%	40%
Tara Deakin, *Executive Vice President and Chief People Officer*	85%	170%
Jason Wilson, *Executive Vice President and Chief Information Officer*	85%	170%

Awards may vary from 0% to 200% of the target opportunity level and are calculated as follows:



2022 AIP Awards - Pay and Performance Outcomes

Under the AIP, the Company's financial performance is measured by the results of the Company performance scorecard, which is based on Revenue, Adjusted EBITDA, and Gross Margin. The gross performance score for each measure may vary from 0% to 200% of the target. The table below summarizes the 2022 Company performance results.

Company Financial Measure	Weight	Payout Multiplier
Revenue ($)	45%	70.3%
Adjusted EBITDA ($)	40%	87.5%
Gross Margin (%)	15%	140.3%
Company Performance Multiplier	**100%**	**87.7%**
Adjusted Company Performance Multiplier		**93.0%**

For fiscal 2022, the weighted average Company performance multiplier was 87.7% in recognition of financial results achieved in 2022; however, the Board applied discretion and adjusted the multiplier to 93.0% due to the impact foreign exchange rate fluctuations had on financial results. The upward discretion to the Corporate AIP attainment was to acknowledge "good management in a challenging environment."

Under the AIP, Named Executive Officer individual performance is measured by the results of the Individual Scorecard, which is based on equally weighted Employee Engagement, Employee Retention, and People Budget Management measures. The Individual performance metrics are measured as follows:

Achievement Level	Performance Score
Did Not Achieve	0%
Achieve	100%
Over-Achieved	150%
Maximum Achievement	200%
Stretch Achievement	250%

The table below summarizes the 2022 Individual performance results, which were the same results for each Named Executive Officer.

Individual Employee/Talen Measure	Result	Gross Performance Score
Employee Engagement	Achieved	100%
Employee Retention	Over-achieved	150%
People Budget Management	Achieved	100%
Individual Performance Multiplier		**116.7%**

People Budget Management was scored on a Did Not Achieve or Achieved scale, only. Actual AIP awards are capped at 200% of target opportunity levels. For fiscal 2022, the weighted average Individual performance multiplier was 116.7% for each Named Executive Officer in recognition of results achieved in 2022, and the Board did not apply any discretion to adjust the size of any AIP award.

The actual AIP payouts for each Named Executive Officer are disclosed in the Summary Compensation Table.

Long-Term Incentives: The Board grants long-term incentives to the Named Executive Officers under the Company's Long-Term Incentive Plan (see "Executive Compensation — Long-Term Incentive Plan"). Long-term incentives may be composed of RSUs and PSUs. Together, these long-term incentive vehicles are designed to align executive long-term interests with those of the Company's Shareholders. The mix of these vehicles will vary by role to recognize the level of executive accountability for overall business performance.

- Performance-vesting PSUs are used to encourage the Named Executive Officers, senior executive team and other executives to achieve specific corporate objectives. The HR&C Committee and the Board can apply discretion to adjust PSU awards at vesting and payout based on significant external and internal factors affecting financial results, including the possibility of a zero (0) payout result. Discretion was not exercised for grants vesting in 2022. PSUs cliff vest after three years.
- Time-vesting RSUs are used to attract and retain executives and other key employees. As of fiscal 2022, RSUs vest 1/3rd per year over a three-year period.

	Long-Term Incentive Plan for Named Executive Officers	
	PSUs (60% weighting)	**RSUs (40% weighting)**
Objective	Used to encourage Named Executive Officers, senior executive team, and other executives to achieve specific corporate objectives	Used to attract and retain executives and key employees
Performance Period	3 years	3 years
Vesting	Vesting will occur on the 3rd anniversary of the granting of the share units	1/3rd of the granted share units will vest on the 1st, 2nd and 3rd anniversary of the granting of the share units
Performance Metric	A multiplier of 0x to 2x is applied to the original grant based on the achievement of pre-established Free Cash Flow objectives and a TSR modifier against a defined group of Companies	Vesting is based solely on an executive's continued employment with the Company throughout the vesting period
Performance Threshold	No payout if the Free Cash Flow performance threshold is not achieved	n/a
Settlement	Awards are settled as subordinate voting shares and/or paid in cash based on the number of shares vesting and the share price at the time of vesting	Awards are settled as subordinate voting shares and/or paid in cash based on the number of shares vesting and the share price at the time of vesting

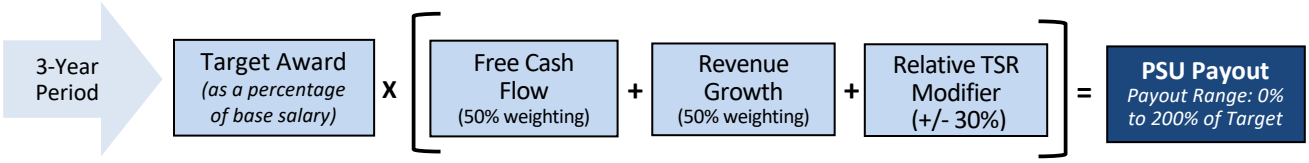
As of 2020, the Company no longer grants Options choosing instead to grant PSUs and RSUs to enhance retention and to increase the emphasis on financial performance and relative TSR. In 2022, the long-term incentive mix was changed from 80% PSUs and 20% RSUs to 60% PSUs and 40% RSUs, and the RSU vesting schedule was changed from cliff vesting to ratable vesting over 3 years, to better align with peer group practice.

Named Executive Officer	Target Award (As a % of salary)	Long-Term Incentive Mix	
		PSUs	RSUs
Max Rangel, *Global President and Chief Executive Officer*	230%	60%	40%
Mark Segal, *Executive Vice President and Chief Financial Officer*	125%	60%	40%
Ben Varadi, *Executive Vice President and Chief Creative Officer*	95%	60%	40%
Tara Deakin, *Executive Vice President and Chief People Officer*	100%	60%	40%
Jason Wilson, *Executive Vice President and Chief Information Officer*	100%	60%	40%

2022 PSU Design: Free Cash Flow is retained as a key internal performance metric and Revenue Growth is a new metric added for 2022. Both are equally weighted and measured over a cumulative three-year period. Free Cash Flow and Revenue Growth performance are important strategic objectives and are considered to be correlated with absolute share price performance. Additionally, TSR is retained as a modifier (+/- 30%) to ensure a focus on relative share price performance versus a predefined peer group of Canadian and U.S. comparators ("**PSU Performance Peer Group**") in a similar industry.

The following companies are in the 2022 PSU Performance Peer Group:

PSU Performance Peer Group	
Activision Blizzard, Inc.	IMAX Corporation
Build-A-Bear Workshop, Inc.	iRobot Corporation
Callaway Golf Company	JAKKS Pacific, Inc.
Corus Entertainment, Inc.	Mattel, Inc.
DHX Media Ltd.	Nautilus, Inc.
Electronic Arts Inc.	Zynga Inc.
Hasbro, Inc.	



New Hire RSU Award: In addition to the foregoing, in September 2022, Mr. Wilson also received a one-time RSU grant with a grant date fair market value of C$900,000, to offset compensation forfeitures from his former employer, with such grant being subject to a two year ratable vesting schedule, pursuant to which the first half will vest on the first anniversary of the grant date and the second half will vest on the second anniversary of the grant date.

Pension, Benefits and Perquisites

For 2022, the Company did not provide pension plans for the Named Executive Officers. Named Executive Officers participate in benefit programs (including matching certain contributions to non-company retirement plans) that are available to all employees. However, benefits and perquisites were not a significant element of compensation for the Named Executive Officers.

In particular, Mr. Rangel is entitled to an annualized executive allowance of C$52,000 and a retirement savings plan contribution equivalent to ten percent of base salary. Mr. Segal, Ms. Deakin, and Mr. Wilson receive matching Company contributions to deferred profit sharing and non-registered savings plans.

2020-2022 Performance Awards - Pay and Performance Outcomes

PSU Awards

For the period between January 1, 2020, to December 31, 2022, the 2020 PSU grant performance measures were based on the 3-year annual average Free Cash Flow (100% weighting) and a 3-year relative TSR performance modifier (+/- 30%). The resulting PSU vesting multiplier was 1.25x of target opportunity levels, as set forth in the table below.

Measure	Weight	Gross Performance Score
Free Cash Flow	100%	154.2%
Relative TSR	Modifier	-29.2%
PSU Multiplier	**100%**	125.0%

Non-Equity Long-term Incentive

In February 2020, Ms. Deakin was promoted to the position of Executive Vice President and Chief People Officer. Ms. Deakin received a special long-term cash incentive equal to C$1,000,000, to account for and to offset compensation from equity forfeitures from Ms. Deakin's former employer and in recognition of her increased scope and contribution. The special long-term incentive is payable in cash and vests on an annual basis, rateably over three years, with performance multipliers set using the same goals as PSUs granted in March 2020. During 2022, the second tranche had a payout value of approximately C$1,246,764, as disclosed in the Summary Compensation Table.

Certain Changes for 2023

In fiscal 2023, ESG metrics will continue to play an important role in the AIP. Each executive officer will have individual performance measures related to (i) Employee Engagement and (ii) People Budget Management, which will be equally weighted. However, Employee Retention will no longer be included as an AIP metric, as the 2023 priorities will focus on enhancing the employee experience.

Executive Officer Share Ownership Guidelines

The Company strongly supports share ownership by its CEO, other Named Executive Officers and Former Co-CEOs and, accordingly, has minimum share ownership guidelines. The individuals can meet the share ownership guidelines through direct or beneficial ownership of the Company securities, including PSUs (counted at target when the performance multiplier is unknown) and RSUs granted under the Company's Long-Term Incentive Plan. Employees who are promoted or appointed into a position that is subject to these requirements have five years to meet the minimum requirement.

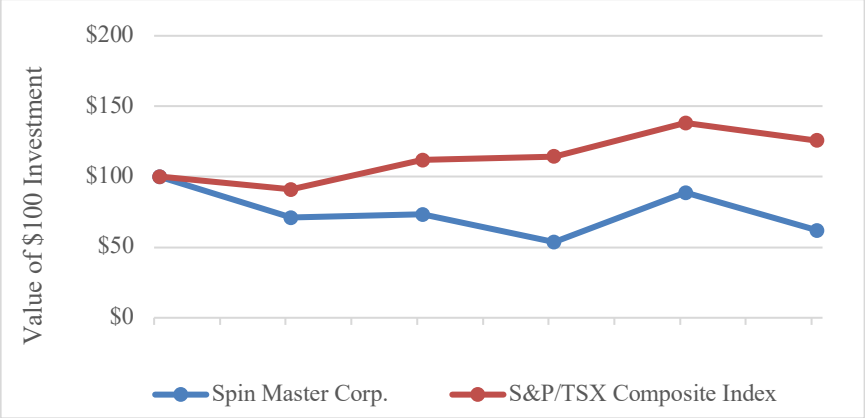
The ownership guidelines as a multiple of annual base salary are set forth in the table below:

Position	Multiple of Base Salary
Global President and CEO	5×
Other Named Executive Officers	2×
Former Co-CEOs	4×

The Global President and CEO has until 2026 to meet the applicable ownership guidelines while the other Named Executive Officers meet or exceed the applicable ownership guidelines.

Performance Graph

The following graph compares the total cumulative return on funds invested in Subordinate Voting Shares, compared to the total cumulative return of the Standard and Poor's TSX Composite Total Return Index for the period from December 31, 2017, to December 31, 2022.



	12/31/2017	12/29/2018	12/31/2019	12/31/2020	12/31/2021	12/31/2022
Spin Master Corp.	$100	$71	$73	$54	$89	$62
S&P/TSX Composite Index	$100	$91	$112	$114	$138	$126

Over the December 31, 2017 to December 31, 2022 period, the Company's share price decreased by approximately 38% while the S&P/TSX Composite Index increased by approximately 26%. As shown in the summary compensation table, total compensation decreased in fiscal 2022, when annual incentives were paid at approximately 93% of target, but increased in fiscal 2020 and in 2021 when annual incentives were paid at 100% and 149.1% respectively. The Board considers the Company's performance (including share price) in its compensation decision-making. As approximately 44% of the 2022 aggregate target total direct compensation of the Named Executive Officers was security-based compensation (i.e., the grant date fair value of PSUs and RSUs), in the medium to long-term, the realized compensation of the Named Executive Officers will be directly and meaningfully impacted by the market value of the Subordinate Voting Shares. Further, all Named Executive Officers meet the Company's share ownership guidelines (see "– Executive Officer Share Ownership Guidelines") providing appropriate alignment between their interests and the interests of shareholders. It should be noted that target total direct compensation may fluctuate year over year and may not always follow the trend in total shareholder returns, due to the following factors:

- The majority of the Company's Named Executive Officers are paid in Canadian dollars, and changes to foreign exchange rates may impact the aggregate cost of total compensation which is reported in U.S. dollars; and
- Short-term incentive payouts are based on internal financial measures and are not directly linked to total shareholder return.

CEO and Former Co-CEOs Realized/Realizable Pay

The table below compares CEO (2021 and 2022) and each Former Co-CEO (2018 to 2020) granted compensation over the past five years to the actual value of compensation as at December 31, 2022. The actual realized/realizable value of compensation listed is for the CEO (2021 and 2022) and each Former Co-CEO (2018 to 2020) and each year includes base salary, annual incentive awarded for that year, the vested value of PSUs and RSUs that were settled in that year (or current value of unvested units), the value of exercised stock options, and the in-the-money value of outstanding stock options that were granted in that year. The table illustrates that the fluctuations in the actual value of CEO and Former Co-CEO compensation, relative to the target value, are closely aligned with total shareholder return. This is consistent with the Company's compensation objectives to design incentives that align executive long-term interests with those of the Company's Shareholders.

Year	Target Total Direct Compensation Granted[1]	Actual Value (Realized and Realizable)[2]	Period	Total Shareholder Return[3]
2022	$3,508,730	$3,090,133	Jan 1, 2022 to Dec 31, 2022	-30.2%
2021	$5,942,310	$4,035,350	Jan 1, 2021 to Dec 31, 2022	15.3%
2020	$886,884	$2,514,167	Jan 1, 2020 to Dec 31, 2022	15.4%
2019	$1,123,555	$1,191,034	Jan 1, 2019 to Dec 31, 2022	12.9%
2018	$1,165,823	$616,706	Jan 1, 2018 to Dec 31, 2022	-37.7%

(1) Represents target total direct compensation granted to the CEO in 2021 and 2022 and each Former Co-CEO in 2018 to 2020. Includes base salary, annual incentive, PSUs and stock options granted, as reported in the summary compensation table each year.

(2) Represents the actual value to the CEO in 2021 and 2022 and each Former Co-CEO in 2018 to 2020 of compensation granted each year, realized between the grant date and December 31, 2022, or still realizable on December 31, 2022.

(3) Represents the TSR during the period (starting from the first trading day in the period).

Cost of Management Ratio

The table below shows the cost of management ratio, which expresses the total NEO compensation reported as a percentage of net income over the past five years. Fluctuations in foreign currency exchange rates, the list of NEOs each year, and annual net income affect the cost of management ratio.

	2018	2019	2020	2021	2022
Total NEO Compensation Reported ($000s) [1]	8,261	7,468	9,961	19,006	9,338
Net Income ($000s)	154,904	64,258	45,500	205,500	261,300
Cost of Management Ratio [2]	5.3%	11.6%	21.9%	9.2%	3.6%

(1) Total NEO compensation reported in the summary compensation table each year.

(2) Total NEO compensation reported divided by net income, expressed as a percentage.

Compensation Risk Management

The Company has structured its Named Executive Officer compensation program to employ the following procedures designed to effectively mitigate any excessive risks which may result from the implementation of its executive compensation policy and practices. In annually reviewing the Company's compensation policies and practices, the HR&C Committee seeks to ensure the Named Executive Officer compensation program provides an appropriate balance of risk and reward consistent with the risk profile of the Company. The HR&C Committee also seeks to ensure that the Company's compensation practices do not encourage excessive risk-taking behaviour by the executive team.

Pay Elements	Elements of compensation include salary, AIP, long-term incentive plan (which may include restricted share units ("**RSUs**"), PSUs and/or stock options ("**Options**")) and pension, benefits and perquisites.
Significant portion of pay "at risk" and pay subject to performance	Compensation elements, together, ensure a balance in the mix of fixed and variable compensation, short-term and long-term incentives, cash versus equity, and performance-based versus time-based awards. The variable component of the Company's compensation program (which includes both short-term and long-term incentives) represents a sufficient percentage of "at-risk" compensation to motivate executives and other employees of the Company to focus on both short-term and long-term results and performance criteria.
Capped Payouts	The maximum amount an executive can receive under the Company's AIP is capped at 2x the target payout, and the maximum number of PSUs an executive can receive is capped at 2x the target number of PSUs granted.
Effective Design of Long-Term Incentive Mix	RSUs vest 1/3rd per year over a three-year period based solely upon length of service and PSUs cliff-vest at the end of a three-year period based on the Company's Free Cash Flow performance and a TSR modifier. Options vest in equal instalments over four years in a graduated fashion and are valuable only if the stock price appreciates from the Option grant price. As of 2020, the Company no longer grants Options instead using PSUs and RSUs to enhance retention and to increase the emphasis on financial performance and relative TSR.

	A balance of time-vesting and performance-vesting long-term incentives and varied performance measures mitigates against taking short-term risks and aligns management with longer-term shareholder interests. In addition, PSUs are subject to a minimum profitability threshold (set at the time of grant) that must be achieved for the PSUs to pay out.
Relative Performance Measure	The PSU plan includes a relative TSR performance modifier to strengthen the alignment between pay and performance against external market comparators.
Clawback	There is a clawback policy for Named Executive Officers and senior executive team member incentive-based compensation.

Insider Trading and Anti-Hedging Policy for Officers and Employees

All of the Company's officers (including the Named Executive Officers) and employees are subject to the Company's Insider Trading and Blackout Policy, which, among other things, prohibits trading in the securities of the Company while in possession of material undisclosed information concerning the Company. Further, such individuals are prohibited from undertaking certain types of trades in securities of the Company which can raise particular concerns about potential breaches of applicable securities law or that the interests of the persons making the trade are not aligned with those of the Company, including: speculating in securities of the Company; buying the Company's securities on margin; short selling a security of the Company or any other arrangement that results in a gain only if the value of the Company's securities declines in the future; purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities of the Company granted as compensation or held, directly or indirectly, by such individuals; selling a call option in respect of securities of the Company; and buying a put option in respect of securities of the Company.

Compensation Clawbacks

All awards and grants under the AIP and Long Term Incentive Plan are subject to a clawback by the Company, as determined by the Board, in its sole discretion, in the event the participant: (a) fails to comply with any restrictive covenants; (b) is terminated for cause, or the Board reasonably determines after termination that the participant could have been terminated for cause; (c) the Board reasonably determines that the participant engaged in conduct that caused material financial or reputational harm to the Company or engaged in gross negligence, willful misconduct or fraud in the performance of their duties; or (d) the Company's financial statements are required to be restated and such restatement discloses materially worse financial results in the opinion of the Board.

Summary Compensation Table

The following table sets out information concerning compensation earned by, paid to, or awarded to the persons determined to be Named Executive Officers of the Company pursuant to applicable securities laws for the financial years ended December 31, 2022, 2021 and 2020. See also the footnotes that follow the table.

					Non-Equity Incentive Plan Compensation				
Name and Principal Position	**Year**	**Salary[1] ($)**	**Share-Based Awards[2] ($)**	**Option-Based Awards[3] ($)**	**Annual Incentive Plans[4] ($)**	**Long-Term Incentive Plans ($)**	**Pension Value ($)**	**All Other Compensation[5] ($)**	**Total Compensation ($)**
Max Rangel	2022	738,334	1,700,550	—	1,069,846	—	—	—	3,508,730
Global President and Chief Executive Officer	2021	743,262	5,758,026[6]	—	1,681,917	—	—	1,702,950[7]	9,886,155
	2020	—	—	—	—	—	—	—	—
Mark Segal	2022	369,167	462,155	—	303,123	—	—	18,458	1,152,904
Executive Vice President and Chief Financial Officer	2021	394,384	493,015	—	499,823	—	—	19,719	1,406,941
	2020	392,711	485,010	—	333,804	—	—	19,636	1,231,161
Ben Varadi	2022	750,000	666,469	—	139,500	—	—	—	1,555,969
Executive Vice President and Chief Creative Officer	2021	750,000	700,552	—	223,650	—	—	—	1,674,202
	2020	750,000	800,365	—	150,000	—	—	—	1,700,365
Tara Deakin[8]	2022	291,642	292,058	—	239,467	920,529[9]	—	14,576	1,758,272
Executive Vice President and Chief People Officer	2021	311,563	311,569	—	394,859	678,855[9]	—	15,578	1,712,424
	2020	302,388	471,254	—	201,657	—	—	15,209	990,507
Jason Wilson[10]	2022	101,040	998,191[11]	—	262,644	—	—	—	1,361,875
Executive Vice President and Chief Information Officer	2021	—	—	—	—	—	—	—	—
	2020	—	—	—	—	—	—	—	—

(1) For 2022, the base salary amounts reported for Mr. Rangel (C$1,000,000), Mr. Segal (C$500,000), Ms. Deakin (C$395,000), and Mr. Wilson (C$450,000, pro rated), have been converted to U.S. dollars using the December 30, 2022 (being the last trading day of the year) rate of exchange posted by the Bank of Canada for conversion of U.S. dollars into Canadian dollars of $1.00 equals C$1.3544. For 2020, the base salary amounts reported for Mr. Segal (C$500,000), and Ms. Deakin (C$385,000) have been converted to U.S. dollars using the December 31, 2020 rate of exchange posted by the Bank of Canada for conversion of U.S. dollars into Canadian dollars of $1.00 equals C$1.2732. For 2020, Mr. Varadi decided to forego his base salary compensation from March 22, 2020 to September 5, 2020, and as a result Mr. Varadi received base salary compensation of $416,667 resulting in total compensation of $1,367,031.

(2) The share-based awards amounts reported represent grant date fair value of PSU awards under the Long-Term Incentive Plan, being the dollar amount of the award intended for compensation purposes, based on the market value of the underlying Subordinate Voting Shares on the grant dates based on an assumption of 100% vesting and is the same as the grant values disclosed in the financial statement notes. The number of PSUs that will actually vest will vary from 0% to 200% of the target grant depending on the Company's level of achievement of pre-determined performance measure(s) as described in this Circular.

(3) Dollar amounts in this column reflect the grant date fair value of stock options issued in the applicable year and are the same as the grant values disclosed in the financial statement notes. Amounts in this column do not reflect whether the Named Executive Officer has actually realized a financial benefit from the exercise of the awards.

(4) Annual incentive amounts are paid in cash in the year following the fiscal year in which they were earned. Mr. Rangel, Mr. Segal, Ms. Deakin, and Mr. Wilson, received their annual incentive in Canadian dollars, so their figures have been converted to U.S. dollars using the December 31 rate of exchange posted by the Bank of Canada for conversion of U.S. dollars into Canadian dollars of $1.00 equals C$1.2732 for 2020, and of $1.00 equals C$1.2678 for 2021, and of $1.00 equals C$1.3544 for 2022.

(5) Other than Mr. Rangel in 2021, none of the Named Executive Officers were entitled to and received perquisites that, in the aggregate, were worth over C$50,000 or over 10% of their base salary for 2022, 2021, or 2020. Amounts in the All Other Compensation column for Mr. Segal, Ms. Deakin, and Mr. Wilson relate to matching Company contributions to deferred profit sharing and non-registered savings plans.

(6) Includes one-time signing grant of RSUs with a fair value equal to C$5,000,000 awarded to Mr. Rangel. See "Executive Compensation – Global President and CEO".

(7) Includes C$1,875,000 Special Signing Bonus paid to Mr. Rangel in 2021, converted to U.S. dollars using the December 31, 2021 rate of exchange posted by the Bank of Canada for conversion of U.S. dollars into Canadian dollars of $1.00 equals C$1.2678. See "Executive Compensation – Global President and CEO". In 2021, Mr. Rangel also received executive allowance of C$52,000, a retirement savings plan contribution of C$100,000, as well as reimbursement of C$135,000 for the purposes of covering the out-of-pocket expenses related to Mr. Rangel's relocation to Toronto, Ontario. See "Executive Compensation – Components of Compensation – Pension, Benefits and Perquisites".

(8) Ms. Deakin joined Spin Master as Senior Vice President, Talent Development in June 2019 and, in February 2020, was appointed Executive Vice President and Chief People Officer.

(9) In 2020, Ms. Deakin received a special long-term share-based incentive equal to C$1,000,000, payable in cash with vesting on an annual basis, rateably over three years, subject to performance multipliers. See "Executive Compensation – 2020-2022 Performance Awards - Pay and Performance Outcomes – Non-Equity Long-term Incentive".

(10) Mr. Wilson joined Spin Master on September 9, 2022.

(11) Mr. Wilson received an annual long-term incentive grant equal to 100% of his base salary plus a one-time RSU grant with a grant date fair value equal to C$900,000.

Outstanding Option-Based and Share-Based Awards

The following table sets out for each Named Executive Officer information concerning all option-based and share-based awards outstanding as at December 31, 2022.

	Option-based Awards				Share-based Awards		
Name	**Number of Subordinate Voting Shares underlying unexercised options (#)**	**Option exercise price (C$)**	**Option expiration date**	**Value of unexercised in-the-money options ($)(1)**	**Number of shares or units of shares that have not vested (#)(2)**	**Market or payout value of share-based awards that have not vested ($)(1)(2)**	**Market or payout value of vested share-based awards not paid out or distributed ($)(1)**
Max Rangel ..... *Global President and Chief Executive Officer*	--	--	--	--	188,701	$4,642,299	$0
Mark Segal ..... *Executive Vice President and Chief Financial Officer*	19,899 12,709 12,271	$37.64 $52.20 $37.96	March 27, 2027 March 26, 2028 March 25, 2029	$0 $0 $0	82,141	$2,020,770	$0
Ben Varadi ..... *Executive Vice President and Chief Creative Officer*	48,660 28,700 23,620 23,750	$22.94 $37.64 $52.20 $37.96	March 31, 2026 March 27, 2027 March 26, 2028 March 25, 2029	$372,926 $0 $0 $0	128,524	$3,161,858	$0
Tara Deakin..... *Executive Vice President and Chief People Officer*	--	--	--	--	44,576	$1,096,621	$0
Jason Wilson ..... *Executive Vice President and Chief Information Officer*	--	--	--	--	29,700	$730,662	$0

(1) Calculated based on the December 30, 2022 (being the last trading day of the year) closing price of C$33.32 per Subordinate Voting Share on the TSX and using the December 30, 2022 rate of exchange posted by the Bank of Canada for conversion of U.S. dollars into Canadian dollars of $1.00 equals C$1.3544.

(2) The following table provides additional information regarding the number of shares or units of shares that have not vested:

	Number of shares or units of shares that have not vested (#)		Market or payout value of share-based awards that have not vested ($)	
	Long-term Incentive Plan		Long-term Incentive Plan	
Name	**PSUs**	**RSUs**	**PSUs**	**RSUs**
Max Rangel	83,626	105,076	$2,057,304	$2,584,995
Mark Segal	62,879	19,262	$1,546,907	$473,862
Ben Varadi.....	98,734	29,790	$2,428,979	$732,879
Tara Deakin	33,870	10,706	$833,244	$263,377
Jason Wilson.....	5,940	23,760	$146,137	$584,525

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out for each Named Executive Officer information concerning the value of incentive plan awards vested or earned during the year ended December 31, 2022.

Name	Option-based Awards – Value Vested During The Year[1]	Share-based Awards – Value Vested During The Year[2]	Non-equity Incentive Plan Compensation – Value Earned During The Year[3]
Max Rangel ..... *Global President and Chief Executive Officer*	—	$2,318,444	$1,069,846
Mark Segal ..... *Executive Vice President and Chief Financial Officer*	$13,519	$282,833	$303,123
Ben Varadi..... *Executive Vice President and Chief Creative Officer*	$26,174	$547,406	$139,500
Tara Deakin ..... *Executive Vice President and Chief People Officer*	—	$233,818	$1,159,996
Jason Wilson..... *Executive Vice President and Chief Information Officer*	—	—	$262,644

(1) Summarizes for each Named Executive Officer, the aggregate value that would have been realized if any options had been exercised on the vesting date during the year ended December 31, 2022.

(2) Summarizes for each Named Executive Officer, the aggregate value that would have been realized if any RSUs and/or PSUs had been redeemed on their vesting date during the year ended December 31, 2022 and any Subordinate Voting Shares issued on closing of the IPO in connection with the satisfaction of pre-IPO equity arrangements had been sold on their release date from escrow during the year ended December 31, 2020. The value for the PSUs is based on a share price of C$35.55 (closing price of the Company's shares on March 26, 2021), and the value for the one-time RSUs is based on a share price of $35.90 (closing price of the Company's shares on March 25, 2021).

(3) These are the same amounts as disclosed in the "Annual Incentive Plans" column in the table at "— Summary Compensation Table" above.

Securities Authorized for Issuance under Equity Compensation Plans

The following table shows the Subordinate Voting Shares authorized for issuance from treasury under the Company's equity compensation plans as at December 31, 2022.

Plan Category		Number of Subordinate Voting Shares 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 Subordinate Voting Shares Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Subordinate Voting Shares Reflected in Column (A)) (C)
Equity Compensation Plans Approved by Securityholders		0	N/A	N/A
Equity Compensation Plans not Approved by Securityholders[1]	Long-Term Incentive Plan (Options)	483,426	$34.97	
	Long-Term Incentive Plan (RSUs)	1,082,423	N/A	
	Long-Term Incentive Plan (PSUs)	2,012,664	N/A	3,656,929
Total:		3,578,513[2]	$34.97	3,656,929

(1) In connection with the Company's IPO, the Company implemented the Long-Term Incentive Plan (see "— Long-Term Incentive Plan").

(2) Assuming vesting of PSUs at 200%.

Long-Term Incentive Plan

The Long-Term Incentive Plan is the only equity-based compensation plan providing for the issuance of securities from treasury under which grants may be made by the Company. Under the Long-Term Incentive Plan, the Board may in its discretion from time to time grant Options, share units (in the form of RSUs and PSUs), stock appreciation rights ("**SARs**"),

restricted stock ("**Restricted Stock**") and any other equity-based awards, which may be based on one or more criteria determined by the Board that are consistent with the purpose of the Long-Term Incentive Plan and the interests of the Company, including, without limitation annual incentives or similar compensation payable in the form of Subordinate Voting Shares, to employees and consultants of the Company and affiliated entities. All employees of the Company and certain qualifying consultants are eligible to receive grants under the Long-Term Incentive Plan.

The aggregate number of Subordinate Voting Shares that may be issued pursuant to grants under the Long Term Incentive Plan may not exceed 9,669,599, being 10% of the aggregate of the Multiple Voting Shares and the Subordinate Voting Shares issued and outstanding on closing of the IPO. As of December 31, 2022, 2,434,157 Subordinate Voting Shares had been issued from treasury pursuant to the Long Term Incentive Plan (2.36% of the aggregate Voting Shares issued and outstanding as of that date), 497,733) Subordinate Voting Shares were issuable under outstanding Options (0.47% of the aggregate Voting Shares issued and outstanding as of that date), 1,082,423 Subordinate Voting Shares were issuable under outstanding RSUs (1.05% of the aggregate Voting Shares issued and outstanding as of that date) and up to 2,012,663 Subordinate Voting Shares were issuable under outstanding PSUs (1.96% of the aggregate Voting Shares issued and outstanding as of that date), assuming vesting at 200%. Accordingly, as of December 31, 2022, an aggregate of 6,012,670 Subordinate Voting Shares (5.84% of the aggregate Voting Shares issued and outstanding as of that date) were issuable under outstanding grants of securities based compensation under the Long Term Incentive Plan and 3,656,929 Subordinate Voting Shares (3.55% of the aggregate Voting Shares issued and outstanding as of that date) were reserved for issuance from treasury for potential future grants of securities based compensation under the Long Term Incentive Plan.

The following table shows the Company's "burn rate" (calculated by dividing the number of awards granted during the applicable year, by the weighted average number of basic securities outstanding for the applicable year) for each of the years 2020, 2021 and 2022:

		2022	2021	2020
Long-Term Incentive Plan	Options	0.00%	0.00%	0.00%
	RSUs	0.39%	0.39%	0.70%
	PSUs (1)	0.20%	0.28%	0.68%
	Total (1)	0.60%	0.67%	1.38%

(1) Assuming PSU vesting at 100%.

The Long-Term Incentive Plan limits the maximum number of Subordinate Voting Shares issued to insiders (as defined under TSX rules for this purpose) within any one-year period, or issuable to insiders at any time, in the aggregate, under all security based compensation arrangements to 10% of the then issued and outstanding aggregate Voting Shares. The Long-Term Incentive Plan also limits the aggregate number of Subordinate Voting Shares that may be reserved for issuance to any one participant under the Long-Term Incentive Plan, together with all other share compensation arrangements of the Company, to 5% of the then issued and outstanding aggregate Voting Shares (5,146,379 Subordinate Voting Shares as of December 31, 2022).

Options issued under the Long-Term Incentive Plan, unless otherwise designated by the Board, will vest 25% of each grant on the first four anniversaries of the date of the grant based on continued employment, and may be exercised within ten years from the date of the grant. The Long-Term Incentive Plan also provides that, subject to the terms of the applicable grant, Options will terminate immediately on a termination of employment for cause of a participant with the Company, or within specified time periods following the termination of such employment without cause or upon the resignation, death or disability of the participant. The exercise price for Options issued under the Long-Term Incentive Plan is the closing price of a Subordinate Voting Share on the TSX on the date of grant. The exercise of Options may be subject to vesting conditions, including specific time schedules for vesting and performance-based conditions. In addition, tandem SARs may be granted in connection with a grant of Options, which are subject to the same terms and conditions of the grant of Options. Tandem SARs may be exercised only if and to the extent the related Options are vested and exercisable, and on exercise of a tandem SAR, the related Option will be cancelled, and the participant entitled to the amount in settlement of the tandem SARs. Upon exercise, the tandem SAR will be settled by a cash amount equal to the amount, if any, by which the market price of the Subordinate Voting Shares on the date of exercise of the tandem SAR exceeds the exercise price of the related Option at the time of the grant. The market price used for this purpose is the closing price of a Subordinate Voting Share on the TSX on the exercise date, provided that if the particular date is not a trading day, the market price will be determined as of the next trading day. Such amounts may also be payable by the issuance of Subordinate Voting Shares (at the discretion of the Company).

Upon a participant's termination for cause, any and all outstanding Options whether vested or unvested are forfeited immediately. Subject to the terms of the applicable grant, upon a participant's termination without cause, all vested Options are exercisable for 120 days and all unvested Options remain eligible to vest and if vested, be exercised for 120 days from the

termination date. Upon a participant's resignation, subject to the terms of the applicable grant, all vested Options are exercisable for 90 days and all unvested Options are immediately forfeited. Upon a participant's death or disability, subject to the terms of the applicable grant, all unvested Options will continue to vest in accordance with their grant terms and if vested, be exercisable for 36 months and all vested Options will continue to be exercisable for 36 months from the date of death or disability. Where a participant's death or disability occurs within the first year of a grant, the number of Options that may vest and be exercised over the 36-month period following the participant's date of death or disability shall be pro-rated based on the participant's period of employment during the year of grant. In the event of a participant's resignation that is also a retirement the Company's policy is to extend the period of vesting and exercise for Options in the same manner as would apply in the event of the participant's death or disability.

Under the Long-Term Incentive Plan, eligible participants may be granted standalone SARs, being a right to receive a cash amount equal to the amount, if any, by which the market price of the Subordinate Voting Shares on the date of exercise of the SAR exceeds the market price of the Subordinated Voting Shares at the time of the grant. The market price used for this purpose is the closing price of a Subordinate Voting Share on the TSX on the date of grant, provided that if the particular date is not a trading day, the market price will be determined as of the next trading day. Such amounts may also be payable by the issuance of Subordinate Voting Shares (at the discretion of the Company). The exercise of SARs may also be subject to conditions similar to those which may be imposed on the exercise of Options. Subject to the terms of the applicable grant, upon a participant's termination, all SARs outstanding are immediately forfeited. To date, the Company has not granted any SARs under the Long-Term Incentive Plan.

Under the Long-Term Incentive Plan, eligible participants may be allocated share units in the form of PSUs or RSUs, which represent the right to receive an equivalent number of Subordinate Voting Shares or the market price, being the closing price of a Subordinate Voting Share on the TSX on the date of vesting, provided that if the particular date is not a trading day, the market price will be determined as of the next trading day. The issuance of such Subordinate Voting Shares may be subject to vesting requirements similar to those described above with respect to the exercisability of Options and SARs, including such time or performance-based conditions as may be determined from time to time by the Board in its discretion. The Long-Term Incentive Plan provides for the express designation of share units as either RSUs, which have time-based vesting conditions or PSUs, which have performance-based vesting conditions over a specified period.

Upon a participant's termination for cause, all unvested share units are forfeited immediately. Subject to the terms of the applicable grant or as determined by the Board, upon a participant's termination without cause the number of share units that may vest is subject to pro-ration over the performance or vesting period. Subject to the terms of the applicable grant or as determined by the Board, upon a participant's resignation all unvested PSUs and RSUs are forfeited immediately. Upon a participant's death or disability, subject to the terms of the applicable grant, all unvested share units will vest in accordance with their grant and in the case of PSUs that are subject to performance-based conditions, subject to achieving the applicable performance-based conditions, will vest as if the participant had remained in their position with the Company. Where a participant's death or disability occurs within the first year of a grant, the number of share units that may vest over the performance or vesting period for such grant shall be pro-rated based on the participant's period of employment during the year of grant. In the event of a participant's resignation that is also a retirement the Company's policy is to permit share units to continue to vest over the applicable performance or vesting period to the same extent as would apply in the event of the participant's death or disability.

In the event of a change of control, the Board will have full authority to determine in its sole discretion the effect, if any, of a change of control on the vesting, exercisability, settlement, payment or lapse of restrictions applicable to all outstanding Options, PSUs and RSUs or other equity-based awards issuable pursuant to the Long-Term Incentive Plan. The Board may specify such effect in an applicable grant agreement or determine it at a subsequent time. Subject to applicable law, the Board shall, at any time prior to, concurrently with or after the effective time of a change of control, take such actions as it may consider appropriate, including without limitation, (a) providing for the acceleration of vesting or exercisability of a grant, (b) deem attainment of performance conditions relating to a grant, (c) provide for a lapse of restrictions relating to a grant, (d) provide for the assumption, substitution or other replacement of a grant by a successor or surviving corporation, (e) provide for termination of a grant if not exercised or settled prior to a certain date, or (f) terminate or cancel any outstanding grant in exchange for a cash payment or no consideration.

Under the Long-Term Incentive Plan, eligible participants may be granted Restricted Stock, being Subordinate Voting Shares that are subject to a restriction on the participant's free enjoyment of the Subordinate Voting Shares, which restrictions may be based on the passage of time or the satisfaction of performance-based conditions or the occurrence of one or more events or conditions as the Board may determine. Restricted Stock cannot be sold, transferred or assigned while the restrictions remain in effect, although the participant may vote the Restricted Stock, subject to the provisions of the Principal Shareholders Agreement in the case of the Principal Shareholders, and receive any dividends paid on the Restricted Stock during such period. Restricted Stock is forfeited if the applicable restriction does not lapse prior to the date or the occurrence of the specified event or the

satisfaction of the criteria in the grant agreement. In the event a holder of Restricted Stock is terminated, unless the grant agreement provides otherwise or as otherwise determined by the Board, all Restricted Stock is forfeited immediately.

The interest of any participant under the Long-Term Incentive Plan is generally not transferable or assignable, other than by testamentary disposition by the participant or the laws of intestate succession. However, the Long-Term Incentive Plan does provide that a participant, who is not a U.S. taxpayer, may assign his or her rights (a) in the case of a transfer without the payment of any consideration to the participant's spouse, former spouse, children, stepchildren, grandchildren, parent, stepparent, grandparent, sibling, persons having one of the foregoing types of relationship with the participant due to adoption and any entity in which these persons (or the participant) own more than 50% of the voting interests and (b) to an entity in which more than 50% of the voting interests are owned by these persons (or the participant) in exchange for an interest in that entity.

All grants under the Long-Term Incentive Plan are subject to a clawback by the Company, as determined by the Board, in its sole discretion, in the event the participant: (a) fails to comply with any restrictive covenants; (b) is terminated for cause, or the Board reasonably determines after termination that the participant could have been terminated for cause; (c) the Board reasonably determines that the participant engaged in conduct that caused material financial or reputational harm to the Company or engaged in gross negligence, willful misconduct or fraud in the performance of their duties; or (d) the Company's financial statements are required to be restated and such restatement discloses materially worse financial results in the opinion of the Board.

The following types of amendments to the Long-Term Incentive Plan or the entitlements granted under it require the approval of the Shareholders in accordance with the requirements of the TSX: (a) increasing the maximum number of Subordinate Voting Shares that may be issued under the Long-Term Incentive Plan; (b) reducing the exercise price of an outstanding Option (including cancelling and, in conjunction therewith, re-granting within six months an Option at a reduced exercise price); (c) extending the term of any grant; (d) amending the assignment rights of participants currently contemplated by the Long-Term Incentive Plan; (e) permitting a non-employee director to be eligible for grants under the Long-Term Incentive Plan; (f) increasing the percentage limit on Subordinate Voting Shares issuable or issued to insiders under the Long-Term Incentive Plan; (g) amending the Long-Term Incentive Plan to provide for other types of equity compensation through equity issuance; (h) amending the Long-Term Incentive Plan, the effect of which would cause Options held by U.S. taxpayers to no longer receive specific tax treatment under the US Internal Revenue Code; and (i) amending the amendment provision or granting additional powers to the Board to amend the Long-Term Incentive Plan or grants without Shareholder approval.

The Board may approve amendments to the Long-Term Incentive Plan or the entitlements granted under it without Shareholder approval, other than those specified above as requiring approval of the Shareholders, subject to any regulatory approvals including, where required, the approval of the TSX, including: (a) amendments of a "housekeeping" nature; (b) a change to the vesting provisions of any grants; (c) a change to the termination provisions of any grant that does not entail an extension beyond the original term of the grant; or (d) amendments to the provisions relating to a change in control.

Employment Agreements, Termination and Change of Control Benefits

Mr. Varadi is a significant shareholder of the Company and does not have an employment agreement with the Company. The employment contract for Ms. Deakin does not provide for any payments at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in responsibilities.

The employment agreements of Mr. Rangel, Mr. Segal, and Mr. Wilson include provisions regarding base salary, annual incentives, eligibility for long-term incentives, benefits, confidentiality, non-solicitation and non-competition covenants, and ownership of intellectual property, among other things. The non-solicitation and non-competition covenants under Mr. Rangel's agreement survive for 24 months following termination of employment, and under Mr. Segal's and Mr. Wilson's agreements survive for 12 months following termination of employment.

In the case of termination of employment without cause or resignation for good reason (as defined in the employment agreement; "good reason" means a material reduction in the Executive's title, duties or responsibilities; or a material reduction in the Executive's base salary, executive allowance or target rate of annual bonus under the AIP) for Mr. Rangel, Mr. Rangel will be entitled to: (i) the continuance of base salary (which is in effect at the time the notice of termination is delivered) for the length of the notice period; plus (ii) the average annual incentive paid to him under the AIP for the previous three years, or if less than three years' service the previous fiscal year award, if any) in equal payroll installments for the length of the notice period. The notice period is 24 months. In addition, Mr. Rangel will also be entitled to a pro-rated portion of the amount that would be payable to him, if any, under the AIP for the year in which the termination occurs, based on the number of days served in that calendar year. In the event a termination without cause or resignation for Good Reason occurs prior to the fourth

(4th) anniversary of the hire date, the Company shall pay reasonable relocation expenses in connection with Mr. Rangel's relocation to the United States. Additionally, Mr. Rangel is entitled to the continuance of benefits for the notice period, excluding short-term disability, long-term disability, accidental death and dismemberment and life insurance. In the event that Mr. Rangel commences employment or a consulting arrangement with another party during his notice period, he will only be entitled to 50% of the remaining base salary entitlement payable during the remainder of the notice period. In the event of Mr. Rangel's termination of employment due to death or disability, Mr. Rangel (or Mr. Rangel's estate as the case may be) will not receive the notice period or the entitlements set out above. Rather, Mr. Rangel would receive any applicable entitlements under the ESA as well as: (i) payment of any unpaid AIP bonus earned for any prior completed year; (ii) a pro-rated AIP bonus up to the date of death or disability; (iii) any unpaid installment(s) of the special signing bonus; and (iv) any vested portion of the special sign-on RSU grant.

In the case of termination of employment without cause (as defined in the employment agreement) for Mr. Segal, he will be entitled to: (i) the continuance of base salary (which is in effect at the time the notice of termination is delivered) for the length of the notice period; plus (ii) the average annual incentive paid to him under the AIP for the previous two years, or if less than two years but more than one year has passed since the completion of the IPO then the amount, if any, paid to such applicable persons for said prior year under the AIP; provided that if he is terminated prior to the completion of the first year of the AIP then he will not be entitled to any additional payment under the AIP except as set out in the following sentence. In addition, Mr. Segal will also be entitled to a pro-rated portion of the amount that would be payable to him, if any, under the AIP for the year in which the termination occurs, based on the number of months served in that calendar year. The notice period is 15 months, plus one additional month for each full year of service up to a maximum of 18 months (for 2022, Mr. Segal would be entitled to a notice period of 18 months if terminated without cause). Additionally, Mr. Segal is entitled to the continuance of benefits for the notice period, excluding short-term disability, long-term disability, accidental death and dismemberment and life insurance. In the event that Mr. Segal commences employment or a consulting arrangement with another party during his notice period, he will only be entitled to 50% of the remaining portion of the entitlements payable during the remainder of the notice period.

In the case of termination of employment without cause (as defined in the employment agreement) for Mr. Wilson, he will be entitled to: (i) the continuance of base salary (which is in effect at the time the notice of termination is delivered) for the length of the notice period. The notice period is 12 months, plus one additional month for each full year of service up to a maximum of 18 months (for 2022, Mr. Wilson would be entitled to a notice period of 12 months if terminated without cause). In the event that Mr. Wilson commences employment or a consulting arrangement with another party during his notice period, he will only be entitled to 50% of the remaining portion of the entitlements payable during the remainder of the notice period.

The Company has a double-trigger change of control provision for all executive team members. See also "– Long-Term Incentive Plan" for a description of the treatment of Options, PSUs and RSUs or other equity-based awards issuable pursuant to the Long-Term Incentive Plan under the various scenarios described in this section.

The table below shows the incremental payments that would be made to the Company's Named Executive Officers upon the occurrence of certain events, if such events were to have occurred on December 31, 2022. The Named Executive Officers are also eligible for the continuation of normal perquisites and benefits during the notice period, which in the aggregate do not exceed C$50,000.

Name	Event	Severance[1]	PSUs	RSUs	Options	Other Payments	Total
Max Rangel	Termination without Cause	$2,617,655	—	—	—	—	$2,617,655
Global President and Chief Executive Officer	Termination without Cause within 12 months from a Change of Control	$2,617,655	—	—	—	—	$2,617,655
Mark Segal	Termination without Cause	$955,224	—	—	—	—	$955,224
Executive Vice President and Chief Financial Officer	Termination without Cause within 12 months from a Change of Control	$955,224	—	—	—	—	$955,224
Ben Varadi	Termination without Cause	—	—	—	—	—	—
Executive Vice President and Chief Creative Officer	Termination without Cause within 12 months from a Change of Control	—	—	—	—	—	—
Tara Deakin	Termination without Cause	—	—	—	—	—	—
Executive Vice President and Chief People Officer	Termination without Cause within 12 months from a Change of Control	—	—	—	—	—	—

Name	Event	Severance[1]	PSUs	RSUs	Options	Other Payments	Total
Jason Wilson ..... *Executive Vice President and Chief Information Officer*	Termination without Cause	$332,250	—	—	—	—	$332,250
	Termination without Cause within 12 months from a Change of Control	$332,250	—	—	—	—	$332,250

(1) Severance payments are calculated based on actual salary in effect as at the end of fiscal 2022, the average annual incentive paid to Mr. Rangel for the previous three years, or if less than three years' service the previous fiscal year award, if any, and the two year average annual incentive amount paid to Mr. Segal. The severance amounts reported in the above table for Mr. Rangel, Mr. Segal and Mr. Wilson have been converted to U.S. dollars using the December 30, 2022 (being the last trading day of the year) rate of exchange posted by the Bank of Canada for conversion of U.S. dollars into Canadian dollars of $1.00 equals C$1.3544.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No Directors, executive officers or proposed nominees for election as Directors (or any associates thereof) are indebted to the Company and the Company has not guaranteed or otherwise agreed to provide assistance in the maintenance or servicing of any indebtedness of any Director, executive officer or proposed nominee for election as a Director (or any associates thereof).

SAY-ON-PAY

The Board believes that Shareholders should have the opportunity to fully understand the objectives, philosophy and principles the Company has used in its approach to executive compensation decisions and, for the first time, commencing at the Meeting, to have an annual advisory vote on the Company's approach to executive compensation. Shareholders are being asked to consider and, if appropriate, approve the following resolution (the "**Say-on-Pay Resolution**"):

"BE IT RESOLVED THAT:

on an advisory basis and not to diminish the role and responsibilities of the board of directors, that the shareholders accept the approach to executive compensation disclosed in the Company's management proxy circular delivered in advance of the 2023 annual meeting of shareholders."

Unless a Shareholder has submitted a proxy directing that the shares be voted "against" the Say-on-Pay Resolution, the representative of the Company named in the form of proxy will vote the shares represented thereby "FOR" the Say-on-Pay Resolution.

The purpose of the "Say-on-Pay" advisory vote is to provide appropriate director accountability to the Shareholders for the Board's compensation decisions by giving Shareholders a formal opportunity to provide their views on the disclosed objectives of the executive compensation plans, and on the plans themselves. While Shareholders will provide their collective advisory vote, the Directors of the Company remain fully responsible for their compensation decisions and are not relieved of these responsibilities by a positive advisory vote by Shareholders. As this is an advisory vote, the results will not be binding upon the Board. However, the Board will take the results of the vote into account, as appropriate, when considering future compensation decisions.

CORPORATE GOVERNANCE

Director Independence

Currently, the Board is composed of fourteen Directors, eight of which (being a majority) are considered to be independent within the meaning of Section 1.4 of the NI 52-110, being Michael Blank, Reggie Fils-Aimé, Kevin Glass, Dina R. Howell, Christina Miller, Christi Strauss, Brian Whipple and Charles Winograd. Messrs. Rangel and Varadi are not considered to be Independent Directors since they serve as executive officers of the Company, and Messrs. Harary and Rabie are not considered to be Independent Directors since they served as executive officers of the Company within the prior three years. As a partner of Torkin Manes LLP, which provides legal services to the Company, Mr. Cohen is not considered to be an Independent Director. Mr. Clark provides advisory services to the Majority Principals, and accordingly is not considered to be an Independent Director.

Mr. Whipple is not standing for re-election at the Meeting. Accordingly, seven of the thirteen nominees for election as Directors at the Meeting (being a majority) are independent within the meaning of Section 1.4 of the NI 52-110.

The Company has taken steps to ensure that adequate structures and processes are in place to permit the Board to function independently of management of the Company. In particular, as Mr. Harary, a non-Independent Director, is the Chair of the Board, and Mr. Clark, a non-Independent Director, is the Deputy Chair of the Board, Mr. Winograd, an Independent

Director, acts as the Lead Director (see "— Position Descriptions"). Further, the Audit Committee is composed entirely of Independent Directors, while a majority of both the G&N Committee and HR&C Committee are Independent Directors. The Board has also adopted a policy that the Independent Directors will hold *in camera* sessions at each meeting of the Board and its committees, at which management and non-Independent Directors are not to be present. The Independent Directors also have the opportunity, at their discretion, to hold *ad hoc* meetings that are not attended by management and non-Independent Directors. During 2022, the Independent Directors held *in camera* or *ad hoc* meetings that were not attended by management and non-Independent Directors at each of the Board, Audit Committee, G&N Committee and HR&C Committee meetings.

Board Mandate

The Board operates under the Mandate of the Board of Directors set out at Appendix A hereto, pursuant to which it provides governance and stewardship to the Company and its business. The Mandate also describes the Board's responsibility for, among other things: participating in the development of and adopting a strategic plan for the Company; supervising the activities and managing the affairs of the Company; defining the roles and responsibilities of management and delegating management authority to the Global President and CEO; reviewing and approving the business and investment objectives to be met by management; assessing the performance of and overseeing management; identifying and managing risk exposure; ensuring the integrity and adequacy of the Company's internal controls and management information systems; succession planning; establishing committees of the Board, where required or prudent, and defining their mandate; ensuring effective and adequate communication with shareholders, other stakeholders and the public; determining the amount and timing of dividends, if any, to shareholders; and monitoring the social responsibility, integrity and ethics of the Company.

Further, the Mandate of the Board of Directors provides that, from time to time on an ad hoc basis, if and when required or otherwise viewed by the Board as being prudent in the circumstances, the Board will form a special committee of disinterested directors to review and evaluate any material related party or other significant conflict of interest transactions involving the Company (except for material transactions solely involving the Company and one or more wholly-owned subsidiaries of the Company).

Board Committees

Audit Committee

The Audit Committee consists of Mr. Glass (Chair), Mr. Fils-Aimé, Mr. Blank and Mr. Winograd, each of whom is considered "independent" for purposes of audit committees and "financially literate" within the meaning of NI 52-110. The Audit Committee operates under the Charter of the Audit Committee, pursuant to which the Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to: financial reporting and disclosure; ensuring that an effective risk management and financial control framework has been designed, implemented and tested by management of the Company; external audit processes; helping Directors meet their responsibilities; providing better communication between Directors and external auditors; enhancing the independence of the external auditors; increasing the credibility and objectivity of financial reports; and strengthening the role of Directors by facilitating in-depth discussions among Directors, management and the external auditors regarding significant issues involving judgment and impacting quality controls and reporting.

In accordance with NI 52-110, Shareholders may obtain further information concerning the Company's Audit Committee in the Company's most recent Annual Information Form, which is available under the Company's profile on SEDAR at www.sedar.com.

Governance and Nominating Committee

The G&N Committee consists of Mr. Winograd (Chair), Mr. Cohen, Mr. Glass and Ms. Howell, a majority of whom are Independent Directors. The Board has adopted a written charter for the G&N Committee setting out its responsibilities for nomination and governance matters, as described below at "— Nomination and Election of Directors", "— Orientation and Continuing Education" and "— Assessments". The G&N Committee is also responsible for updating the Board on environmental and social issues and for reviewing and assessing the Company's corporate social responsibility strategy and related reporting for environmental and social matters, including donations, sponsorship, and community investment; including monitoring its performance.

Human Resources and Compensation Committee

The HR&C Committee consists of Ms. Howell (Chair), Mr. Cohen, Ms. Miller, Ms. Strauss, and Mr. Whipple, a majority of whom are Independent Directors. The Board has adopted a written charter for the HR&C Committee setting out its

responsibilities for compensation matters, as described at "Executive Compensation — Compensation Governance — Role of the Human Resources and Compensation Committee".

Position Descriptions

As a controlled corporation, the Company believes it is appropriate for the position of Chair of the Board to be held by a non-Independent Director and for such individual to be one of the Company's controlling shareholders.

The Board has adopted a written position description for the Chair of the Board, which sets out the Chair's key responsibilities, including for: providing overall leadership to enhance the effectiveness of the Board; chairing Board and Shareholder meetings; ensuring that timely and relevant information and other resources are available to the Board to adequately support its work; fostering ethical and responsible decision making and a healthy governance culture; supporting orientation of new, and the continued education of, incumbent Directors; serving as a liaison between the Board and management of the Company and acting as an advisor to and sounding board for the Global President and CEO; and providing additional services required by the Board.

The Board has also adopted a written position description for the Deputy Chair of the Board. The Deputy Chair of the Board's key responsibilities include: assisting the Chair of the Board in fulfilling the responsibilities as set out in the position description for the Chair of the Board; fulfilling the responsibilities of the Chair of the Board as set out in the position description of the Chair of the Board during any absence of the Chair (except as otherwise to be fulfilled by the Lead Director pursuant to the position description of the Lead Director) or as delegated by the Chair of the Board to the Deputy Chair of the Board; leading meetings of the Board in any absence of the Chair of the Board; assisting the Chair of the Board, in consultation with the Lead Director, Global President and CEO, and Corporate Secretary, to establish the Board schedule in advance and co-ordinating the agenda for Board meetings; and providing additional services required by the Chair of the Board.

The Board has also adopted a written position description for the Lead Director. As long as the Chair of the Board is not an Independent Director, there will be a Lead Director. The Lead Director's key responsibilities include: providing leadership to ensure the Board works in an independent, cohesive fashion; partnering with the Chair of the Board, Deputy Chair of the Board, Global President and CEO and Corporate Secretary to set the agenda for Board meetings; chairing meetings of Independent Directors without management present; acting as a liaison between the Independent Directors and the Chair of the Board and the Deputy Chair of the Board; and providing additional services required by the Board.

The Board has also adopted a written position description for each of the Board committee Chairs which sets out each of the committee Chair's key responsibilities, including duties relating to: providing leadership to foster the effectiveness of the committee; ensuring there is an effective relationship between the Board and the committee, including by providing a report to the Board on material matters considered by the committee; preparing the agenda for each meeting of the committee; chairing committee meetings; and providing additional services required by the Board and the committee.

The Board has also adopted a position description for the Global President and CEO which sets out the key responsibilities of the Global President and CEO including for: developing and recommending to the Board business strategies, financial and operational plans in support of the Company's vision and long-term objectives that are consistent with creating value; developing and recommending to the Board annual business plans and budgets that support the Company's long-term strategy; providing leadership and direction, maintaining a high level of employee morale and motivation, with a view to ensuring the implementation of the Company's strategy; fostering a corporate culture that promotes integrity and ethical values throughout the organization; developing and motivating executive officers, and providing overall management to ensure the effectiveness of the leadership team; developing and recommending to the Board annual business plans and budgets that support the Company's long-term strategy; ensuring that succession plans are in place for the Company; and serving as the Company's chief spokesperson.

Nomination and Election of Directors

The Principal Shareholders Agreement provides that the Majority Principals are entitled to select 80% of the Director nominees for election (being 9 of the 12 Director nominees) and that two of the Directors nominated by the Majority Principals shall be Independent Directors. Accordingly, the G&N Committee is currently responsible for identifying three candidates for election to the Board. The selection of Director nominees by the G&N Committee is done in consultation with the Majority Principals. The requirement to nominate Independent Directors must first be satisfied by the nominees of the G&N Committee and, if not sufficient, by the Majority Principal Nomination Rights. For further information regarding the Director nomination procedures under the Principal Shareholders Agreement and the Company's Advance Notice Provisions see "Election of Directors".

Subject to the terms of the Principal Shareholders Agreement, as applicable, the G&N Committee is responsible for periodically reviewing the size of the Board, with a view to determining the impact of the number of directors on the effectiveness of the Board, and identifying potential nominees to the Board, reviewing their qualifications and experience, determining their independence as required under all applicable corporate and securities laws, and recommending to the Board the nominees for consideration by, and presentation to, the shareholders at the Company's next shareholders' meeting. In making its recommendations, the G&N Committee considers the competencies and skills that the Board considers to be necessary for the Board as a whole to possess, the competencies and skills that the Board considers each existing Director to possess, and the competencies and skills each new nominee will bring to the boardroom, as well as the objectives of the Diversity Policy of the Company with respect to the Board. The G&N Committee also considers the amount of time and resources that nominees have available to fulfill their duties as Board members or committee members, as applicable. As part of the periodic review described above, in fiscal 2022 the G&N Committee determined to recommend an increase in the size of the Board from 12 to 13 members, which was implemented at the Company's 2022 annual and special meeting of Shareholders.

The following chart highlights certain skills, experience and characteristics possessed by the nominees for election to the Board at the Meeting that are viewed as being relevant to the proper functioning of the Board. This is not intended to be an exhaustive list of each Director's skills.

Certain Experience	Michael Blank	W. Edmund Clark	Jeffrey I. Cohen	Reginald Fils-Aimé	Kevin Glass	Ronnen Harary	Dina R. Howell	Christina Miller	Anton Rabie	Max Rangel	Christi Strauss i	Ben Varadi	Charles Winograd
Global Executive Leadership	√	√	√	√	√	√	√	√	√	√	√	√	√
Strategy & Business Development	√	√	√	√	√	√	√	√	√	√	√	√	√
Human Resources & Compensation	√	√	√	√	√	√	√	√	√	√	√		√
Corporate Governance		√	√	√	√	√	√		√	√	√		√
Finance & Audit		√	√	√	√	√	√	√	√	√	√		√
Technology & Automation	√		√	√	√	√	√			√			√
Marketing, Brand and Franchise Development	√	√	√	√	√	√	√	√	√	√	√	√	√
Sales, Retail Distribution and eCommerce (Omni Channel)	√		√	√	√	√	√	√	√	√	√		√
Toys, Entertainment and Digital Games Industry Background	√		√	√		√	√	√	√	√		√	
Environmental, Social and Governance (ESG) / Corporate Social Responsibility (CSR)		√	√	√	√	√	√		√	√	√		√
Global Supply Chain & Operations Management			√		√	√	√		√	√	√		√

The Board believes that diversity is important to ensure that Board members provide the necessary range of perspectives, experience and expertise required to achieve effective stewardship of the Company. The Board is committed to cultivating a diverse and inclusive culture and nominating the best individuals to fulfill Director roles, based on merit and suitability. The Company has a written diversity policy (the "**Diversity Policy**"), which includes provisions relating to diversity and the identification and nomination of directors. For purposes of the Diversity Policy, diversity includes, but is not limited to: gender, age, race, nationality, culture, language and other ethnic distinctions, education, regional and industry experience, and expertise. The Diversity Policy provides that in fulfilling its role in recommending candidates for Director nominations, the G&N Committee considers candidates based on merit and against objective criteria with due regard to the benefits of diversity, but not the level of representation of any particular group beyond women among other relevant criteria. At this time, the Company has not adopted a

target regarding the representation of women on the Board, as the Board believes that arbitrary targets are not in the best interests of the Company. The Board is committed to nominating the best individuals to be elected as Directors of the Company.

The Board recognizes that gender diversity is a significant aspect of diversity and acknowledges the important role of women in contributing to diverse perspectives in the boardroom. Accordingly, in order to promote the specific objective of gender diversity, the selection process for Board appointees/nominees by the Company will involve a short-list identifying potential candidates that must include at least one female candidate for each available Board seat for which the Company is responsible for selecting director nominees and if, at the end of the selection process, no female candidates are selected, the Board must be satisfied that there are objective reasons to support this determination. The Majority Principal Nominees are proposed for election as Directors by the Majority Principals and, necessarily, are not governed by the Diversity Policy. On an annual basis, the G&N Committee assesses the effectiveness of the Board's appointment/nomination process at achieving the Company's diversity objectives and consider and, if determined advisable, recommend to the Board for adoption, measurable objectives for achieving diversity on the Board. Pursuant to the Principal Shareholders Agreement, the Majority Principals are entitled to select 80% of the Director nominees for election to the Board at each meeting of Shareholders and, as such, the Board is not in a position to have an impact on the diversity of such candidates.

Upon completion of the IPO and upon adoption of the Diversity Policy in 2016, there was one woman on the Board, representing 11% of the Directors of the Company. There are currently three women on the Board, representing 21% of the Directors. If the nominees for election at the Meeting are elected as Directors by the Shareholders at the Meeting, there will be three women on the Board, representing 23% of the Directors of the Company. Of the seven candidates for election to the Board that are independent Directors, three are women (representing 43% of such candidates), while of the three candidates for election to the Board that the G&N Committee is responsible for identifying, two are women (representing 67% of such candidates).

The Board currently also comprises two individuals who identify as being among "members of visible minorities" (representing 14% of the Directors) and no individuals who identify as "Aboriginal peoples", "persons with disabilities" (each as defined in the *Employment Equity Act* (Canada)), or members of the LGBTQ+ community. Of the seven candidates for election to the Board that are independent Directors, one individual identifies as being among "members of visible minorities" (representing 14% of such Directors) and none identify as "Aboriginal peoples", "persons with disabilities", or members of the LGBTQ+ community, while of the three candidates for election to the Board that the G&N Committee is responsible for identifying, none identify as "members of visible minorities", "Aboriginal peoples", "persons with disabilities", or members of the LGBTQ+ community.

The G&N Committee is also responsible for periodically examining and making recommendations to the Board in relation to mechanisms of Board renewal. The Company currently does not have any policies imposing a term or retirement age limit in connection with individuals nominated for election as Directors, as the G&N Committee and the Board believe that such arbitrary limits are not in the best interests of the Company. It is the Board's intention to strive to achieve a balance between the desirability to have a depth of institutional experience from its members on the one hand, and the need for renewal and new perspectives on the other hand.

Orientation and Continuing Education

The Company has an orientation program to assist new directors with contributing effectively to the work of the Board as soon as possible. New directors receive written materials on the Board and committee mandates, the Company's structure, organization, current priorities and an education from each functional area within the Company to provide an overview as to the nature and operation of the Company and its business. Additionally, there are periodic presentations from senior management on major business strategy, industry trends, customer requirements and competitive issues. Through this orientation program, new directors have the opportunity to become familiar with the role of the Board and its committees, the contribution individual directors are expected to make, and the nature and operation of the Company's business.

The G&N Committee is also responsible for coordinating the continuing education program for Directors in order to maintain or enhance their skills and abilities as Directors, as well as ensuring that their knowledge and understanding of the Company and its business remains current. Internal personnel regularly make presentations to the Board on topics including: the Company's Global Business Units, discussing each unit's core products and strategy, as well as the competitive landscape; human resource, sales and marketing, operations and infrastructure objectives and developments; and international expansion into specific markets.

In 2022, the following education sessions were organized for the Board:

Date	Session Topic
November 14, 2022	Digital Games Data, Monetization and Forecasting.

Director Evaluation and Board Assessment

The G&N Committee, in consultation with the Chair of the Board, is responsible for ensuring that an appropriate system is in place to evaluate the effectiveness of the Board, the Board committees and individual Directors, with a view to ensuring that they are fulfilling their respective responsibilities and duties and working effectively together as a unit.

The scope, focus and requirements of the evaluation and review will vary each evaluation to address the current needs of the Board. The Board has in some years retained an external advisor to assist in these evaluations. The evaluation process for a given year may involve all or any of a careful examination of individual directors, committees and the Board, and of the Board's role, structure, objectives, effectiveness and relationship with management. The results of the evaluations are summarized to identify strengths, opportunities and suggestions with respect to each area of discussion. The G&N Committee Chair reports on such summary to the G&N Committee and to the full Board. The G&N Committee also informally monitors Director performance throughout the year (noting particularly any Directors who have had a change in their primary job responsibilities or who have assumed additional directorships since their last assessment) to ensure that the Board, the Board committees and individual Directors are performing effectively. In addition, going forward, each Director will be required to complete, on a bi-annual basis, a confidential written evaluation with respect to the performance of the Board; the performance of its committees; and a peer evaluation of the contributions of the other Directors to the Board and its committees. The results of the evaluations will be summarized by the Chair of the G&N Committee and presented to the full Board. In addition, the Chair of the Board or the Deputy Chair will review with each Director that Director's aggregate peer evaluation results. In the case of the peer evaluation results for the Chair of the Board, those results will be reviewed with the Chair of the Board by the Chair of the G&N Committee.

Ethical Business Conduct and Compliance

The Board has adopted a Code of Ethics and Business Conduct (the "**Code**") applicable to each Director, officer, employee and representative of the Company and its subsidiaries. The Code provides a set of ethical standards for conducting the business and affairs of the Company with honesty, integrity and in accordance with high ethical and legal standards. The Code was most recently amended in August 2021 and is available from the Executive Vice President and General Counsel, Corporate Secretary of the Company at 225 King Street West, Toronto, Ontario, M5V 3M2 and under the Company's profile on SEDAR at www.sedar.com.

As part of the Code, a member of the Board who has a material interest in a matter before the Board or any Board committee on which he or she serves is required to disclose such interest as soon as the member of the Board becomes aware of it. In situations where a member of the Board has a material interest in a matter to be considered by the Board or a Board committee, such member of the Board must disclose such interest to the Board and may be required to absent himself or herself from the meeting while discussions and voting with respect to the matter are taking place. See also "– Board Mandate".

The G&N Committee is responsible for reviewing and evaluating the Code from time to time and making recommendations for any necessary or appropriate changes to the Board. The G&N Committee also assists the Board with the monitoring of compliance with the Code, and the Board is responsible for considering any waivers of the Code. Each person to which the Code applies is required to certify his or her acknowledgement and acceptance of it upon, and periodically during, his or her employment or engagement.

The Company has also adopted an Anti-Bribery & Corruption Policy to provide guidance and procedures to ensure that its business is conducted in an honest and ethical manner, in compliance with all applicable laws and regulations pertaining to bribery and corruption; and a Whistleblowing Policy to establish a procedure for the Company to receive confidential and anonymous concerns and/or complaints regarding a reportable behaviour, as well as procedures to investigate, escalate, report and address allegations of reportable behaviour received by the Company.

Succession Planning

The Board is responsible for overseeing the succession planning processes of the Company with respect to senior management positions. The Company's succession planning process, which is tailored to its particular circumstances as a controlled company with the founding controlling shareholders as members of management team, includes the identification and consideration of suitable short- and long-term candidates to hold the applicable roles, on both an interim and permanent basis. Candidates are considered based on various factors, including (where relevant) executive experience, market and industry

expertise, familiarity with the Company's business, past performance with the Company, as well as past successes in achieving particular corporate goals.

Executive Officer Diversity

The Company is committed to selecting highly-qualified individuals to fulfill management roles and considers the qualities and experiences of candidates, including their educational background, business experience, expertise and integrity, in the selection and recruitment of its executive officers. The Company believes the presence of qualified and diverse individuals in executive positions is important to ensure that management provides the necessary range of perspectives, experience and expertise. The Company also recognizes the significant contributions that women with appropriate and relevant skills and experience can make to the diversity of perspective in executive management roles, but has not established targets for this purpose as the Board believes that arbitrary targets are not in the best interests of the Company.

In addition to the Diversity Policy's objectives with respect to Board composition, the Diversity Policy governs the Board's diversity objectives with respect to its executive management team. The Diversity Policy is engaged in connection with succession planning and the appointment of members of the executive management team. As noted above, the Board recognizes that gender diversity is a significant aspect of diversity and acknowledges the important contributions that women with the right competencies and skills can make to the diversity of perspective in executive management roles. Accordingly, in order to promote the specific objective of gender diversity, the Company will (i) implement policies which address impediments to gender diversity in the workplace and review their availability and utilisation, (ii) regularly review the proportion of women at all levels of the Company, (iii) monitor the effectiveness of, and continue to expand on, existing initiatives designed to identify, support and develop talented women with leadership potential, and (iv) continue to identify new ways to entrench diversity as a cultural priority across the Company.

Upon adoption of the Diversity Policy in 2016, there was one woman who occupied an executive officer position within the Company (being 10% of the executive officers at such time). There are currently two women who occupy an executive officer position within the Company (being 18% of the executive officers), an increase of one woman since the Diversity Policy was adopted. With respect to its senior management, approximately 40% of the Company's employees with a "Director" title and above are women. On a periodic basis, the G&N Committee assesses the effectiveness of the executive management team appointment process at achieving the Company's diversity objectives and consider and, if determined advisable, recommend to the Board for adoption, measurable objectives for achieving diversity amongst executive management roles.

Shareholder Engagement

The Company communicates with shareholders through a variety of channels including the annual report, quarterly reports, Annual Information Form, Management Proxy Circular, Corporate Social Responsibility Report, news releases and the Company's website. The Company engages directly with shareholders on a regular basis through ongoing interactions and more formal methods of engagement such as the annual shareholders' meeting, quarterly earnings conference calls, and investor relations' events, organized by the Company's investor relations. The Chief Financial Officer, the head of Investor Relations and other senior management meet regularly with investment analysts and institutional investors, in Canada and internationally, as well as regularly attend and speak at various investor conferences and broker-sponsored meetings with groups of investors and potential investors.

The G&N Committee is responsible for reviewing and approving the Company's stakeholder engagement framework, including for directors' meetings with shareholders, and oversees the effectiveness of the measures in place for receiving shareholder feedback.

Shareholders may contact Investor Relations at investor.relations@spinmaster.com and may also communicate directly with the Directors through the Lead Director at boardofdirectors@spinmaster.com. On receipt of communication addressed to the Lead Director, it will be forwarded to the appropriate addressee(s).

DIRECTOR AND OFFICER INSURANCE

The Company's current directors' and officers' insurance policies provide for aggregate coverage of $70 million. The policies protect the Company's directors and officers against liability incurred by them while acting in their capacities as directors and officers of the Company and its subsidiaries. The Company's cost for these policies is approximately $300,000 annually. Limits available under the policies are subject to a self-retention of $1,000,000 for securities claims and $500,000 for all other types of claims.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Torkin Manes LLP, of which Mr. Jeffrey I. Cohen is a partner, provided legal services to the Company and its subsidiaries during fiscal 2022 and has been providing, and is expected to continue to provide, legal services to the Company in the fiscal year ending December 31, 2023. For fiscal 2022, the Company incurred legal fees of approximately C$1.67 million for legal services rendered by Torkin Manes LLP.

Except as otherwise disclosed in this Circular, no Director or executive officer of the Company, person or company that beneficially owns, or controls or directs, directly or indirectly, Voting Shares carrying more than 10% of the voting rights attached to all outstanding Voting Shares, or associate or affiliate of any of the foregoing persons or companies, has or had a material interest, direct or indirect, in any transaction occurring on or since the beginning of fiscal 2022, or in any proposed transaction that has materially affected or will materially affect the Company.

APPOINTMENT OF AUDITORS

Deloitte LLP, Chartered Professional Accountants, Chartered Accountants Licensed Public Accountants, located in Toronto, Ontario are currently the auditors of the Company and have been the auditors of the Company (including its predecessors) for the past 22 years. The Directors recommend that Deloitte LLP be re-appointed as auditors of the Company, to hold office until the close of the next AGM or until a successor is appointed, and that the Directors of the Company be authorized to fix Deloitte LLP's remuneration as the auditors of the Company.

In accordance with NI 52-110, Shareholders may obtain further information concerning the fees paid to the auditors of the Company in the Company's most recent Annual Information Form, which is available under the Company's profile on SEDAR at www.sedar.com.

Except where authority to vote in respect of the matter has been withheld, the representatives of management named in the form of proxy will vote the Voting Shares represented thereby FOR the re-appointment of Deloitte LLP as the auditors of the Company and to authorize the Directors of the Company to fix the remuneration of Deloitte LLP as the auditors of the Company.

SHAREHOLDER PROPOSALS

The final date by which the Company must receive a proposal for any matter that a Shareholder proposes to raise at the AGM to be held in 2023 is March 5, 2023.

ADDITIONAL INFORMATION

Additional information relating to the Company (including, without limitation, its Annual Information Form) can be found under the Company's profile on SEDAR at www.sedar.com. Additional financial information is provided in the Company's audited consolidated financial statements and management's discussion and analysis for the Company's most recently completed financial year. Copies of this Circular, the Annual Information Form and audited consolidated annual financial statements of the Company as at and for the year ended December 31, 2022, and related management's discussion and analysis, may be obtained without charge by writing to the Executive Vice President & Chief Financial Officer of the Company at 225 King Street West, Toronto, Ontario, M5V 3M2.

APPROVAL OF THE DIRECTORS

The contents of this Circular and the sending thereof to the shareholders of the Company have been approved by the Board.

Toronto, Ontario, March 13, 2023.

By Order of the Board of Directors

(signed) *"Christopher Harrs"*
Executive Vice President and
General Counsel, Corporate Secretary

APPENDIX A

SPIN MASTER CORP.
MANDATE OF THE BOARD OF DIRECTORS

Effective Date: November 3, 2021

1. Statement of Purpose

The Board of Directors (the "**Board**") is responsible for the stewardship of Spin Master Corp. (the "**Company**") and for supervising the management of the business and affairs of the Company. Accordingly, the Board acts as the ultimate decision-making body of the Company, except with respect to those matters that must be approved by the shareholders. The Board has the power to delegate its authority and duties to Board committees or individual members and to senior management as it determines appropriate, subject to any applicable law. The Board explicitly delegates to senior management responsibility for the day-to-day operations of the Company, including for all matters not specifically assigned to the Board or to any committee of the Board. Where a committee of the Board or senior management is responsible for making recommendations to the Board, the Board will carefully consider those recommendations.

Certain aspects of the composition and organization of the Board (including: the number, qualifications and remuneration of directors; the number of Board meetings; Canadian residency requirements; quorum requirements; and meeting procedures and notices of meetings) are prescribed by the *Business Corporations Act* (Ontario), the *Securities Act* (Ontario), the Company's articles and by-laws, subject to any exemptions or relief that may be granted from such requirements, and applicable Company agreements, including the Principal Shareholders Agreement (as defined in the Company's supplemented PREP prospectus dated July 22, 2015). In addition, certain of the provisions of this Mandate may be affected or superseded by the provisions of the Principal Shareholders Agreement. In the event of a conflict between the provisions of this Mandate and the provisions of the Principal Shareholders Agreement, the provisions of the Principal Shareholders Agreement shall prevail.

2. Board Mandate

The directors' primary responsibility is to act in good faith and to exercise their business judgment in what they reasonably believe to be the best interests of the Company. In fulfilling its responsibilities, the Board is, among other matters, responsible for the following:

- participating in the development of the Company's strategic planning process and adopting a long-term strategic plan for the Company;
- determining, from time to time, the appropriate criteria against which to evaluate performance and set strategic goals and objectives;
- monitoring performance against both strategic goals and objectives of the Company and satisfying itself that the Company is pursuing a sound strategic direction in accordance with such goals and objectives;
- reviewing, and if advisable, approving management's annual fiscal plan;
- reviewing operating and financial performance results relative to established corporate goals and objectives;
- reviewing reports provided by management regarding the principal risks associated with the Company's business and operations (including, but not limited to, risks related to information security, as well as environmental, social and governance matters), reviewing the implementation by management of appropriate systems to manage these risks, and reviewing reports by management relating to the operation of, and any material deficiencies in, these systems;
- overseeing the Company's compliance with applicable audit, accounting and financial and non-financial reporting requirements and confirming that management has established adequate internal control and management information systems, including in the areas of internal control over financial reporting and disclosure controls and procedures;
- adopting a communications policy for the Company (including ensuring the timeliness and integrity of communications to shareholders, other stakeholders and the public and establishing suitable mechanisms to receive shareholder views);

- reviewing and approving the Company's annual and interim financial statements and related management's discussion and analysis, annual information form, annual report (if any) and management proxy circular;

- determining the amount and timing of dividends to shareholders, if any, and approving any securities issuances and repurchases by the Company;

- establishing committees of the Board, where required or prudent;

- approving the charters of the Board committees, the appointment of directors to Board committees and the appointment of the chairs of those committees;

- reviewing reports and recommendations of the Governance and Nominating Committee and the Human Resources and Compensation Committee concerning the Company's approach to human resources management, executive and director compensation, and matters concerning Board size and composition (with reference to the Company's Diversity Policy);

- appointing the Global President and Chief Executive Officer and other corporate officers;

- approving any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the Global President and Chief Executive Officer, which includes the adoption, amendment and termination of such agreements, arrangements or plans;

- approving the corporate goals and objectives relevant to compensation of the Global President and Chief Executive Officer;

- approving executive compensation policies and programs, including performance measures for the short and long-term incentive programs, equity-based incentive grants, and pension and benefit plans;

- delegating to the Global President and Chief Executive Officer the authority to manage and supervise the business of the Company, including making 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;

- determining what, if any, executive limitations may be required in the exercise of the authority delegated to management;

- monitoring the social responsibility, integrity and ethics of the Company, including, on an ongoing basis, satisfying itself as to the integrity of the Global President and Chief Executive Officer and other executive officers and that the Global President and Chief Executive Officer and the other executive officers create a culture of integrity throughout the Company;

- monitoring and evaluating the performance of the Global President and Chief Executive Officer and the other executive officers against the corporate goals and objectives;

- satisfying itself that a process is in place with respect to the appointment, development, evaluation and succession of senior management;

- reviewing reports and recommendations of the Governance and Nominating Committee concerning the Company's approach to corporate governance;

- on an annual basis, determining which of its directors is independent based on the rules of applicable stock exchanges and securities regulatory authorities;

- periodically review recommendations from the Governance and Nominating Committee concerning the Company's general strategy, policies and initiatives relating to material corporate social responsibility matters;

- adopting a Code of Ethics and Business Conduct (the "**Code**") applicable to all directors, officers and employees of the Company and its subsidiaries, and approving any waiver of the Code for directors or executive officers; and

- approving position descriptions for the Chair of the Board, the Deputy Chair of the Board (if applicable), the Lead Director (if applicable), the chair of each Board committee and the Global President and Chief Executive Officer, and periodically reviewing such position descriptions.

3. Independence of Directors

If the Chair of the Board is not independent, the directors shall select from among the independent directors, an individual who will act as "Lead Director" and who will assume responsibility for providing leadership to enhance the effectiveness and independence of the Board.

The Board will consider, on an ongoing basis, whether additional structures or processes are required to permit it to function independently of management of the Company.

The Board believes that its members should be permitted to serve on the boards of other public entities so long as these commitments do not materially interfere with and are not incompatible with their ability to fulfill their duties as a member of the Board.

4. Committees

The Board has established the following committees: (i) the Audit Committee; (ii) the Human Resources and Compensation Committee; and (ii) the Governance and Nominating Committee. Circumstances may warrant the establishment of new Board committees, the disbanding of current committees or the reassignment of authority and responsibilities amongst committees.

From time to time on an ad hoc basis, if and when required or otherwise viewed by the Board as being prudent in the circumstances, the Board will form a special committee of disinterested directors to review and evaluate any material related party or other significant conflict of interest transactions involving the Company (except for material transactions solely involving the Company and one or more wholly-owned subsidiaries of the Company).

The authority and responsibilities of each Board committee shall be set out in a written charter that has been approved by the Board. At least annually, each Board committee charter shall be reviewed and, on the recommendation of the Governance and Nominating Committee, any advisable amendments thereto shall be approved by the Board.

Each Board 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. Board Meetings

5.1 *Agenda*

The Chair is responsible for establishing the agenda for each Board meeting.

5.2 *Frequency of Meetings*

The Board will meet as often as the Board considers appropriate to fulfill its duties, but in any event at least once per quarter.

5.3 *Responsibilities of Directors with Respect to Meetings*

Each director is expected to attend all meetings of the Board and any Board committee of which he or she is a member. Directors are expected to have read and considered, in advance of each meeting, the materials sent to them and to actively participate in the meetings.

5.4 *Minutes*

The Corporate Secretary, his or her designate or any other person the Board requests shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary in sufficient detail to convey the substance of all discussions held and shall be, on a timely basis, subsequently presented to the Board for approval.

5.5 *Attendance at Meetings*

The Board (or any Board committee) may invite, at its discretion, non-directors to attend a meeting. Any member of

management will attend a meeting if invited by the directors. The Chair of the Board may attend any Board committee meeting.

5.6 *Meetings of Independent Directors*

At the conclusion of each meeting of the Board, the independent directors shall hold an in-camera session, at which management and non-independent directors are not present, and the agenda for each Board meeting will afford an opportunity for such a session. The independent directors may also, at their discretion, hold ad hoc meetings that are not attended by management and non-independent directors.

6. Communications with Shareholders and Others

Shareholders and others may contact the Board with any questions or concerns, including complaints with respect to accounting, internal accounting controls, or auditing matters, by contacting the Chief Financial Officer of the Company at 225 King Street West, Toronto, Ontario M5V 3M2.

7. Access to Management and Outside Advisors

The Board shall have unrestricted access to the Company's management and employees. The Board shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective reasonable compensation of these advisors without consulting or obtaining the approval of any officer of the Company. The Company shall provide appropriate funding, as determined by the Board, for the services of these advisors.

8. No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the Company's affairs. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's articles and by-laws, and the Principal Shareholders Agreement, it is not intended to establish any legally binding obligations.

9. Review of Mandate

Periodically, the Board shall review and assess the adequacy of this Mandate to ensure compliance with any rules or regulations promulgated by any regulatory body and approve any modifications to this Mandate as considered advisable.

APPENDIX B

VIRTUAL AGM USER GUIDE

Computershare

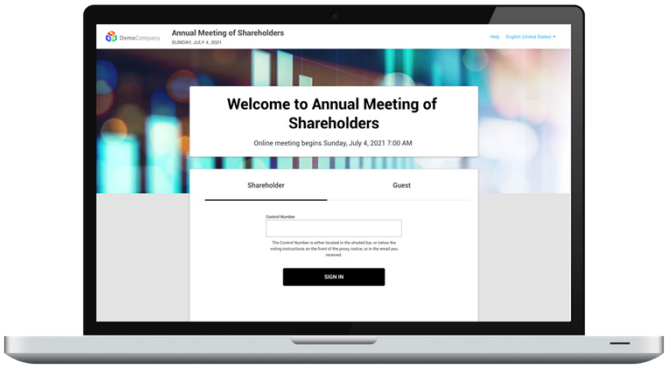
SPIN MASTER CORP.

HOW TO PARTICIPATE IN THE MEETING ONLINE

Attending the Meeting online

We will be conducting a Virtual Meeting, giving you the opportunity to attend the meeting online, using your smartphone, tablet or computer.

If you choose to participate online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.



Visit https://meetnow.global/MWAC4HT

You will need the latest version of Chrome, Safari, Edge and Firefox. Please ensure your browser is compatible.

Participate

To join, you must have your Control Number or Invite Code.

May 4, 2023 at 11:30 AM EST

You will be able to log into the site up to 60 minutes prior to the start of the meeting.

Access

Once the webpage above has loaded into your web browser, click **JOIN MEETING NOW** then select **Shareholder** on the login screen and enter your **Control Number**, or if you are an appointed proxyholder, select **Invitation** and enter your **Invite Code**.

If you have trouble logging in, contact us using the telephone number provided at the bottom of the screen.

Important Notice for Non-Registered Holders: Non-registered holders (holders who hold their securities through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will not be able to participate at the meeting. Non-registered holders that wish to attend and participate should follow the instructions on the voting information form and in the management information circular relating to the meeting to appoint and register yourself as proxyholder, otherwise you will be required to login as a guest.

If you are a guest:

Select **Guest** on the login screen. As a guest, you will be prompted to enter your name and email address.

Please note: Guests will be able to ask questions vote at the meeting.

Navigation

When successfully accessed, you can view the webcast, vote, ask questions, and view meeting documents.

If viewing on a computer, the webcast will appear automatically once the meeting has started.

Voting

Resolutions will be put forward for voting in the **Vote** tab. To vote, simply select your voting direction from the options shown.

Be sure to vote on all resolutions using the numbered link, if one appears, within the **Vote** tab.

Your vote has been cast when the check mark appears.

Q&A

Any authenticated holder or appointed proxy attending the meeting online is eligible to partake in the discussion.

Access the **Q&A** tab, type your question into the box at the bottom of the screen and then press the **Send** button.