NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS
AND
MANAGEMENT PROXY CIRCULAR
2016

QUEBECOR INC.
Thursday, May 12, 2016 at 9:30 a.m.
612 Saint-Jacques Street – Montréal, Québec

NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS
2016

Date:	**Thursday, May 12, 2016**
Time:	**9:30 a.m.**
Place:	**Quebecor Building 612 Saint-Jacques Street Montréal, Québec, Canada**

Please note that at the Annual Meeting of the holders of Class A Multiple Voting Shares and Class B Subordinate Voting Shares of Quebecor Inc. (the "**Corporation**"), the shareholders will be asked to:

- receive the consolidated financial statements of the Corporation for the year ended December 31, 2015 and the external Auditor's report thereon;
- elect Class A Directors and Class B Directors;
- renew the mandate of the external Auditor;
- consider and, if deemed advisable, adopt a non-binding advisory resolution (the full text of which is reproduced on page 9 of the Management Proxy Circular) on the Corporation's approach to executive compensation;
- review the shareholders proposals, as set out in Schedule A of the Management Proxy Circular; and
- transact such other business as may properly be brought before the meeting or any adjournment thereof.

Enclosed are the Corporation's Management Proxy Circular and a form of proxy or a voting instruction form, including an electronic document delivery consent.

Shareholders registered at the close of business on March 15, 2016 are entitled to receive notice of the meeting. If you are unable to attend the meeting, you may vote by proxy, telephone or over the Internet. Instructions on how to proceed to vote are described on the proxy form or on the voting instruction form. To be valid, proxies must be received by the Corporation's transfer agent, CST Trust Company, 320 Bay Street, Level B1, Toronto, Ontario, Canada, M5H 4A6, no later than May 10, 2016 at 5:00 p.m.

BY ORDER OF THE BOARD OF DIRECTORS,

Marc M. Tremblay
Senior Vice-President, Chief Legal Officer and
Public Affairs and Secretary

Montréal, Québec
March 29, 2016

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MANAGEMENT PROXY CIRCULAR 2016

QUEBECOR

SECTION I. GENERAL INFORMATION

SOLICITATION OF PROXIES

This Management Proxy Circular (the "**Circular**") is provided in connection with the solicitation of proxies by management of Quebecor Inc. (the "**Corporation**" or "**Quebecor**") for use at the Annual Meeting of shareholders of the Corporation to be held on Thursday, May 12, 2016 (the "**Meeting**") at the time and place and for the purposes mentioned in the notice of Meeting and at any adjournment thereof.

Except as otherwise indicated, the information contained herein is given as at **March 11, 2016**. All dollar amounts appearing in this Circular are in Canadian dollars.

Proxies are solicited primarily by mail. However, proxies may also be solicited by other means of communication or directly by officers and employees of the Corporation, but without additional compensation. Quebecor has retained D.F. King Canada, a proxy solicitation firm, for assistance in connection with the solicitation of proxies for the Meeting for a fee of approximately $32,500 plus additional charges related to telephone calls and other services.

In addition, the Corporation shall, upon request, reimburse brokerage firms and other custodians for their reasonable expenses in forwarding proxies and related material to beneficial owners of shares of the Corporation.

RECORD DATE

The holders of Class A Multiple Voting Shares (the "**Class A Shares**") and the holders of Class B Subordinate Voting Shares (the "**Class B Shares** ") whose name appears on the list of shareholders prepared at the close of business on March 15, 2016 (the "**Record Date**") will be entitled to receive notice of the Meeting and to vote at the Meeting and any adjournment thereof if present or represented by proxy thereat.

If a shareholder transfers all or part of his Class A Shares or Class B Shares after the Record Date, the transferee of those shares is entitled to vote those shares at the Meeting and at any adjournment thereof if he produces properly endorsed share certificates for such shares or if he otherwise establishes that he owns the shares and if he requires, not later than ten days before the Meeting, that his name be included on the list of shareholders entitled to vote at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The shares of the Corporation conferring the right to vote at the Meeting are the Class A Shares and the Class B Shares. Each Class A Share carries ten votes and each Class B Share carries one vote.

The Class B Shares are "restricted securities" (within the meaning of the relevant Canadian regulations respecting securities) in that they do not carry equal voting rights to those attached to the Class A Shares. The Class A Shares are convertible at any time into an equal number of Class B Shares. In the aggregate, all of the voting rights associated with the

Class B Shares represented, as of March 11, 2016, 21.48% of the voting rights attached to all of the issued and outstanding voting securities.

As of March 11, 2016, there were 38,906,172 Class A Shares and 83,556,992 Class B Shares outstanding.

To the knowledge of the directors and executive officers of the Corporation, and according to public information available, the only persons or companies which, as at March 11, 2016, beneficially owned or exercised control or direction over more than 10% of the shares of any class of voting shares of the Corporation were Pierre Karl Péladeau, Beutel, Goodman & Co. Ltd. ("**Beutel**"), Letko, Brosseau & Associates Inc. ("**Letko**") and Fidelity Management & Research Company et als ("**Fidelity**").

Name	Number of Class A Shares held	% of Class A Shares held	Number of Class B Shares held	% of Class B Shares held	% of voting rights attached to outstanding Class A and B Shares
Pierre Karl Péladeau	34,936,928	89.80	414,520	0.50	74.01
Beutel [1]	—	—	12,249,418	14.66	2.59
Letko [2]	—	—	8,380,156	10.03	1.77
Fidelity [3]	—	—	8,362,500	10.01	1.77

1. Based on an alternative monthly report for the period ended January 30, 2015 and filed on SEDAR on March 3, 2015, the last publicly available information disclosing the share ownership in Quebecor of Beutel.
2. Based on an alternative monthly report for the period ended December 31, 2013 and filed on SEDAR on January 8, 2014, the last publicly available information disclosing the share ownership in Quebecor of Letko.
3. Based on an early warning report dated September 9, 2013, and filed on SEDAR on September 10, 2013, the last publicly available information disclosing the share ownership in Quebecor of Fidelity Management & Research Company, Pyramis Global Advirors, LLC, Pyramis Global Advisors Trust Company, Strategic Advisers Incorporated, FIL Limited, Crosby Advisors LLC and Fidelity SelectCo, LLC.

RIGHTS IN THE EVENT OF A TAKE-OVER BID

The Articles of the Corporation provide that in the event a take-over bid regarding Class A Shares is made to their holders without being made concurrently and under the same terms to holders of Class B Shares, the Class B Shares will be converted into Class A Shares on a one-for-one basis for the sole purpose of allowing the holders of Class B Shares to accept the offer. This right is subject to certain conditions provided in the Articles of the Corporation, including the acceptance of the offer by the majority shareholder.

VOTING OF SHARES

A. Registered shareholders

A shareholder is a registered shareholder if his name appears on his share certificate or in the records of the Corporation on the Record Date.

A registered shareholder can vote his shares in one of the following ways:

- in person at the Meeting;
- by proxy;
- by telephone or over the Internet.

Voting in person at the Meeting

The registered shareholder who intends to be present at the Meeting and who wishes to vote in person should not complete nor return the form of proxy. His vote will be taken and counted at the Meeting. The registered shareholder should present himself to a representative of CST Trust Company ("**CST**") at the registration table before entering the Meeting.

Voting by proxy

Whether or not he attends the Meeting, the registered shareholder may appoint another person to attend the Meeting and to vote his shares on his behalf as proxyholder.

A shareholder may choose anyone to be his proxyholder. The person he chooses does not have to be a shareholder of the Corporation. The shareholder should simply insert the person's name in the blank space provided on the form of proxy. The shareholder should make sure that this person attends the Meeting and is aware that he has been appointed to vote his shares. If a name is not inserted in the blank space, then one of the individuals named on the form, being the Right Honourable Brian Mulroney, Pierre Laurin or Pierre Dion, a director and/or officer of the Corporation, will be appointed to act as proxyholder.

The appointed proxyholder is authorized to vote and act on behalf of a shareholder at the Meeting, including any adjournment thereof. The shareholder should indicate on the form of proxy how he wants his shares to be voted. Alternatively, he can let his proxyholder decide on his behalf. If the proxyholder does not attend the Meeting and vote in person, the shares will not be voted. Please refer to section "C. Vote by proxyholders" for additional details.

Revocation of a proxy

A registered shareholder who has given a proxy may revoke it at any time prior to its use, by instrument in writing executed by the shareholder or by his attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized. Such instrument should either be delivered at the Corporate Secretariat of the Corporation, 612 Saint-Jacques Street, 18th floor, Montréal, Québec, Canada, H3C 4M8, at any time up to and including the last business day preceding the Meeting or any adjournment thereof, or deposited with the Chair of such Meeting on the day of the Meeting or any adjournment thereof.

Voting by telephone or on the Internet

A registered shareholder who wishes to vote by telephone or over the Internet should follow the instructions appearing of his form of proxy.

B. Non-registered shareholders (or beneficial shareholders)

A shareholder is a non-registered shareholder (or a beneficial shareholder) if a bank, trust company, securities broker or other financial institution holds shares for him (his nominee). If shares appear in an account statement sent by a broker to the shareholder, such shares are most likely not registered in the name of the shareholder, but rather in the name of the broker or a representative of the broker. As a result, the non-registered shareholder must ensure that his voting instructions are communicated to the appropriate person before the Meeting or any adjournment thereof. Without specific instructions, brokers and their agents or nominees are prohibited from voting their clients' shares.

A shareholder who is not sure whether he is a registered or non-registered shareholder should contact the Corporation's transfer agent, CST, at 1-800-387-0825 or, if he is outside of Canada, at 416-682-3860.

Applicable securities laws and regulations, including *Regulation 54-101 Respecting Communication with Beneficial Owners of Securities of a Reporting Issuer*, require nominees of non-registered shareholders to seek their voting instructions in advance of the Meeting. Brokers and other intermediaries have their own procedures for sending materials and their own guidelines for the return of documents. Non-registered shareholders should follow these instructions to the letter if the voting rights attached to their shares are to be cast at the Meeting. Most brokers now delegate the responsibility of obtaining their clients' instructions to a third party. Non-registered shareholders who receive a voting instruction form from this third party may not use such form to vote directly at the Meeting as the voting instruction form must be returned to this third party in advance of the Meeting in order to have their shares voted or to appoint an alternative representative to attend the Meeting in person to vote such shares.

A non-registered shareholder may vote shares that are held by its nominee in one of the manners described below:

- in person at the Meeting;
- by proxy (voting instruction form);
- by telephone or over the Internet.

Voting in person at the Meeting

A non-registered shareholder who wishes to vote his shares in person at the Meeting must insert his own name in the space provided on the voting instruction form in order to appoint himself as proxyholder and follow the nominee's instructions regarding signature and return of documents. The non-registered shareholder should not otherwise complete the form sent to him as his votes will be taken and counted at the Meeting. A non-registered shareholder who appoints himself as proxyholder should present himself to a representative of CST before entering the Meeting.

Voting by proxy (voting instruction form)

Whether or not he attends the Meeting, the non-registered shareholder may appoint another person to attend the Meeting and to vote his shares on his behalf as proxyholder.

A shareholder may choose anyone to be his proxyholder. The person he chooses does not have to be a shareholder of the Corporation. The shareholder should simply insert the person's name in the blank space provided on the voting instruction form. The shareholder should make sure that this person attends the Meeting and is aware that he has been appointed to vote his shares. If a name is not inserted in the blank space, then one of the individuals named on the form, being the Right Honourable Brian Mulroney, Pierre Laurin or Pierre Dion, a director and/or officer of the Corporation, will be appointed to act as proxyholder.

The appointed proxyholder is authorized to vote and act on behalf of a shareholder at the Meeting, including any adjournment thereof. The non-registered shareholder should indicate on the voting instruction form how he wants his shares to be voted. Alternatively, he can let his proxyholder decide for him. If the proxyholder does not attend the Meeting and vote in person, the shares will not be voted. Please refer to section "C. Vote by proxyholders" for additional details.

Revocation of a proxy

A non-registered shareholder who has given a proxy may revoke it by contacting his nominee in respect of such proxy and complying with any applicable requirements imposed by such nominee. The nominee may not be able to revoke a proxy if it receives the notice of revocation not sufficiently in advance.

Voting by telephone or on the Internet

A non-registered shareholder who wishes to vote by telephone or over the Internet should follow the instructions appearing on the voting instruction form.

If you have any questions about any of the information or require assistance in completing your proxy form or voting instruction form, as the case may be, please contact our proxy solicitation agent, D.F. King Canada, toll-free in North America at 1-866-822-1242 or by email at inquiries@dfking.com.

C. Vote by proxyholders

The persons named in the enclosed form of proxy, or voting instruction form, will vote the shares in respect of which they are appointed on any ballot in accordance with the instructions of the shareholder appointing them, and in compliance with the applicable laws and regulations. **Unless otherwise indicated, the voting rights pertaining to the shares represented by a form of proxy or voting instruction form will be voted: i) FOR the election as a director of each person listed in this Circular; ii) FOR the appointment of Ernst & Young LLP ("Ernst & Young") as external auditor of the Corporation; iii) FOR the adoption of a non-binding advisory resolution on the Corporation's approach to executive compensation ; and iv) AGAINST the shareholder's proposal on female representation and the importance of adopting a policy.**

The enclosed proxy confers discretionary authority upon the persons named therein with respect to all amendments to matters identified in the notice of Meeting and to any other matter which may properly come before the Meeting. At the time of printing this Circular, management of the Corporation knows of no such amendments, variations or other matters to be brought before the Meeting.

D. Date and time limits

The date and time limits to have a duly completed and signed form of proxy or voting instruction form received by CST, the Corporation's transfer agent, 320 Bay Street, Level B1, Toronto, Ontario, Canada, M5H 4A6, or to vote using the telephone or over the Internet, have been fixed at 5:00 p.m. on May 10, 2016, or, if the Meeting is postponed, no later than 5:00 p.m. two business days prior to the day fixed for the postponed Meeting. Shareholders who receive materials from their intermediary should complete the voting instruction form and submit it to them as instructed on the voting instruction form. The proxy voting deadline may be waived or extended by the Chairman of the Meeting at his discretion, without notice.

SECTION II.
BUSINESS OF THE MEETING

Except for the election of directors, the resolutions submitted to a vote at the Meeting must be approved by a majority of the votes cast at the Meeting, in person or by proxy, by the holders of Class A Shares and Class B Shares, voting as a single class. Two separate votes will be taken for the election of directors. All votes will be conducted by ballot.

FINANCIAL STATEMENTS AND EXTERNAL AUDITOR'S REPORT

The consolidated financial statements and the External Auditor's report thereon, for the financial year ended December 31, 2015, have been sent to all shareholders who have requested them and are available on the Corporation's Website at www.quebecor.com and under the Corporation's SEDAR profile at www.sedar.com. A presentation will also be made to the shareholders at the Meeting, but no vote is required thereon.

ELECTION OF DIRECTORS

The Articles of the Corporation provide that the Board of Directors (the "**Board**") shall consist of a minimum of three and a maximum of fifteen directors. The Board has set to ten the number of directors. The Articles further provide that the members of the Board shall be divided into two categories of directors. The holders of Class B Shares, voting separately as a class, are entitled to elect 25% of the entire Board or, if 25% of the entire Board is not a whole number, the next higher whole number of members of the Board which shall constitute at least 25% of the entire Board (the "**Class B Directors**"). The holders of Class A Shares, voting separately as a class, are entitled to elect the remaining members of the Board (the "**Class A Directors**"). Both categories of directors shall serve the same term of office and shall be equal in all respects. The term of office of each director elected will expire upon the election of his successor, unless he resigns from office or his office becomes vacant by death, removal or other cause.

Majority Voting Policy – The Corporation's Board adopted a policy providing for majority voting for the election of Class B directors at meetings of the shareholders of the Corporation when an "uncontested election" of directors is held. For the purposes of this policy, an "uncontested election" means an election in which the number of nominees for director positions corresponds to the number of seats to be filled on the Board.

If the number of abstentions exceeds the number of votes for a nominee for a Class B director position, this nominee, for the purposes of this policy, will be considered not to have received the support of the shareholders, even if he was duly elected pursuant to corporate law.

If a nominee for a Class B director position does not benefit from the confidence of the shareholders according to the aforementioned criterion, that director must immediately submit his resignation to the Board, and this resignation will take effect upon its acceptance by the Board.

Following the receipt of a resignation submitted pursuant to the policy, the Corporate Governance and Nominating Committee of the Corporation will promptly examine this resignation and will recommend to the Board to accept it or not. The Corporate Governance and Nominating Committee will take into account all the factors its members consider relevant, including, without limitation, the reasons stated by the shareholders, as applicable, to abstain from voting, the resigning director's number of years of service on the Board, his qualifications, and his contribution to the Corporation.

The Board will decide to accept or refuse the resignation and will disclose its decision within a maximum period of 90 days after the meeting of shareholders during which the election was held. The Board will accept the resignation, except under exceptional circumstances. Once it has made its decision, the Board will publicly disclose it by way of a press release. If it has decided to refuse the resignation, it shall state the reasons for its decision in the press release. The resignation will take effect once it is accepted by the Board. Subject to any restriction imposed by legislation, the Articles or the by-laws of the Corporation, the Nominating and Corporate Governance Committee will recommend to the Board to (i) leave the position vacant until the next annual meeting of shareholders, (ii) appoint a new director who, in the Board's opinion, deserves the confidence of the shareholders; or (iii) reduce the size of the Board.

A director who submits his resignation in accordance with this policy may not attend any part of any meeting of the Corporate Governance and Nominating Committee or of the Board during which his resignation will be examined.

In a contested election i.e. if the number of nominees for director positions is greater than the number of seats available on the Board, the nominees that receive the greater number of votes will be elected director of the Corporation.

The Board did not adopt such a policy for the election of Class A Directors. This class of shares is controlled by a majority shareholder and is thus exempted from the majority voting requirement, as set forth in the TSX Company Manual.

The persons named in the section entitled "III. Board of Directors – Selection of candidates to the Board" will stand for election at the Meeting. Mr. A. Michel Lavigne, director since 2013, has decided not to stand for re-election. All of the nominees proposed for election as directors are currently directors of the Corporation, with the exception of André P. Brosseau and Christian Dubé. It is not contemplated that any of the nominees will be unable, or for any reason, will become unwilling to serve as a director but should that occur prior to the election, the persons named in the form of proxy or voting instruction form reserve the right to vote for another nominee in their discretion, unless the shareholder has specified that his shares be withheld from voting on the election of directors.

Except where authority to vote on the election of directors is withheld, the persons named in the accompanying form of proxy or voting instruction form will vote **FOR** the election of each of the ten nominees.

APPOINTMENT OF THE EXTERNAL AUDITOR

At the Meeting, the shareholders will be called upon to renew the appointment of the external Auditor to hold office until the next annual meeting of shareholders.

Except where authority to vote on the appointment of the external Auditor is withheld, the individuals named in the form of proxy, or voting instruction form, will vote **FOR** the appointment of Ernst & Young as the external Auditor of the Corporation. Ernst & Young has been acting as the external Auditor of the Corporation since June 26, 2008.

The Corporation incorporates herein by reference the information pertaining to the fees paid to Ernst & Young with respect to the two most recently completed financial years contained in the Annual Information Form for the year ended December 31, 2015. The Annual Information Form may be viewed under the Corporation's SEDAR profile at www.sedar.com or on the Corporation's Website at www.quebecor.com.

NON-BINDING ADVISORY RESOLUTION ON THE CORPORATION'S APPROACH TO EXECUTIVE COMPENSATION

The Board has decided, during its meeting held on November 4, 2015, to implement a non-binding advisory vote on executive compensation to provide shareholders with an opportunity to voice their say on executive compensation for which the information is provided under section "VI. Compensation Disclosure & Analysis". The analysis describes the approach of the Corporation to executive compensation and outlines the components and structure of our executive compensation program.

At the Meeting, the shareholders will be asked to vote on the following advisory resolution:

> **"BE IT RESOLVED**, on an advisory basis and not to diminish the role and responsibilities of the Board of the Corporation, that the shareholders of the Corporation accept the approach to executive compensation disclosed in the Management Proxy Circular delivered in advance of the annual meeting of the shareholders of the Corporation to be held on May 12, 2016."

Since this is an advisory resolution, the results will not be binding on the Board. However, the members of the Human Resources and Compensation Committee will take into account the results of the vote when reviewing, in the future, executive compensation philosophy and the executive compensation programs.

The Board and management recommend that the shareholders vote **FOR** the approval of the non-binding advisory resolution on the Corporation's approach to executive compensation. Unless contrary instructions are given, the persons named on the proxy form or on the voting instruction form will vote **FOR** the approval of this resolution.

SHAREHOLDERS PROPOSALS

Three shareholder proposals have been submitted by the Mouvement d'éducation et de défense des actionnaires ("**Médac**"). The three proposals with the responses of the Board are reproduced as Schedule A of this Circular. After discussion, it was agreed with Médac that only Proposal no. 3 – Female representation and the importance of adopting a policy – will be presented at the Meeting for a vote by the Corporation's shareholders.

Unless otherwise instructed, the persons named in the form of proxy or voting instruction form will vote **AGAINST** the adoption of the Proposal no. 3. on female representation and the importance of adopting a policy.

OTHER BUSINESS

Management of the Corporation knows of no other matters which should be presented before the Meeting. Should any other matters come before the Meeting and be in order, the persons designated in the accompanying form of proxy or voting instruction form shall vote on such matters in accordance with their best judgement pursuant to the discretionary authority conferred on them by the proxy with respect to such matters.

SECTION III.
BOARD OF DIRECTORS

SELECTION OF NOMINEES TO THE BOARD OF DIRECTORS

As set out in the mandates of the Corporate Governance and Nominating Committee and of the Board, the Corporate Governance and Nominating Committee, made up entirely of independent directors, annually reviews the size and composition of the Board and its committees, and the diversity of experience of the members of the Board considering the Corporation's needs, including representation of women, and submits the appropriate recommendations to the Board regarding the size and composition of the Board and its committees.

To that end, the Corporate Governance and Nominating Committee annually reviews a skills matrix with the skills that it believes should be found within the Board. This matrix, which can be found in this Circular, is used to ensure that members of the Board have the required professional and operational experience, knowledge and expertise to fulfill their responsibilities as directors and to provide good stewardship of the Corporation.

The Corporate Governance and Nominating Committee also considers the assessment of each of the directors' contributions, which is conducted through individual meetings by the Vice Chair of the Board and Lead Director, also a member of the Corporate Governance and Nominating Committee, and the corresponding report presented to the Chair of the Board and to the Board each year.

Moreover, the Corporate Governance and Nominating Committee, in consultation with the Board, keeps an updated list of potential candidates and ensures that female candidates are well represented in this process.

When a seat on the Board must be filled, the procedure for selecting candidates provides that the Chair of the Board initiates a dialogue with the members of the Board and, at his request, the Corporate Governance and Nominating Committee searches for candidates who correspond to the dominant thinking that emerged from the discussions and based on the personal qualities and the qualifications criteria required for the needs of the Board. Resorting to a recruiting firm may be considered in some cases. The Chair of the Corporate Governance and Nominating Committee recommends a list of potential nominees to the Chair of the Board. The Chair of the Board and the Chair of the Corporate Governance and Nominating Committee meet with the President and Chief Executive Officer to discuss the above mentioned list and to select the most appropriate candidate. The Chair of the Board, or the President and Chief Executive Officer, meets with the candidate to confirm such candidate's interest and willingness to serve on the Corporation's Board. The Chair of the Board subsequently recommends the candidate to the Board.

In July 2015, as authorized by the Articles of the Corporation, and following the recommendation made by the Corporate Governance and Nominating Committee, the Board set the number of directors to nine, and named Érik Péladeau as a new director. Érik Péladeau, the oldest son of Quebecor's founder, Pierre Péladeau, served on the Board of the Corporation from 1988 to 2010. The Corporation will benefit from his business vision and experience. More recently, the Board has set the number of directors to ten, as indicated in the section entitled "Election of directors".

To ensure operational effectiveness, since 2013, the Corporation's directors are also directors of Quebecor Media Inc. ("**QMI**"). Pursuant to the shareholders agreement governing QMI, QMI shareholders have the right to name representatives to the QMI Board based on their respective holding. In 2016, CDP Capital d'Amérique Investissements Inc. ("**CDP**"), a subsidiary of the Caisse de dépôt et placement du Québec, consequently has the right to appoint two representatives to the QMI Board. CDP informed the Corporation that its representatives on the QMI Board would be Christian Dubé and Normand Provost.

The Corporate Governance and Nominating Committee has recommended to the Board two news nominees: André P. Brosseau and Christian Dubé.

Advance notice for the submission of director nominations

In 2015, the Corporation adopted an Advance Notice By-Law (the "**By-Law**"), which was ratified by the shareholders in May 2015. The By-Law setting the conditions under which holders of Class A and Class B Shares may exercise their right to submit director nominations by fixing a deadline by which such nominations must be submitted by a shareholder to the Corporation prior to any annual or special meeting of shareholders.

Under the By-Law, any shareholder who wishes to submit director nominations must notify in written form the Secretary of the Corporation in a timely manner at the head office of the Corporation. To be timely, a shareholder's notice must be received (i) in the case of an annual meeting of shareholders, not less than 30 days prior to the date of the annual meeting, or of any postponement or adjournment thereof, provided that if the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice by the shareholder may be made not later than the close of business on the 10^{th} day following the public announcement; and (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors, not later than the close of business on the 15^{th} day following the first public announcement of the date of the special meeting. The form and content of the notice are also prescribed in the By-law. The Board may, in its sole discretion, waive any requirement in the By-Law.

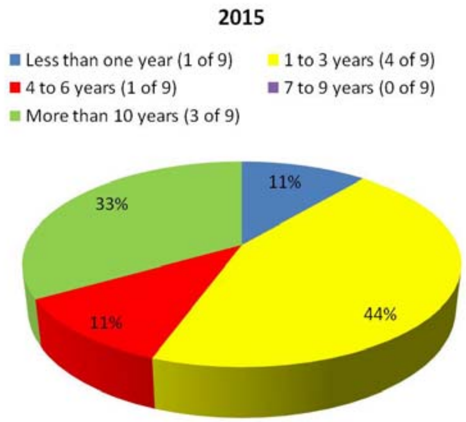
For the purposes of the By-Law, "public announcement" of a meeting shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its SEDAR profile (www.sedar.com).

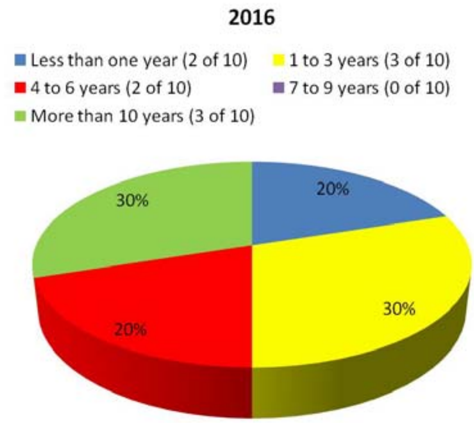
Term of directors and age limit to sit on Board

The Corporation has not set an age limit to sit on the Board or established a term limit for directors. A description of the procedure for renewal on the Board is found in this section. The Corporate Governance and Nominating Committee and the Board are of the opinion that requiring directors to retire at a certain age would deprive the Board of valuable input from directors who have acquired experience, expertise, and extensive knowledge of the Corporation over the years. According to the Board, a director may act independently from management even if he has been on the Board for several years.

The Corporation considers that the criteria that should prevail in the selection of nominees for director positions are the directors' knowledge and experience. However, the Corporation endeavors to strike a balance between the need to include members with extensive experience of the Corporation on one hand, and the need to renew and have new perspectives on the other.

As shown in the following diagrams, the average number of years of service of the directors sitting on the Board in 2015 was 7.1 years, and the average of those who are nominated for election in 2016 will be 7 years. This serves to create 1) a healthy balance on the Board between long-standing input (more specifically from the Chair of the Board and the Vice Chair of the Board and Lead Director), which ensures stability on the Board, and 2) input with a newer vision.





Average : 7.1 years

Average : 7 years

If we were to take into account the 22 years Érik Péladeau served on the Quebecor Board, from January 1988 to May 2010, the average would be 9.6 years in 2015 and 9.2 years in 2016.

Representation of women on the Board

The Corporation has always been sensitive to female representation on the Board. The presence of women, who account for 20% of the seats on the Board, one of them the Chair of the Corporate Governance and Nominating Committee, is a testament to this.

Although the Corporation has not established a formal policy on female representation on the Board, the candidate selection procedure encourages the search for a diversity of experience among the candidates for director positions. Among the selection criteria identified, the Corporate Governance and Nominating Committee and the Board recognize the importance of representation of both genders on the Board and, when positions become vacant and candidates have equal competences, have a favourable bias for the recruitment of women, with the aim of obtaining parity within a reasonable horizon.

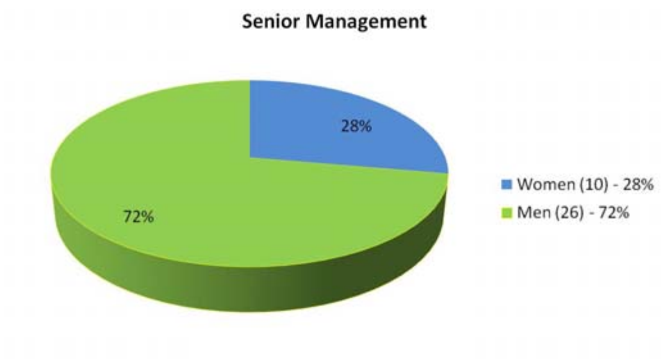
The Corporate Governance and Nominating Committee is responsible for the implementation and the efficiency of the process for selecting candidates to the Board and reports to the Board thereupon.

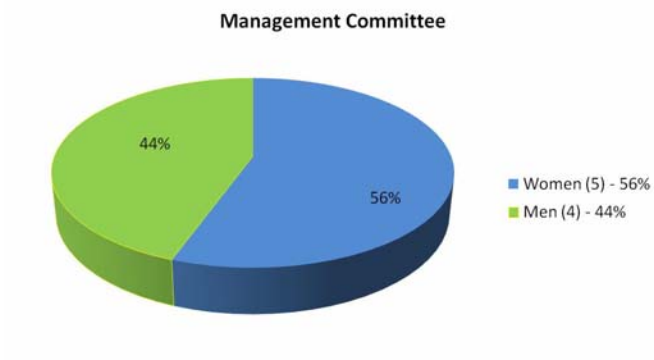
Representation of women in senior management

Several women already hold senior management positions, both within the Corporation and its key subsidiaries, and a talent pool with a majority of women represents a strong succession for these positions, both within the Corporation and its key subsidiaries. For these reasons, the Corporation has not established a formal policy on the representation of women in senior management.

Out of the 36 senior management positions within the Corporation and its key subsidiaries, ten are held by women, a proportion of 28%. Two of them are President and Chief Executive Officer of two of the three business units of QMI, being the President and Chief Executive Officer of Videotron Ltd. ("**Videotron**") and the President and Chief Executive Officer of TVA Group Inc. ("**TVA**") and of Quebecor Media Group (business unit of QMI). These companies and business unit generate over 99% of the Corporation's net income. As for QMI, out of the nine members of the Management Committee reporting directly to the President and Chief Executive Officer, five are women, a proportion of 56%.

The following charts illustrate the ratio of the representation of women in senior management of Quebecor and its subsidiaries.





IDENTITY OF THE NOMINEES FOR ELECTION

Each of the nominees named hereinbelow has held the principal occupation indicated opposite his name for more than five years, except as otherwise indicated, or as disclosed in previous management proxy circulars of the Corporation.

The information on shares held was provided to the Corporation by each of the nominees. The number of shares, deferred stock units and the value of said units are given as of December 31, 2015. For additional information concerning minimum holding requirement, please refer to the section entitled “Policy regarding Minimum Shareholding by Directors” of this Circular.

CLASS A DIRECTORS

 **André P. Brosseau** **Independent** Age: 54 Montréal Québec (Canada) **Voting result at the 2015 Annual Meeting:** n/a	André P. Brosseau is Chairman of the Board and Chief Executive Officer of Avenue Capital Markets BNB Inc., a consulting firm for growth companies that he founded in 2010. He currently serves as a director, Chairman of the Audit Committee and member of the Compensation Committee for DMD Digital Health Connections Group Inc., a digital solutions company in the United States pharmaceutical industry, of which he is one of the five founders. He is also a board member for BlueRush Media Group Corp., a digital marketing firm based in Toronto. He is a member of the Advisory Committee for the OSMO Foundation and The Notman House, a Montreal-based business accelerator. Mr. Brosseau was President for Blackmont Capital Markets in Toronto until June 2009 and then served as Chairman of Quebec Capital Markets until May 2010. From 1994 to 2007, André P. Brosseau held various executive positions with CIBC, mostly based in Toronto. Most recently he was Co-Head of Canadian Cash Equities and of Global Cash Equities at CIBC World Markets Inc., as well as a member of the Executive Committee. Mr. Brosseau holds a Bachelor's Degree (B.Sc.) in Politics and a Master's Degree (M.Sc.) in Political Science from the Université de Montréal. **Other public corporations' directorship:** DMD Digital HealthConnections Group Inc. Chairman of the Audit Committee Member of the Compensation Committee BlueRush Media Group Corp.

Securities of the Corporation held as at December 31, 2015

As at December 31, 2015, André P. Brosseau did not hold shares of the Corporation.

Jean La Couture
FCPA, FCA

Independent
Director since 2003
Age: 69
Montréal
Québec (Canada)

Voting result at the 2015 Annual Meeting:

Votes in favour: 99.99%
Votes withheld: 0.01%

Jean La Couture is President of Huis Clos ltée, a corporation he created in 1995, which specializes in management and mediation as well as in civil and commercial negotiations.

Jean La Couture is a Fellow of the Ordre des comptables professionnels agréés du Québec. He headed Le Groupe Mallette (an accounting firm) before becoming, from 1990 to 1994, President and Chief Executive Officer of The Guarantee Company of North America. He is currently a director of the following corporations:

- Quebecor Media Inc. – Chairman of the Audit Committee
- Videotron Ltd. – Chairman of the Audit Committee
- Caisse de dépôt et placement du Québec – Chairman of the Investments and Risk Management Committee
- Groupe Pomerleau – Chairman of the Board
- Ébénisterie Beaubois ltée – Chairman of the Board

Committee of the Board:

Chairman of the Audit Committee

Other public corporations' directorship:

Innergex Renewable Energy Inc.
Chairman of the Board
Chairman of the Nominating Committee
Chairman of the Corporate Governance Committee
Member of the Human Resources Committee
Member of the Audit Committee

Securities of the Corporation held as at December 31, 2015

Shares held	Value of shares *	Deferred Stock Units	Market value of Deferred Stock Units **	Total value of shares and Deferred Stock Units held	Minimum holding requirement met (√) or time limit to meet
6,000 Class B Shares	$201,360	27,720	$930,283	$1,131,643	√

* the greater of the total purchase price or the weighted average price of the shares on December 31, 2015 as defined in the Directors' Deferred Stock Unit Plan
** as defined in the Directors' Deferred Stock Unit Plan

Sylvie Lalande

Independant
Director since 2011
Age: 65
Lachute
Québec (Canada)

Voting result at the 2015 Annual Meeting:

Votes in favour: 99.97%
Votes withheld: 0.03%

Sylvie Lalande is Chair of the Board of Directors of TVA Group Inc. and is a corporate director.

She held several senior positions in the media, marketing, communication marketing and company communications sectors. Until October 2001, she was the Chief Communications Officer of Bell Canada. From 1994 to 1997, she was President and Chief Executive Officer of UBI Consortium, a consortium formed to develop and manage interactive and transactional communication services. From 1987 to 1994, she occupied several senior positions at Group TVA Inc. and at Le Groupe Vidéotron ltée. Ms. Lalande began her career in the radio industry, after which she founded her own consultation firm. In 2006, Ms. Lalande earned a university certificate in corporate governance from the Collège des administrateurs de sociétés (“**CAS**”). Ms. Lalande is also a director and member of the Human Resources and Compensation Committee of Quebecor Media Inc. and director of Videotron Ltd.

In November 2013, Ms. Lalande was appointed Chair of the Board of the CAS from the Laval University.

Committees of the Board:

Chair of the Corporate Governance and Nominating Committee
Member of the Human Resources and Compensation Committee

Other public corporations’ directorship:

Ovivo Inc.
Chair of the Corporate Governance and Human Resources Committee and Lead Director

TVA Group Inc.
Chair of the Board of Directors
Chair of the Human Resources and Corporate Governance Committee

Securities of the Corporation held as at December 31, 2015

Shares held	Value of shares *	Deferred Stock Units	Market value of Deferred Stock Units **	Total value of shares and Deferred Stock Units held	Minimum holding requirement met (√) or time limit to meet
2,000 Class B Shares	$67,120	18,816	$631,465	$698,585	√

* the greater of the total purchase price or the weighted average price of the shares on December 31, 2015 as defined in the Directors’ Deferred Stock Unit Plan
** as defined in the Directors’ Deferred Stock Unit Plan

Ms. Lalande also holds 10,817 Class B non-voting shares of TVA.

 **Pierre Laurin** **Independent** Director since 1991 Age: 76 Nuns' Island, Verdun Québec (Canada) **Voting result at the 2015 Annual Meeting:** Votes in favour: 99.9% Votes withheld: 0.01%	Pierre Laurin is Vice Chair and Lead Director of the Corporation. For a major part of his career, Pierre Laurin headed HEC Montréal (previously known as l'École des Hautes Études Commerciales) after which he moved over to various positions: Vice-President, Planning and Administration, at Aluminium Company of Canada, founding President of SOCCRENT, a venture capital company, and President of Merrill Lynch, Québec. Mr. Laurin is also director and member of the Human Resources and Compensation Committees of Quebecor Media Inc. Mr. Laurin was Chair of the Board of Atrium Innovations Inc. from its inception in 2000 until it became private in 2014. He is an Officer of the Order of Canada, and he is also Chevalier de l'Ordre du Mérite de la République Française. **Committees of the Board:** Member of the Corporate Governance and Nominating Committee Member of the Human Resources and Compensation Committee **Other public corporations' directorship:** Mr. Laurin is not a member of the Board of Directors of any other public corporations.

Securities of the Corporation held as at December 31, 2015

Shares held	Value of shares *	Deferred Stock Units	Market value of Deferred Stock Units **	Total value of shares and Deferred Stock Units held	Minimum holding requirement met (√) or time limit to meet
Nil	n/a	26,289	$882,259	$882,259	√

* the greater of the total purchase price or the weighted average price of the shares on December 31, 2015 as defined in the Directors' Deferred Stock Unit Plan

** as defined in the Directors' Deferred Stock Unit Plan

 **Geneviève Marcon** **Independent** Director since 2012 Age: 47 Lac Beauport Québec (Canada) **Voting result at the 2015 Annual Meeting:** Votes in favour: 99.99% Votes withheld: 0.01%	Geneviève Marcon is President of GM Développement inc., a company operating in the real-estate sector as owner, developer and manager of properties. Ms. Marcon is associated with the revitalization of the Saint-Roch neighbourhood in Québec City, where she conducted several restoration and construction projects for the transformation of this neglected neighbourhood into an attractive urban center. Ms. Marcon, who has a background in industrial relations from Laval University, has also made her mark in the retail business sector. Convinced of her vision for the development of Saint-Roch, she opened the Benjo store in 1995 which has since become a benchmark in the toy sector. In 2015, Ms. Marcon earned a university certificate in corporate governance from the Collège des administrateurs de sociétés. Ms. Marcon is also a director of Quebecor Media Inc. Recognized for her involvement in the community, Geneviève Marcon is active in several social and cultural organizations. **Committee of the Board:** Member of the Corporate Governance and Nominating Committee **Other public corporations' directorship:** Ms. Marcon is not a member of the Board of Directors of any other public corporations.

Securities of the Corporation held as at December 31, 2015

Shares held	Value of shares *	Deferred Stock Units	Market value of Deferred Stock Units **	Total value of shares and Deferred Stock Units held	Minimum holding requirement met (√) or time limit to meet
Nil	n/a	12,389	$415,775	$415,775	√

* the greater of the total purchase price or the weighted average price of the shares on December 31, 2015 as defined in the Directors' Deferred Stock Unit Plan
** as defined in the Directors' Deferred Stock Unit Plan

The Right Honourable Brian Mulroney, P.C., C.C., LL.D.

Non-independent
Director since 1999
Age: 77
Montréal
Québec (Canada)

Voting result at the 2015 Annual Meeting:

Votes in favour: 99.96%
Votes withheld: 0.04%

The Right Honourable Brian Mulroney is Chair of the Board of Directors of the Corporation and Senior Partner of the law firm Norton Rose Fulbright Canada LLP.

He practiced law before assuming the presidency of Iron Ore Company of Canada. He subsequently entered politics as Leader of the Progressive Conservative Party which he led to victory in September 1984. He was Prime Minister of Canada until 1993. He then returned to the practice of law, and joined the well established Canadian law firm of Norton Rose Fulbright Canada (previously Ogilvy Renault) based in Montréal. The Right Honourable Brian Mulroney serves on a number of Boards of Directors and committees in Canada as well as abroad, including that of Quebecor Media Inc. and Videotron Ltd. He is also Chair of the Board of the International Advisory Council of Barrick Gold Corporation (Toronto).

He is also Companion of the Order of Canada as well as Grand Officier de l'Ordre national du Québec.

Committee of the Board:

None

Other public corporations' directorship:

The Blackstone Group L.P. (New York)
Member of the Audit Committee
Member of the Conflicts Committee

Wyndham Worldwide Corporation (New Jersey)
Chair of the Compensation Committee
Member of the Corporate Governance Committee

Securities of the Corporation held as at December 31, 2015

Shares held	Value of shares *	Deferred Stock Units	Market value of Deferred Stock Units **	Total value of shares and Deferred Stock Units held	Minimum holding requirement met (√) or time limit to meet
2,000 Class A Shares	$67,360	75,664	$2,539,284	$2,606,644	√

* the greater of the total purchase price or the weighted average price of the shares on December 31, 2015 as defined in the Directors' Deferred Stock Unit Plan
** as defined in the Directors' Deferred Stock Unit Plan

 **Érik Péladeau** **Non-independent** Director since 2015 Age: 61 Lorraine Québec (Canada) **Voting results at the 2015 Annual Meeting:** N/A	Mr. Péladeau is President of Groupe Lelys Inc., a corporation he acquired in 1984 which specializes in flexographic label printing. Érik Péladeau has been associated with different companies throughout the Quebecor group where he worked for more than 28 years. He spearheaded the diversification of Quebecor's digital content offerings with the creation of Quebecor Multimedia. Érik Péladeau has been a director of Quebecor Inc. from January 1988 to May 2010, and Vice Chairman of the Board for much of that period. He has also been a director of Quebecor Media Inc. from January 2001 to September 2009, notably as Vice Chairman fo the Board. Érik Péladeau is active in many charitable organizations. He has also been a director of The Jean Coutu Group (PJ) Inc. He is also a member of the Board of Directors of Quebecor Media Inc. **Committee of the Board** None **Other public corporations' directorship:** Mr. Péladeau is not a member of the Board of Directors of any other public corporations.

Securities of the Corporation held as at December 31, 2015

Shares held	Value of shares *	Deferred Stock Units	Market value of Deferred Stock Units **	Total value of shares and Deferred Stock Units held	Minimum holding requirement met (√) or time limit to meet
100 Class A Shares 200 Class B Shares	$10,080	1,499	$50,306	$60,386	July 29, 2020

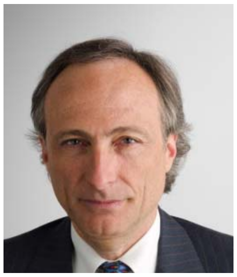
* the greater of the total purchase price or the weighted average price of the shares on December 31, 2015 as defined in the Directors' Deferred Stock Unit Plan
** as defined in the Directors' Deferred Stock Unit Plan

CLASS B DIRECTORS

 **Christian Dubé** **Independent** Age: 60 Montreal Québec (Canada) **Voting results at the 2015 Annual Meeting:** N/A	Mr. Dubé is Executive Vice-President, Québec, of the Caisse de dépôt et placement du Québec (the « **Caisse** »), one of the largest institutional fund managers in Canada and North America. Mr. Dubé sits on the Caisse's Executive Committee and Investments and Risk Management Committee. Mr. Dubé represented the riding of Lévis in the Québec National Assembly from 2012 to 2014. He was notably Vice-Chair of the Commission des finances publiques. Prior to entering politics, he led a distinguished career in the private sector. A chartered accountant by training, he worked at Price Waterhouse before co-founding Biron Lapierre Dubé & associés in 1986 and becoming, in 1992, Head of Finance at Coopers & Lybrand. From 1996 to 2004, he held executive positions at Domtar, including that of Executive Vice-President and Chief Financial Officer and Vice-President, Strategy, responsible for mergers and acquisitions. Between 2004 and 2008, he was Vice-President and Chief Financial Officer at Cascades, and from 2009 to 2012, he managed its European branch. Mr. Dubé sits on the Board of Directors of Cirque du Soleil. During his career, he also sat on the boards of Norampac, National Bank Financial, Héroux-Devtek and Fido. Mr. Dubé holds a Bachelor of Business Administration from Université Laval and is a member of the Canadian institute of Chartered Accountants. **Other public corporations' directorship:** Mr. Dubé is not a member of the Board of Directors of any other public corporations.

Securities of the Corporation held as at December 31, 2015

As at December 31, 2015, Christian Dubé did not hold shares of the Corporation.



Robert Paré

Non-independent
Director since 2014
Age: 61
Westmount
Québec (Canada)

Voting result at the 2015 Annual Meeting:

Votes in favour: 99.99%
Votes withheld: 0.01%

Mr. Robert Paré is a corporate lawyer and senior partner at Fasken Martineau DuMoulin LLP.

Mr. Paré is a member of the Board of Directors and of the Compensation, Nominating and Corporate Governance Committee of Group ADF inc. since 2009 and a member of the Board of Directors and of the Nominating and Governance Committee and of the Human Resources and Compensation Committee of RONA Inc. since 2009. He is also a member of the Board of Directors of Essilor Canada Ltd. since 1995.

Mr. Paré is the current Chairman of the Board of the Institute of Corporate Directors – Quebec Chapter and is also a member of the Board of Directors of the Montreal Institute Heart Foundation, as well as a member of the Board of Directors of Quebecor Media Inc.

Committee of the Board:

None

Other public corporations' directorship:

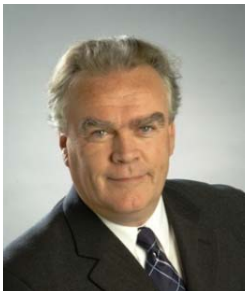
Group ADF inc.
Member of the Compensation, Nominating and Corporate Governance Committee

RONA inc.
Member of the Nominating and Governance Committee
Member of the Human Resources and Compensation Committee

Securities of the Corporation held as at December 31, 2015

Shares held	Value of shares *	Deferred Stock Units	Market value of Deferred Stock Units **	Total value of shares and Deferred Stock Units held	Minimum holding requirement met (√) or time limit to meet
16,500 Class B Shares	$553,740	5,149	$172,800	$726,540	√

* the greater of the total purchase price or the weighted average price of the shares on December 31, 2015 as defined in the Directors' Deferred Stock Unit Plan
** as defined in the Directors' Deferred Stock Unit Plan



Normand Provost

Independent
Director since 2013
Age: 61
Brossard
Québec (Canada)

<u>Voting result at the 2015 Annual Meeting</u>:

Votes in favour: 97.70%
Votes withheld: 2.30%

Mr. Provost is a corporate director. From May 2014 to December 2015, Normand Provost was Assistant to the President of the Caisse de dépôt et placement du Québec (the "**Caisse**"), one of the largest institutional fund managers in Canada and North America.

Between October 2003 and May 2014, Normand Provost was Executive Vice-President, Equity of the Caisse. Mr. Provost joined the Caisse in 1980 and has held several positions within the institution, ranging from Advisor and Investment Manager, specializing in midsize businesses, to President of the subsidiary CDP Capital d'Amérique Investissements inc. ("**CDP**"), from 1995 to 2003. In addition to his responsibilities in the investment sector, Mr. Provost served as Chief Operating Officer of the Caisse from April 2009 to March 2012. Normand Provost was also a member of the Caisse's Executive Committee.

Between September 2009 and May 2014, backed by his extensive knowledge of the Québec business community, Mr. Provost has assumed the leadership of all of the Caisse's initiatives in Québec.

Mr. Provost is director and member of the Audit Committees of Quebecor Media Inc. and of Videotron Ltd. and a director of the Fondation de l'entrepreneurship. In addition, he sits on the Supervisory Board and on the Compensation and Human Resources Committee of Groupe Kéolis S.A.S. Since March 2015, Mr. Provost also sits on the Board of Directors and on the Investment Committee of Desjardins Financial Security.

<u>Committee of the Board</u>:

Member of the Audit Committee

<u>Other public corporations' directorship:</u>

Mr. Provost is not a member of the Board of Directors of any other public corporations.

<u>Securities of the Corporation held as at December 31, 2015</u>

Until December 31, 2015, Mr. Provost, who is a representive of CDP on the Board of QMI, was compensated by CDP. Consenquently, he did not receive deferred stock units of the Corporation. His compensation as director was entirely paid to CDP. Therefore, the policy regarding minimum shareholding did not apply to Mr. Provost until that date.

Since January 1st, 2016, Mr. Provost is no longer paid by CDP and is therefore subject to the policy regarding minimum shareholding. He elected to receive all his compensation in the form of deferred stock units of the Corporation.

As at December 31, 2015, Mr. Provost did not hold shares of the Corporation.

Matrix of skills - nominees for election

The Corporate Governance and Nominating Committee maintains a matrix of skills that it believes necessary to be possessed within the Board.

The following table shows the current expertise considered as part of the skills matrix developed by the Corporate Governance and Nominating Committee and identifies the experience and skills of each nominee for election to the Board.

In addition to those skills, all nominees for election as a director hold two key skills, namely experience as a member of the Board of a public or private corporation and experience in corporate governance i.e. understanding of the requirements of good corporate governance usually acquired as a senior executive or director of a public corporation or through training schools, such as the Institute of Corporate Directors (ICD) or the Collège des administrateurs de sociétés (CAS).

	Entrepreneurship / Mergers / Acquisitions	Communications / Marketing	Finance / Accounting / Risk Management	Legal / Public and Regulatory Affairs	Compensation / Labor Relations / Human Resources / Pension Plans	Média / Content / Entertainment	Telecommunications	Retail Business
André P. Brosseau	√	√	√				√	
Christian Dubé	√		√	√			√	
Jean La Couture	√		√		√	√	√	
Sylvie Lalande	√	√		√	√	√	√	
Pierre Laurin	√	√	√		√		√	
Geneviève Marcon	√	√	√			√		√
Brian Mulroney	√	√	√	√	√	√	√	
Robert Paré	√		√	√	√			√
Érik Péladeau	√	√	√		√	√		√
Normand Provost	√		√		√		√	

Definitions of the areas of expertise

Entrepreneurship / Mergers / Acquisitions: Experience as Chief Executive Officer or senior executive of a public company or of a medium-sized or large company or organization and / or experience in important merger and acquisition operations.

Communications / Marketing: Experience as senior executive or director in the communications or marketing industry.

Finance / Accounting / Risk Management: Experience with, or understanding of, financial accounting and reporting, and Canadian GAAP/IFRS and/or experience in, or understanding of, internal risk controls, risk assessment, risk management and/or reporting.

Legal / Public and Regulatory Affairs: Legal experience and/or experience with relevant government agencies and/or experience in, or understanding of, public policy in Canada and /or experience in regulatory environment with agencies such as the CRTC or the Competition Bureau.

Compensation / Labor Relations / Human Resources / Pension Plans: Experience as senior executive or director in the compensation, labor relations, human resources and pension plans sectors.

Media / Content / Entertainment: Experience as senior executive, director or entrepreneur in the media or content sectors (television, newspapers) and/or in arts and culture and/or in events management.

Telecommunications: Experience as senior executive or director in the telecommunications sector.

Retail Business: Experience as senior executive or director in the retail business.

Board interlocks

The Board does not limit the number of its directors who sit on the same board of another public corporation but reviews interlocking board memberships and believes disclosing them is relevant. As of this date, none of the nominees standing for election sit together on other public corporations.

Attendance at Board and committee meetings

The following table sets forth the attendance of directors at meetings of the Board and of its committees held during the financial year ended December 31, 2015.

Directors	Board and Committees	Attendance at Meetngs
Jean La Couture	Board Audit Committee	13 out of 14 7 out of 7
Sylvie Lalande	Board Human Resources and Compensation Committee Corporate Governance and Nominating Committee	14 out of 14 4 out of 4 6 out of 6
Pierre Laurin	Board Human Resources and Compensation Committee Corporate Governance and Nominating Committee	14 out of 14 4 out of 4 6 out of 6
A. Michel Lavigne	Board Audit Committee Human Resources and Compensation Committee	14 out of 14 7 out of 7 4 out of 4
Geneviève Marcon	Board Corporate Governance and Nominating Committee	13 out of 14 6 out of 6
Brian Mulroney	Board	14 out of 14
Robert Paré	Board	14 out of 14
Érik Péladeau [1]	Board	6 out of 6
Normand Provost	Board Audit Committee	14 out of 14 7 out of 7
Overall Rate of Attendance	**Board Meetings** **Committee Meetings**	**98 %** **100 %**

1. Was appointed as a director on July 29, 2015.

COMPENSATION OF DIRECTORS

Since July 1, 2013, with a view to efficiency and cost-effectiveness, the Boards of Directors of the Corporation and QMI are "mirrors", meaning that the directors of the Corporation are also directors of QMI. Since that date, the Corporation assumes 40% and QMI assumes 60% of the cost of the compensation and attendance fees payable to the directors. The only exceptions are the compensation of the Chair of the Board and Vice Chair of the Board and Lead Director of the Corporation, which are assumed at 50% by the Corporation.

All directors who are not employees of the Corporation received, during the financial year ended December 31, 2015, the following compensation:

Annual Compensation	($)
Chair of the Board of Directors [1]	390,000
Vice Chair of the Board and Lead Director	60,000
Base Compensation of Directors	90,000
Chair of the Audit Committee	30,000
Chair of the Human Resources and Compensation Committee	15,000
Chair of the Corporate Governance and Nominating Committee	11,000
Members of the Audit Committee (except Chair)	15,000
Members of the Human Resources and Compensation Committee (except Chair)	11,000
Members of the Corporate Governance and Nominating Committee (except Chair)	6,000
Members of the Executive Committee (QMI only)	5,000
Attendance fees – lump sum	20,000

1. The Chair of the Board does not receive additional compensation for acting as director. Also, no attendance fees are paid for attending Board meetings.

Deferred Stock Unit Plan

In order to further align the interests of directors with those of its shareholders, the Corporation has implemented a Directors' Deferred Stock Unit Plan (the "**DSUP"**). Under the DSUP, each director must receive a portion of his compensation in the form of units, such portion representing at least 50% of the annual base compensation ("**mandatory portion**"). Subject to certain conditions, each director may elect to receive in the form of units any percentage, up to 100%, of the total fees payable for his services as a director, including the balance of the annual base compensation, meeting attendance fees and any other fees payable to the director. When the required minimum shareholding described in the section entitled "Policy regarding Minimum Shareholding by Director" of this Circular is reached, the mandatory portion is reduced to a minimum of 10% of the annual base compensation as director.

Each director is credited, on the last day of each fiscal quarter of the Corporation, a number of units determined on the basis of the amounts payable to such director in respect of such fiscal quarter, divided by the value of a unit. The value of a unit corresponds to the weighted average trading price of the Class B Shares on the Toronto Stock Exchange over the five trading days immediately preceding such date. The units take the form of a credit to the account of the director who may not convert such units into cash as long as he remains a director. Units are not transferable other than through a will or other testamentary instrument or in accordance with succession laws.

Units entitle holders thereof to dividends which are paid in the form of additional units at the same rate applicable to dividends paid from time to time on Class B Shares.

Under the DSUP, all of the units credited to a director are redeemed by the Corporation at the director's request and the value thereof paid upon the director ceasing to serve as a director of the Corporation. The redemption of such units must occur no later than December 15 of the first calendar year commencing after the year in which the director ceased to qualify as a DSUP participant. During the past fiscal year, a total of 13,047 units were redeemed. For purposes of the redemption of units, the value of a unit corresponds to the market value of a Class B Share on the redemption date, being the closing price of the Class B Shares on the Toronto Stock Exchange on the last trading day preceding such date.

Policy regarding Minimum Shareholding by Directors

The Board of the Corporation approved the establishment of a Policy regarding Minimum Shareholding by Directors which came into force on May 7, 2015. Since that date, each director of the Corporation who is not an executive officer is required, within five years of (i) the time when he becomes a Director of the Corporation or (ii) the adoption of the Policy regarding Minimum Shareholding by Directors, whichever is later, to hold shares or DSUs of the Corporation, with a value of at least three times the basic annual fee received as a director ("**minimum shareholding**") and, in the case of the Chair of the Board, a value equivalent to the minimum shareholding prescribed for directors.

Each director who is not an executive officer shall hold such value throughout his mandate.

The following tables set forth the details of the annual compensation and attendance fees paid to the directors for the year 2015, as well as a summary of the compensation distribution.

Directors Compensation Table

Name	Compensation					Share-based Awards		All Other Compen-sation ($)	Total Compens-ation Paid ($)
	Annual Compen-sation ($)	Attendance fees ($)	Compens-ation Chair of Committee ($)	Compens-ation Committee Members ($)	Total Compens-ation ($)	Awards under DSUP ($)	Dividends Paid in the Form of Units ($)		
Jean La Couture	56,250	20,000	30,000	5,000	111,250 [1]	33,750	3,518	25,000 [2]	**173,518**
Sylvie Lalande	45,000	20,000	11,000	11,000	87,000 [3]	45,000	2,117	146,539 [4]	**280,656**
Pierre Laurin	105,000	20,000	—	17,000	142,000	45,000	3,299	—	**190,299**
A. Michel Lavigne	45,000	20,000	15,000	20,000	100,000	45,000	338	92,368 [5]	**237,706**
Geneviève Marcon	45,000	20,000	—	6,000	71,000 [6]	45,000	1,323	—	**117,323**
Brian Mulroney	390,000	—	—	—	390,000 [7]	—	9,334	100,000 [8]	**499,334**
Robert Paré	45,000	20,000	—	5,000	70,000 [9]	45,000	387	—	**115,387**
Érik Péladeau	19,321	8,587	—	—	27,908 [10]	19,321	24	317,074 [11]	**364,327**
Normand Provost	90,000	20,000	—	15,000	125,000	—	—	10,000 [12]	**135,000** [13]
TOTAL	**840,571**	**148,587**	**56,000**	**79,000**	**1,124,158**	**278,071**	**20,340**	**690,981**	**2,113,550**

1. Of this amount, Mr. La Couture elected to receive $5,000 in DSUs.
2. Compensation for acting as Chairman of the Audit Committee of Videotron.
3. Ms. Lalande elected to receive the total amount in DSUs.
4. Compensation for acting as Chair of the Board of TVA. Of this amount, $9,808 were received in DSUs.

5. Compensation for acting as director of TVA (being $82,368, of which $9,808 were received in DSUs) and as member of the Audit Committee of Videotron ($10,000).
6. Ms. Marcon elected to receive the total amount in DSUs.
7. Of this amount, Mr. Mulroney elected to receive $195,000 in DSUs.
8. Compensation for acting as consultant.
9. Mr. Paré elected to receive the total amount in DSUs.
10. Mr. Péladeau elected to receive the total amount in DSUs.
11. Annual retiring allowance, on a prorata basis since August 1st, 2015. This annuity was acquired during the 32 years Mr. Péladeau was an employee of the Corporation and of QMI.
12. Compensation for acting as member of the Audit Committee of Videotron.
13. Until December 31, 2015, Mr. Provost, who is a representative of CDP, was compensated by CDP. Consequently, he did not receive DSUs of the Corporation and his compensation for acting as director was entirely paid to CDP. Since January 1st, 2016, Mr. Provost is no longer paid by CDP. He elected to receive all his compensation in the form of DSUs of the Corporation.

Breakdown of the directors' fees for acting as director of Quebecor and its subsidiaries

Name	Compensation Distribution	
	Cash ($)	Units ($)
Jean La Couture	131,250	42,268
Sylvie Lalande	136,731	143,925
Pierre Laurin	142,000	48,299
A. Michel Lavigne	182,560	55,146
Geneviève Marcon	—	117,323
Brian Mulroney	195,000	204,334
Robert Paré	—	115,387
Érik Péladeau	—	47,253
Normand Provost	135,000	—
Total	**922,541**	**773,935**

Share-based awards

The following table sets forth for each director all deferred stock unit awards outstanding as at December 31, 2015. No stock options of the Corporation and its subsidiaries were held by directors at that date.

Directors	Share-based Awards	
	Number of DSU that have not vested (#)	Market or payout value of DSU that have not vested [1] ($)
Jean La Couture	27,720	930,283
Sylvie Lalande	18,816	631,465
Pierre Laurin	26,289	882,259
A. Michel Lavigne	3,456	115,983
Geneviève Marcon	12,389	415,775
Brian Mulroney	75,664	2,539,284
Robert Paré	5,149	172,800
Érik Péladeau	1,499	50,306
Normand Provost	—	—

1. The value of the DSUs is based on the weighted average trading price of the Class B Shares on the Toronto Stock Exchange over the five trading days immediately preceding December 31, 2015, which was $33.56 per share. According to the DSUP, the units are vested only after the director ceases to be a member of the Board.

As at December 31, 2015, the directors held a total value of $5,738,155 in DSUs of the Corporation.

Additional disclosure relating to directors

To the Corporation's knowledge and based upon information provided to it by the directors, in the last ten years, no director of the Corporation, with the exception of the persons listed hereunder, (i) is or has been a director or executive officer of any other corporation that, while that person was acting in that capacity or within a year of that person ceasing to act in such capacity, became bankrupt, made a proposal under any bankruptcy or insolvency laws, 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 asset, or (ii) became bankrupt, made a proposal under any bankruptcy or insolvency laws, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets.

Each of Messrs. Jean La Couture, the Right Honourable Brian Mulroney and Érik Péladeau was a director of Quebecor World Inc., when it has placed itself under the protection of the *Companies' Creditors Arrangement Act* (Canada) on January 21, 2008.

André P. Brosseau was a director of Virtutone Network Inc. until November 2014. This corporation filed, in January 2015, a notice of intention to make a proposal under the *Bankruptcy and Insolvency Act*.

To the Corporation's knowledge and based upon information provided to it by the directors, in the last ten years, no director of the Corporation, with the exception of the persons listed hereunder, is or has been a director, chief executive officer or chief financial officer of any corporation that was the subject of a cease trade order or similar order, or an order that denied the corporation access to any exemptions under Canadian securities legislation, for a period of more than thirty consecutive days, that was issued while that director or executive officer was acting in such capacity, or that was issued after the director or executive officer ceased to be acting in such capacity and which resulted from an event which occurred while the director or executive officer was acting in such capacity.

Each of Messrs. Jean La Couture, Pierre Laurin, the Right Honourable Brian Mulroney and Érik Péladeau were directors of Quebecor between April 2, 2008 and May 20, 2008, while Quebecor's directors, senior officers and certain of its current and former employees were prohibited from trading in its securities pursuant to a cease trade order issued by the *Autorité des marchés financiers* in connection with the delay in filing its 2007 annual financial statements and related management's discussion and analysis. On May 20, 2008, the cease trade order was lifted.

On May 5, 2012, André P. Brosseau was a director of Aptilon Corporation (now DMD Digital Health Connections Group Inc. ("**DMD**")) while a cease trade order in respect of all of DMD's securities was issued by the *Autorité des marchés financiers* as a result of the failure to file annual audited financial statements, related management's discussion and analysis and certification of annual filings for the year ended December 31, 2011. In July 2012, similar cease trade orders were issued by the securities regulatory authorities in each of the provinces of British Columbia, Manitoba, Alberta and Ontario. On February 22, 2013, the Alberta Securities Commission issued similar orders as a result of the failure to file annual audited financial statements, related management's discussion and analysis and certification of annual filings for the fiscal year 2011 and interim periods ended March 31, June 30 and September 30, 2012. On August 28, 2014, the cease trade orders were lifted and DMD resumed trading on the NEX stock echange on October 22, 2014.

SECTION IV.
STATEMENT OF CORPORATE GOVERNANCE PRACTICES

INDEPENDENCE OF DIRECTORS

Within the meaning of section 1.4 of *Regulation 52-110* of the Canadian Securities Administrators, an independent director is a director who has no direct or indirect material relationship with the Corporation, namely a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the director's independent judgment. After having examined the relationships of each director, the Corporate Governance and Nominating Committee and the Board have determined that a majority, being seven of the ten individuals nominated for election to the Board are independent of the Corporation.

Directors	Independent	Non independent
André P. Brosseau	André P. Brosseau is considered independent because he has no direct or indirect material relationship with the Corporation.	
Christian Dubé	Christian Dubé is considered independent because he has no direct or indirect material relationship with the Corporation.	
Jean La Couture	Jean La Couture is considered independent because he has no direct or indirect material relationship with the Corporation.	
Sylvie Lalande	Sylvie Lalande is considered independent because she has no direct or indirect material relationship with the Corporation.	
Pierre Laurin	Pierre Laurin is considered independent because he has no direct or indirect material relationship with the Corporation.	
Geneviève Marcon	Geneviève Marcon is considered independent because she has no direct or indirect material relationship with the Corporation.	

Directors	Independent	Non independent
The Right Honourable Brian Mulroney		The Right Honourable Brian Mulroney is not independent because he is a senior partner of the law firm Norton Rose Fulbright Canada LLP, principal legal counsels to the Corporation and its subsidiaries. In addition, he receives consulting fees (please refer to the "Directors Compensation Table" of this Circular).
Robert Paré		Robert Paré is not independent because he is a senior partner of the law firm Fasken Martineau DuMoulin LLP, important legal counsels to the Corporation and its subsidiaries.
Érik Péladeau		Érik Péladeau is not independent because his brother, Pierre Karl Péladeau, was, during the last three years, an executive of the Corporation.
Normand Provost	Normand Provost is considered independent because he has no direct or indirect material relationship with the Corporation.	

The Chair of the Board is appointed each year from among the members of the Board. The Board is of the opinion that maintaining separate Chair and Chief Executive Officer positions allows the Board to function independently of Management. If the Chair of the Board is not independent, a Lead Director is appointed from among the independent directors. The Vice Chair of the Board may hold both offices.

In camera sessions

After each meeting of the Board and of its committees, a meeting of the directors is held, at which members of management are not in attendance, which encourage free and open discussions among the directors. This meeting is followed by a meeting of the independent directors.

BOARD OF DIRECTORS MANDATE

The Board of the Corporation is ultimately responsible for the stewardship of the Corporation's overall administration and to oversee the management of the Corporation's operations. The Board has approved and adopted an official mandate that describes the composition, responsibilities and operation of the Board (the "**Board Mandate**").

The Board Mandate provides that the Board is responsible for supervising the management of the Corporation's business and affairs, with the objective of increasing value for the shareholders. Although management manages the Corporation's day-to-day operations, the Board is responsible for stewardship of the Corporation and, as such, it must efficiently and independently supervise the business of the Corporation.

A copy of the Board Mandate is annexed hereto as Schedule "**B"**. A copy of the Board Mandate is also available on the Corporation's Website at www.quebecor.com.

POSITION DESCRIPTIONS

Chair of the Board, Vice Chair of the Board and Lead Director and Chair of each Board Committee

The Board has adopted position descriptions for the Chair of the Board, the Vice-Chair of the Board and Lead Director and the Chair of each Board committee.

The Chair of the Board is responsible for the efficient operation of the Board. He ensures that the Board fully executes its mandate and that the directors clearly understand and respect the boundaries between the responsibilities of the Board and the responsibilities of management. The Vice Chair of the Board and Lead Director performs all the functions of the Chair of the Board during his absence or inability to act. He assists the Chair of the Board in his functions. Also, since the Chair of the Board is not an independent director, as Lead Director, he chairs in camera meetings of independent directors in order to give directors the opportunity to privately discuss on certain topics. He assists the Board to act independently from management and from any important shareholder of the Corporation.

According to the position descriptions for each Board committee chair, the principal role of the committee Chair is to ensure that the committee fully executes its mandate. A committee Chair must report on a regular basis to the Board regarding the activities of the committee.

President and Chief Executive Officer

The Board has adopted a position description for the President and Chief Executive Officer of the Corporation.

Among other things, the President and Chief Executive Officer is responsible for implementing the Corporation's strategic and operational objectives and for the execution of the Board's decisions. Moreover, he must establish the required procedures for fostering a corporate culture that promotes integrity, discipline and tight financial policies.

ORIENTATION AND CONTINUING EDUCATION

The mandate of the Corporate Governance and Nominating Committee provides that this committee is responsible for establishing and reviewing a training and orientation program for directors. Each director has access, via the electronic portal of the Corporation, to a Guide for Directors (the "**Guide**") which is updated continuously. The Guide contains, among other things, the mandates and working plans of the Board and the committees, the Code of Ethics, the principal policies of the Corporation as well as useful information about the Corporation. Upon their appointment, the new directors receive training on the Corporation's electronic portal, allowing them, in particular, to identify any useful information about Quebecor contained in the Guide. The Vice Chair of the Board and Lead Director and the Corporate Secretary assist them in their learning process as directors of the Corporation and inform them of the practices of the Corporation in corporate governance and particularly of the role of the Board, of its committees and of each director. Senior management of Quebecor also provides new directors with historical and forward-looking information regarding the Corporation's market position, operations and financial situation, to ensure that the directors understand the nature, functioning and positioning of the Corporation.

Senior management members regularly make presentations to the Board regarding Quebecor's principal business lines and on the major trends related to its main activities. Notably, directors received information on corporate social responsibility on environmental issues.

In addition, all directors attended the 2-day sessions where the strategic plans of the Corporation and its subsidiaries have been presented as well as the main orientations for 2016-2018.

Moreover, aware of the importance for the directors of keeping their knowledge and skills up to date, of improving themselves and of acquiring new competencies relevant to board service, and after evaluating the different means that would allow the directors to always remain well informed about the regulatory environment and the latest trends in corporate governance, the Corporation offers all directors the possibility of attending training sessions organized by specialized firms on topics of interest. Such training may deal with strategic management, risk management, performance measurement and management, financial information and management, human resources, succession management and compensation, and are aimed at helping the directors to fully play their role. Thus, in 2015, training sessions were offered to the directors, particularly the following sessions offered by the Institute of Corporate Directors:

- The role of the board during business acquisitions
- A renewed governance
- Three CEOs talking: Their expectations from their board
- Allocation of roles among the board and its committees

In addition, several directors participated on their own initiative in continuing education courses, symposiums, seminars or conferences on relevant topics related to their functions as director organized or offered by academic institutions, professional corporations or similar bodies, and spoke at such seminars or training sessions on topics related to the performance of duties as a director.

In between Board meetings, directors are also provided with analyst reports, relevant media reports and other documentation to keep them informed of any changes within the Corporation, the industry or the regulatory environment. Since the beginning of 2016, directors have access to a specialized weekly press review which addresses business and technological topics related to the affairs of the Corporation, which is filed on the electronic portal. In addition, directors can communicate at any time with senior management to discuss presentations made to the Board or any other questions of interest.

ETHICAL BUSINESS CONDUCT AND VARIOUS INTERNAL POLICIES

The Corporation has adopted a Code of Ethics that applies, without distinction, to all directors, officers and employees of the Corporation, and to those of its subsidiaries (except for TVA and Videotron which have their own Code of Ethics) to encourage and promote a culture of ethical business conduct within the Corporation. The Code of Ethics may be consulted under the Corporation's SEDAR profile at www.sedar.com. The Code is also available on the Corporation's Website at www.quebecor.com. The Corporate Governance and Nominating Committee reviews and approves all amendments made to the Code of Ethics.

The Code of Ethics is given to all of the Corporation's employees and such employees undertake in writing to abide by the Code, either by signing the declaration included in the Code, or by signing the attendance sheet when a presentation of the Code is made. Every four years, the employees must re-sign the declaration concerning the Code, except if a substantital review of the Code has been made during this period, in which case, all employees will receive a new copy of the Code and a new declaration will be requested from the employees.

Furthermore, the Vice-President, Internal Audit reports to the Audit Committee on all departures from the Code of Ethics reported to him through the ethics' line and the steps taken by the Corporation to correct them. The Chair of the Audit Committee informs the Board thereof at each regular meeting of the Board. The Vice-President, Internal Audit also reports annually to the Corporate Governance and Nominating Committee.

Neither the Board nor the Corporate Governance and Nominating Committee have allowed departures from the Code of Ethics by a director or executive officer over the past twelve months or during any part of the year 2015. Accordingly, no material change report was needed or filed.

The Audit Committee reviews related party transactions. Every year, directors and executives of the Corporation must declare in a questionnaire any conflict of interests and have the obligation to inform the Corporation of any changes that might occur thereafter. The Corporate Secretary of the Corporation reviews the questionnaires of the directors and reports to the Corporate Governance and Nominating Committee on any violation, real or anticipated, of the provisions of the Code of Ethics on conflict of interests. If a director is in a situation of conflict of interests during any discussions occurring at a meeting of the Board or one of its committees, he must declare his interest and withdraw from the meeting so as not to participate in the discussions or in any decisions which may be made. This is noted in the minutes of the meeting.

In addition to monitoring compliance with the Code of Ethics, the Board has adopted various internal policies to encourage and promote a culture of ethical business conduct.

In particular, the Board has approved a *Policy relating to the use of privileged information* which reminds directors, senior executives and employees of the Corporation who have access to confidential information likely to affect the market price or value of the Corporation's securities or of any third party to significant negotiations, that they may not trade in shares of Quebecor or of the other firms involved as long as the information has not been fully made public and as long as a reasonable period of time has not elapsed since public disclosure. Furthermore, the directors and senior executives of the Corporation and all other persons who are insiders of Quebecor may not trade in securities of Quebecor during certain periods set forth in the said policy.

Finally, the *Disclosure Policy* ensures that disclosure to the investing public regarding the Corporation is made in a timely manner, in keeping with the facts, accurately and widely disseminated, in accordance with the applicable statutory and regulatory requirements.

Trading and hedging restrictions

Although the Board has not adopted a policy prohibiting insiders from buying financial instruments or derivatives as a protection against fluctuations in the price of Quebecor's shares which they hold, the Corporation is not aware of any insider who has concluded such transactions.

In addition, the Corporation oversees all transactions in securities of Quebecor carried out by management by requiring that they contact the Corporate Secretariat prior to considering any transactions on the securities of the Corporation.

Clawback policy

Effective January 1st, 2015, the Board adopted a compensation clawback policy for certain members of senior management. Under this policy, which applies to the President and Chief Executive Officer and to the Chief Financial Officer of the Corporation and of its major subsidiaries and business units ("**member of management**"), the Board may, to the full extent permitted by governing laws and to the extent it determines that it is in the Corporation's best interest to do so, require reimbursement of all or a portion of any bonus or incentive compensation received by an executive officer or to proceed with the cancellation of any unvested grants made to an executive officer if:

(i) the amount of the bonus or incentive compensation received by the member of management was calculated based upon, or contingent on, the achievement of certain financial results that were subsequently the cause of or affected by a restatement of all or a portion of the Corporation's financial statements;

(ii) the member of management engaged in gross negligence, intentional misconduct or fraud that caused or partially caused the need for the restatement; and

(iii) the bonus or incentive compensation payment which would have been given to the member of management, or the profit he would have made, had the financial results been properly reported, would have been lower than the bonus or incentive compensation received.

In these circumstances, the Board has the discretion to require from the member of management recovery of all or a portion of any incentive compensation paid up to three years preceeding the date the Corporation had to proceed with a restatement of its financial statements.

Guidelines Extending the Options Holding Period

In order to better align senior executives' interests with those of the shareholders and to focus on long-term corporate performance, the Corporation's Human Resources and Compensation Committee has implemented guidelines extending the holding period of options granted to certain executive officers of the Corporation under the existing QI and QMI option plans.

Under these guidelines adopted by the Corporation, certain designated executive officers are required to hold their options for a minimum of two years following their vesting date. Over this period, any option held by such executive officer that becomes vested under the terms of the applicable plan may not be exercised before the minimum period has elapsed. The guidelines provide for a reduction of the minimum holding period to one year following vesting date for all the options that become vested on or after the executive officer's 59th birthday.

These guidelines, applied to each of the Named Executive Officers, allow to reach similar multiples comparable to those found in the market. By way of illustration, the following table shows the multiple of the salary that the President and Chief Executive Officer of the Corporation will hold over a 10-year period. Thus, as of the second year, the multiple of the salary of the President and Chief Executive Officer reaches 4.5 times his base salary.

Year		0	1	2	3	4	5	6	7	8	9	10
	3-year grant (% of base salary)	**675%**			**675%**			**675%**			**675%**	
Year 0	Acquisition		225%	225%	225%							
	Exercise				-225%	-225%	-225%					
Year 3	Acquisition					225%	225%	225%				
	Exercise							-225%	-225%	-225%		
Year 6	Acquisition								225%	225%	225%	
	Exercise										-225%	-225%
Year 9	Acquisition											225%
	Exercise											
	% of salary held		225%	450%	450%	450%	450%	450%	450%	450%	450%	450%
	Multiple of the salary		**2.25 X**	**4.5 X**	**4.5 X**	**4.5 X**	**4.5 X**	**4.5 X**	**4.5 X**	**4.5 X**	**4.5 X**	**4.5 X**

These guidelines have the benefit of simplicity in daily management for the Corporation, ease of understanding by the Named Executive Officers and the shareholders and allow the alignment of the Named Executive Officers' interests with those of the shareholders, while having an effect comparable to the usual minimum shareholding practices implemented in most companies in the peer group.

The extended holding period of the vested options applies to all Named Executive Officers for all the options granted since April 1, 2015.

COMMITTEES OF THE BOARD

Audit Committee

The Audit Committee assists the Board in overseeing the financial controls and reporting of the Corporation. The Audit Committee also oversees Quebecor's compliance with financial covenants and legal and regulatory requirements governing financial reporting matters and financial risk management.

In 2015, the Audit Committee was composed exclusively of independent directors, namely:

Chair: Jean La Couture
Members: A. Michel Lavigne
Normand Provost

All the minutes of the Audit Committee are submitted to the Board of the Corporation for information, and the Committee Chair also reports to the Board on its activities. A copy of the mandate of the Audit Committee is available on Quebecor's Website at www.quebecor.com. Please see the Audit Committee report below for the main achievements of the Committee in 2015.

The Corporation hereby incorporates by reference the additional information on its Audit Committee set out in the Annual Information Form for the fiscal year ended December 31, 2015. The Annual Information Form is available under the Corporation's SEDAR profile at www.sedar.com and on the Corporation's Website at www.quebecor.com.

Corporate Governance and Nominating Committee

In addition to the responsibilities and powers described under section "Selection of candidates to the Board of Directors" of this Circular, the Corporate Governance and Nominating Committee is also responsible for assisting the Board in developing and monitoring the Corporation's corporate governance practices. The committee presents to the Board, on a regular basis, its recommendations for improving Quebecor's corporate governance practices.

All the minutes of the Corporate Governance and Nominating Committee are submitted to the Board of the Corporation for information, and the Committee Chair also reports to the Board on its activities. A copy of the Committee's mandate setting out its responsibilities, powers and functioning is available on Quebecor's Website at www.quebecor.com.

In 2015, the Corporate Governance and Nominating Committee was composed exclusively of independent directors, namely:

Chair:	Sylvie Lalande
Members:	Pierre Laurin
	Geneviève Marcon

Human Resources and Compensation Committee

Please refer to section entitled "Compensation Discussion & Analysis" of this Circular which gives details on the composition of the committee and its mandate as well as the process by which the compensation of executive officers is determined. For a description of the process by which the compensation of directors is determined, please refer to the section entitled "Board of Directors – Compensation of Directors" of this Circular.

A copy of the Human Resources and Compensation Committee's mandate is available on the Corporation's Website at www.quebecor.com.

ASSESSMENT

The Board Mandate provides that it has the responsibility for assessing the whole board. Thus, each year, each Committee Chair reports to the Board on the work carried out during the most recently completed financial year and provides the Board with a certification indicating whether or not the committee has covered the required elements of its mandate.

It is the responsibility of the Vice Chair of the Board and Lead Director to assess the contribution of each director through individual meetings. At those meetings, the Vice Chair of the Board and Lead Director reviews, in particular, with each director, that director's assessment of the effectiveness of the Board and the contribution of its members. A report thereon is presented to the Chair of the Board and to the Board each year and this assessment is taken into account by the Corporate Governance and Nominating Committee in its analysis of the composition of the Board. Moreover, annually the Board collegially assesses the Chair of the Board and the Vice Chair of the Board and Lead Director in an in camera meeting. The Board places great importance in the conduct of such assessments without using an external consultant. This provides a tailored approach and allows the Board to benefit from the contribution of each director individually.

SECTION V.
AUDIT COMMITTEE REPORT

Mandate

The Audit Committee assists the Board in overseeing the financial controls and reporting. The Committee also oversees the Corporation's compliance with financial covenants as well as legal and regulatory requirements governing financial disclosure matters and financial risk management. For more information on the Audit Committee, including its mandate, please refer to the « Audit Committee » section in the Annual Information Form for the year ended December 31, 2015, filed under the Corporation's profile on SEDAR at www.sedar.com.

Members

The current members of the Audit Committee are Mr. Jean La Couture, Chair of the Committee and Messrs A. Michel Lavigne and Normand Provost. Each member of the Audit Committee is independent and financially literate within the meaning of the regulations of the Canadian Securities Administrators.

Additional information regarding the experience of each of the Audit Committee members is contained in the Annual Information Form of the Corporation for the year ended December 31, 2015.

Meetings

The Audit Committee meets at least once each quarter and reports on its activities to the Board. Activities reviewed by the Audit Committee are described in its mandate and annual work plan. At each quarterly meeting, the Audit Committee has the opportunity to meet separately in camera with each of the Chief Financial Officer, the Internal Auditor and the external Auditors. In addition, it holds an in camera session without management present at each meeting.

2015 Highlights

The Audit Committee held seven meetings in 2015. In these meetings, as stipulated in its mandate, the Audit Committee continued to focus on five main elements in 2015:

- evaluation of the quality and relevance of disclosed financial information;
- examination of the adequacy of policies and processes for internal controls over financial reporting;
- risk management, particularly including operational risks related to information technology and cybersecurity;
- monitoring of the application of the International Financial Reporting Standards ("IFRS"); and
- oversight of all aspects of internal and external audit program.

Financial Reporting

- The Audit Committee attended presentations by the Corporation's Chief Financial Officer and made inquiries related to the quarterly and annual financial performance and operating results of the Corporation, including its reporting segments, relative to results in prior periods.

- It reviewed with management and the external Auditor the quality and the acceptability of the Corporation's accounting policies and any changes proposed thereto, including (i) all major accounting policies and practices used, (ii) any alternative treatments of financial information that have been discussed with management, the impact of their use and the treatment recommended by the external Auditor, and (iii) the disclosure and impact of contingencies and the reasonableness of the provisions, reserves and estimates that may have a material impact on financial reporting.

- It reviewed and discussed with the Chief Executive Officer and the Chief Financial Officer their readiness to certify the interim and annual financial statements and related disclosure materials, as required under Canadian securities legislation.

- It reviewed with management and the external auditor the annual audited consolidated financial statements and quarterly unaudited consolidated financial statements of the Corporation and its subsidiaries, and obtained explanations from management on all significant variances with comparative periods, before recommending their approval to the Board and their public release, including related press releases and management's discussion and analysis.

- It reviewed and recommended to the Board for approval key securities filings that contain financial information, including the Annual Information Form, and their disclosure or filing with the appropriate regulatory authorities.

External Auditor

- The Audit Committee oversaw the work of the external Auditor and reviewed and approved the annual audit plan.

- It met quarterly with the representatives of the external Auditor without management present.

- It reviewed and pre-approved all audit services and pre-approved all non-audit services provided to the Corporation and its subsidiaries by the external Auditor for the year 2015.

- It ensured compliance with legal and regulatory requirements regarding (i) the rotation of the external Auditor's partners responsible for the Corporation's records and (ii) the external Auditor's participation in the Canadian Public Accountability Board's program.

- It evaluated the adequacy of the policy with regard to the independence of the external Auditor.

- With management, it developed the plan for implementing the new comprehensive and in-depth process for evaluating the external Auditor every five years and conducted the annual evaluation of the external Auditor with each member of the Audit Committee and key employees involved in financial management. The evaluation focused on various elements, including the assessment of the professional qualifications of the partner in charge and his team, the quality of the exchanges and discussions held with the representatives of the external Auditor during the year, as well as the quality of audit plans and fees.

- It recommended that the Board submit the appointment of the external Auditor to the vote of shareholders for the year ending on December 31, 2016. This recommendation is made after consideration, among other things, of the annual evaluation of the external Auditor.

- It examined and recommended that the Board approve the compensation of the external Auditor for auditing services provided throughout 2015.

Disclosure Controls and Procedures, Internal Control and Risk Management

- The Audit Committee reviewed the internal audit program, its scope and capacity to ensure the effectiveness of the systems of internal control and financial reporting accuracy.

- It reviewed quarterly reports on internal audit activities.

- It obtained assurance of the internal audit program's independence and effectiveness and ensured that the internal audit program has the resources necessary to fulfill its mandate.

- It reviewed and oversaw the management of the main operational risks of the Corporation and its main subsidiaries, and reviewed the reports on the methods implemented by management to protect the Corporation's property and information systems, including the elements of cybersecurity.

- It attended regular presentations on risk mitigation strategies implemented by executive officers who are responsible for particular risks.

- It reviewed the internal auditors' evaluation of the Corporation's disclosure controls and internal control systems and risk mitigation progress.

- It met regularly with the internal Auditor without management present.

- It received briefings from management regarding key internal audit report followups.

- It reviewed quarterly the results of the cascading certifications by key persons in the financial reporting and disclosure controls processes to provide reasonable assurance to the Chief Executive Officer and the Chief Financial Officer.

- It met with management, the internal Auditor and external Auditor in 2015 to obtain progress reports on management's documentation and evaluation process of Internal Control over Financial Reporting ("**ICFR**"). The Chief Executive Officer and Chief Financial Officer submitted their report to the Audit Committee on their examination of the design and effectiveness of ICFR as at December 31, 2015. No material weaknesses in the design or operation of ICFR were noted.

- It considered reports on litigation from the Chief Legal Officer and on matters relating to compliance with laws and regulations.

- It received and considered quarterly reports regarding the receipt, investigation and treatment of whistleblowing, ethics and internal control complaints.

Other Items Reviewed by the Audit Committee

- The Audit Committee reviewed the Committee's mandate, approved minor amendments thereto, for further recommendation to the Board for approval.

- It reviewed and approved the Audit Committee's annual work plan.

- It reviewed certain business sectors and subsidiaries of the Corporation which do not have their own audit committee.

- It took note of quarterly reports on taxation, particularly concerning all tax adjustments and the impact of all current or projected taxes.

- It reviewed the state of the pension plans of QMI and its subsidiaries.

- It reviewed and expressed satisfaction with the methodology and bases used to calculate incentives for executives of QMI and its subsidiaries.

- It eviewed all related party transactions and the inter-company sharing of management fees on an annual basis.

The Audit Committee fulfilled all of the tasks within its mandate for the financial year ended December 31, 2015. The Audit Committee will continue, among other things, to regularly oversee the management's evaluation process and the effectiveness of the Corporation's ICFR throughout 2016.

The Audit Committee

Jean La Couture, Chair
A. Michel Lavigne
Normand Provost

SECTION VI.
COMPENSATION DISCUSSION & ANALYSIS

Dear Shareholders,

On behalf of the Board, we are pleased to present you with our executive compensation approach, and the principles upon which the Board develops our compensation policy.

This year, for the first time, in response to requests from shareholders to have their voices and concerns acknowledged, the Board, upon the joint recommendation of the Corporate Governance and Nominating Committee and the Human Resources and Compensation Committee, invites you to make your voice heard by taking part in the advisory vote on our overall compensation approach for executive officers. To help you in your analysis, we invite you to examine the highlights concerning our performance in the following pages and the details of our overall compensation approach for executive officers. You will be able to see the quality of this important aspect of our governance architecture with regard to compensation, and our commitment to continuous improvement.

Fiscal 2015 at a glance

In 2015, in addition to developing our business plan, we continued reorganizing the Quebecor business portfolio by focusing our efforts on promising segments. The following table summarizes the financial performance, as well as some noteworthy accomplishments in our various industry segments over the last fiscal year.

Financial operations
• Quebecor's sales totalled $3.88 billion in 2015, a $271.8 million (7.5%) increase compared with the previous financial year, and a $30.9 million (2.2%) increase in adjusted operating income. • Interest in QMI went from 75.36% to 81.07% following the repurchase by QMI for cancellation of 7,268,324 common shares of its share capital held by CDP. • Completion of the sale of our English-language newspapers and Archambault stores.

Telecom Group	Media Group	Sports and Entertainment Group
• Growth of $169.7 million (6%) in sales, and growth of $32.6 million (2.4%) in adjusted operating income • Increase of 135,800 connections (21.5%) to mobile telephony service and increase of $10.52 of average monthly revenue per user (8.4%) • Acquisition and expansion of data hosting center of 4Degrees Colocation Inc. and beginning of construction of a new data center in Montréal	• Growth of $112.8 million (13.2%) in sales, and growth of $11.8 million (20.2%) in adjusted operating income • TVA Sports stood up with a 1.6 point increase in market share. Subscription revenues have increased by 114.8% while advertising revenues were up 251.9% • Successful integration of MELS activities generating additional revenues of $60.1 million and an adjusted operating income of $14.1 million	• Official opening of the Videotron Centre and conclusion of key partnerships with industry leaders • Presentation of major shows at the Videotron Centre • Application under the NHL expansion process for a franchise for a professional team.

Highlights from 2015 in executive compensation and outlook for 2016

As our business strategy evolves, we examine and adjust our executive compensation approach to ensure it is thoroughly:

1. in line with our growth strategies;
2. tied to performance;

3. competitive; and
4. aligned with the best practices in governance and risk management.

To fulfill this objective, in 2015, we conducted a comprehensive benchmark study of overall executive compensation with the help of Hexarem Inc. (“**Hexarem**”), an independent consulting firm renowned for its expertise in executive compensation. The results of this study showed us that target direct compensation for Quebecor executive officers is properly aligned with the compensation policy for each position. In addition, the Human Resources and Compensation Committee has committed to reviewing mid-term and long-term incentive programs in 2016 in order to ensure that they are fully in line with our strategic orientations.

Our executive compensation approach

Our executive compensation approach is based on the following four main principles, allowing for a good balance between our strategic objectives, the performance expected by our shareholders, our ability to attract and retain talents, and our healthy risk management.

1. Alignment with growth strategies

Quebecor must remain agile and proactively adapt its strategy and business plans to perpetually changing market conditions. Consequently, the Human Resources and Compensation Committee governs its overall executive compensation approach with a continuous process to ensure that it best supports every strategic shift. The growth strategies emphasized in 2015, and on which the compensation plan is based, are the following:

- ensure the success of acquisitions and explore promising sectors with the goal of diversifying the business portfolio;
- continue the mobile strategy growth and positioning;
- maintain the momentum of the shift to digital;
- remain the Québec leader for content and brands; and
- successfully launch the Videotron Centre, the new Quebec City arena.

2. Performance-based compensation

A large portion of executive compensation is at risk and not guaranteed, because it is contingent on the achievement of objectives in line with shareholder interests. In 2015, the percentage of at-risk income for executive officers ran between 42% and 74%, primarily in the form of a short-term incentive plan whose objectives are in large part tied to Quebecor's profits, a mid-term incentive plan, which is largely dependent on share price, and finally, a long-term incentive plan that consists in stock option grants of Quebecor, QMI and TVA Group Inc. (“**TVA**”), as the case may be, whose gains also vary depending on share price.

3. Competitive compensation

Competition is intense in the world of telecommunications, media, and content, and will not become any less so in the coming years. This competition no longer comes from the traditional networks, but rather from all media. It has become global. The search for the best talents has inevitably become competitive as well. Quebecor must continually make sure to offer competitive compensation to not only attract, but also retain, tremendously talented individuals, who are a key to its success.

4. Alignment with the best practices in governance and risk management

To reinforce the financial involvement of specific Quebecor officers and reduce incentives to take excessive risks, the Board established certain practices:

- guidelines that require the designated executive officers to hold their options for a minimum of two years following their vesting date. In 2016, the Human Resources and Compensation Committee plans to harmonize the guidelines extending the options holding period as part of its review of the mid-term and long-term incentive programs.

- limitations on short-term and mid-term incentive payments
- a clawback policy applicable to the President and Chief Executive Officer of Quebecor, to the Chief Financial Officer of Quebecor, as well as to those of its main subsidiaries and business units. This policy requires reimbursement of all or a portion of any bonus or incentive compensation paid to a Named Executive Officer subject to this policy should a restatement of Quebecor's financial statements become necessary.

In conclusion

The Human Resources and Compensation Committee is of the opinion that the current policies, plans and compensation levels for executive officers at Quebecor are tied to the performance of the Corporation and reflect a healthy compensation that is competitive in this market.

We look forward to meeting you at the annual meeting,

The Chair of the Board,
The Right Honourable Brian Mulroney

The Human Resources and Compensation Committee,

A. Michel Lavigne, Chair
Sylvie Lalande
Pierre Laurin

HUMAN RESOURCES AND COMPENSATION COMMITTEE

Composition of the Human Resources and Compensation Committee

In 2015, the Human Resources and Compensation Committee was comprised of three independent directors, being A. Michel Lavigne, Chair, Sylvie Lalande and Pierre Laurin. On the basis of their professional background, education and involvement on numerous boards of directors, all members, individually and collectively, have the required experience to ensure that the Human Resources and Compensation Committee effectively fulfils its mandate.

Mr. Lavigne was President and Chief Executive Officer of Raymond Chabot Grant Thornton for many years. As such, he has the relevant experience in managing and monitoring compensation programs. In addition, Mr. Lavigne is a corporate director since many years, Chair of the Pension Committee of Canada Post Corporation and a member of the Human Resources and Corporate Governance Committee of TVA. In addition, he attended the Corporate Governance University Certification Program of the CAS with respect to various topics relating to talent management and executive compensation as well as the governance program relating to pension plans.

For her part, Ms. Lalande has held several management positions that led her to monitor various aspects of executive compensation. Ms. Lalande is also Chair of the Corporate Governance and Human Resources Committee of Ovivo Inc., and is also Chair of the Human Resources and Corporate Governance Committee of TVA. In addition, she attended the Corporate Governance University Certification Program of the CAS with respect to various topics relating to talent management and executive compensation as well as the governance program relating to pension plans.

As for Mr. Laurin, who holds a doctorate from the Harvard Business School, he was a teacher of business policy at HEC Montreal in addition to leading this institution for several years. For more than 10 years, Mr. Laurin was Chair of the Board of Atrium Innovations to which its compensation committee reported.

At the Meeting, the Chair of the Human Resources and Compensation Committee will be available to answer questions or address shareholders' concerns about compensation.

Mandate of the Human Resources and Compensation Committee

Among the Human Resources and Compensation Committee's responsibilities, the following are included:

a) review annually the succession plan of senior management;

b) recommend to the Board the appointment of senior management of Quebecor and approve the terms and conditions of their hiring, retirement or termination;

c) review annually the objectives that the Chief Executive Officer is expected to reach, evaluate him in light of those objectives and other factors deemed relevant by the Human Resources and Compensation Committee, report annually to the Board on the results of its evaluation and recommend to the Board the Chief Executive Officer's total compensation and overall objectives;

d) after consultation with the Chief Executive Officer and the Chair of the Audit Committee of Quebecor, review the performance assessment of the Chief Financial Officer and recommend to the Board his overall compensation;

e) determine grants of stock options under the Corporation's stock option plan and make appropriate recommendations to the Board;

f) ensure that Quebecor has a competitive compensation structure so as to attract, motivate and retain qualified individuals that the Corporation requires to meet its business objectives; and

g) ensure that the policies and compensation programs in place do not encourage executives to take excessive risks or make profitable short-term decisions that could undermine the long-term viability of Quebecor.

The Human Resources and Compensation Committee carries out its mandate within the parameters of compensation policies implemented by Quebecor which provide a framework for the overall compensation structure described in the next section.

Succession Plan

Annually, the Human Resources and Compensation Committee reviews and analyzes the succession plan prepared by Quebecor's management and reports to the Board. This succession plan is submitted for all business sectors of the Corporation being: Telecom Group, Media Group and Sports and Entertainment Group. Thus, in order to ensure a high-quality succession plan for senior management positions, Quebecor looks to its entire talent pool to identify the best candidates. The annual succession planning process includes three groups: senior management succession, positions deemed critical by management and promising candidates.

During this process, the individuals occupying critical positions and their potential successors are also analysed thoroughly by the Human Resources and Compensation Committee. Promising candidates are also reviewed and management ensures that an appropriate development plan is in place for each of them. The succession planning process is implemented for all business units to ensure efficient talent management.

Independent compensation consultants

As stipulated in its mandate, the Human Resources and Compensation Committee has the authority to hire its own external advisors, and approve their compensation thereof, for compensation consulting services for the Named Executive Officers. The Human Resources and Compensation Committee, in collaboration with management, gives the advisors their instructions directly and must approve all of their assigned mandates.

Towers Watson has provided advice in the past on executive compensation concerning primarily the evaluation of the compensation of certain executive positions in the market. In October 2015, the Human Resources and Compensation Committee commissioned Hexarem to carry out an analysis in the market for executive compensation. This analysis will serve as the basis for a review of the executive compensation package in the course of 2016.

Almost all of the mandates entrusted to them have been at the request of the Human Resources and Compensation Committee.

The fees paid to Hexarem and Towers Watson during the last two financial years were as follows:

Type of fees	2015		2014	
	Hexarem	Towers	Hexarem	Towers
Executive compensation – Related Fees	$59,165	—	—	$11,900
All other fees – Evaluation of market practices on compensation policy	—	$2,125	—	—

COMPENSATION ANALYSIS

Compensation principles

Executive compensation is structured so as to enhance shareholder value by favouring the implementation and development of the business strategy of the Corporation and its subsidiaries.

The total compensation package offered to senior executives is set in accordance with a "pay-for-performance" principle which reflects individual performance, the performance of the business units and the consolidated results of the Corporation. It favours:

- an alignment of the compensation of executives with the interests of the shareholders to maximize their equity over the long term;
- the promotion of and compensation for the achievement or overachievement of strategic and financial objectives;
- the offering of a competitive compensation package to retain and motivate talent.

Quebecor and its subsidiaries must also attract and retain key talents to carry out their business mission. They believe that performance and competencies are fundamental factors for the salary progression of their employees and the determination of their overall compensation. Thus, overall executive compensation is also based on principles of equity in the recognition of attitude, abilities and skills such as:

Internal equity	Determines the relative value of positions and their classification in the salary structure, which meets pay equity requirements.
External equity	Offers compensation that is commensurate with that offered for equivalent positions in the reference market.
Individual equity	Considers the employee's individual performance and contribution in the determination of individual salaries.

Objectives of compensation components

Compensation for the President and Chief Executive Officer of Quebecor, the Chief Financial Officer and the other three most highly compensated executives who held their positions as at December 31, 2015 (collectively, the "**Named Executive Officers**") may consist of one or more of the following components according to the objectives to prioritize:

	Components	Reasons
Direct Compensation	Base salary	• Attract, retain, motivate and provide financial security.
	Short-term Incentive (bonus)	• Motivate to achieve strategic objectives and business priorities. • Render senior executives accountable for the achievement of annual financial and strategic objectives.
	Mid-term Incentive	• Act as a retention element. • Link compensation with meeting specific performance targets pertaining to certain groups of the Corporation (3-year cycle).
	Long-term Incentive (Stock Option Plan)	• Act as a retention element. • Motivate to achieve strategic objectives and business priorities. • Render senior executives accountable for the achievement of financial objectives year after year. • Target the focus of executives on the Corporation's long-term strategic objectives. • Align executive interests with those of the shareholders.
Indirect Compensation	Benefits (including pension)	• Promote employee health and well-being (financial and physical). • Provide financial security for retirement.
	Perquisites	• Attract and retain talent. • Offer competitive benefits comparable to market.

The base salary offers financial security and is competitive within the reference groups. The incentive plans, for their part, aim to reward the achievement of specific objectives, primarily financial, but also strategic in the short-, medium- and long-term.

In short-term incentive plans, although the financial objective based on adjusted operating income[1] remains a major performance indicator, some target strategic objectives have been integrated in order to reward the implementation of specific strategies for each of the Corporation's business sectors. For example, the optimization of the assets portfolio, the development of new promising sectors, strict cost control, and the development and operation of the Videotron Centre are all objectives that enable Quebecor to create and maintain solid foundations for the deployment of its strategic plan. The objectives for each of the executive officers are reviewed annually to ensure alignment with the Corporation's business objectives.

Mid-term incentive plans were designed to create a direct relationship between compensation paid to executive officers and the achievement of objectives over a three-year cycle. These objectives are specific and based on the business plan of Quebecor or of the business unit for which the incentive plan was created.

Long-term compensation in the form of stock options allows the Corporation to reach several objectives over a longer period of time. The first objective is to provide an incentive for the participants to take the proper actions, sometimes difficult in the short term, so that the Corporation can carry out its business plan and build for the long term. The second objective is to align the interests of the senior executives with those of the shareholders. In order to demonstrate to certain senior executives the importance the Corporation ascribes to their solid performance, their contribution and their long-term service, grants may cover horizons of more than one year.

Description of compensation components

Components	Description	Eligibility
Base salary	• Annual cash base compensation commensurate with skills, the level of responsibilities and the reference market.	All employees

Short-Term Incentive	• Bonus plan with targets ranging from 7.5% to 100% of base salary.
	• Bonus objectives based on the following components:
	  • Adjusted operating income (25% to 75%)
	  • Strategic objectives (25% to 75%)
	• Subject to exceptions, in order for the bonus to be paid, the financial criterion must be achieved at the level set at the beginning of the year.
	• If the objectives are exceeded, bonus may be increased up to a maximum varying between 1.6 time and 2 times the target.
	• This compensation component is at risk.
		Professionals and senior positions

Mid-Term Incentive	• Bonus plan based on a 3-year cycle and payable at the end of the cycle. • Bonus represents a percentage of base salary and varies depending on the rank within the organization and its strategic impact. • Bonus paid under the mid-term incentive plans cannot be increased even if the objectives are surpassed. • This compensation component is at risk.	Selected senior executives and senior management

[1] Adjusted operating income is a financial measure that is not consistent with IFRS. For the definition of this measure and its reconciliation with the financial measure established in accordance with IFRS in the Corporation's financial statements, please refer to Management's Discussion and Analysis for the year ended December 31, 2015, which is available on our Website and on the SEDAR Website at www.sedar.com.

Components	Description	Eligibility
Long-Term Incentive	• Stock Option Plan of the Corporation, QMI and TVA, as the case may be. • Grants attributed on a target % of the base salary and are calculated using the Black & Scholes valuation model. • The compensation value varies depending on the position occupied within the organization and the impact of the individual's contribution on the financial results and the implementation and development of the strategy. For details concerning these plans, including horizons and vesting periods, please refer to the section of this Circular entitled « Equity Compensation Plans ». • This compensation component is at risk.	Senior executives and senior management
Benefits	• Flexible benefits. • Complete annual medical exam for senior executives.	All employees
Pension	• Pension plan may differ among subsidiaries.	Majority of employees
Perquisites	• Company car or car allocation.	Senior executives and senior management

The relationships between each of the compensation components are taken into account in establishing the parameters of the compensation policy. The relative weight of each component varies based on the employee's rank and type of position within the organization. In general, the more senior the position, the greater the portion of total compensation target is variable, thereby creating a direct link between the degree of influence exercised by the senior executive and the percentage of compensation subject to achieving strategic objectives. If it deems appropriate, the Human Resources and Compensation Committee may enhance any of the components to reward a promotion, retain an employee, in recognition of service, or to balance out the other compensation components.

No policy prevents the Human Resources and Compensation Committee from awarding or recommending to the Board a bonus, as the case may be, even if the performance objective has not been reached or from increasing or decreasing an award or payment.

Reference Market

Direct compensation (base salary, short, medium and long-term incentives) is established by taking into account the reference market, the positioning desired by the Corporation, the employee's performance as well as the financial resources of the Corporation. Towers Watson, the consultant specialized in compensation, participated in the determination of the selection criteria in order to establish comparison groups, thus creating reliable and personalized reference markets which were approved by the Human Resources and Compensation Committee of the Corporation.

The Human Resources and Compensation Committee considers that the criteria used to establish reference groups allows to evaluate senior executive compensation in companies that are operating in comparable sectors and that have a similar capital structure to that of the Corporation. In 2014, the Human Resources and Compensation Committee reviewed the composition of reference groups on the basis of the criteria established.

The reference group for the President and Chief Executive Officer of the Corporation is composed of the following corporations:

Corporations	Criteria			
	Sector of activity similar to that of the Corporation or its subsidiaries (1)	Major corporations based in Québec	Canadian corporations with earnings between $3 and $6 billion	Multiple Voting Shares
Bell Canada	√	√		
Bell Media	√	√		
Bombardier Inc.		√		√
CGI Group Inc.		√		√
Cineplex Inc.	√			
Cirque du Soleil	√	√		
Cogeco Inc.	√	√		√
Corus Entertainment Inc.	√			√
Lions Gate Entertainment Corp.	√			
Manitoba Telecom Services Inc.	√			
Metro Inc.		√		√
Molson Coors Canada Inc.			√	√
Rogers Communications Inc.	√			√
RONA Inc.		√	√	
Saputo Inc.		√		
Shaw Communications Inc.	√		√	√
TELUS Corporation	√			
The Jean Coutu Group (PJC) Inc.		√		√
Thomson Reuters Corporation	√			√
Torstar Corporation	√			√
Transat A.T Inc.		√	√	
Transcontinental Inc.	√	√		√

(1) Telecommunications, broadcasting, newspapers, retail and/or distribution

The reference groups for the position of President and Chief Executive Officer of Videotron and of President and Chief Executive Officer of Quebecor Media Group and TVA, determined in collaboration with Towers Watson, take into account Canadian companies or public subsidiaries, working in business fields similar or related to those of Quebecor Media Group and TVA, and are composed of the following corporations:

Canadian corporations in the telecommunication sector
Aliant Inc. / Bell Aliant Inc.
Bell Canada
Bell Media
Cogeco Inc.
Corus Entertainment Inc.
Lions Gate Entertainment Corp.
Manitoba Telecom Services Inc.
Rogers Communications Inc.
Shaw Communications Inc.
TELUS Corporation

Canadian corporations in the media sector
Bell Aliant Inc.
Bell Media
Cogeco Inc.
Corus Entertainment Inc.
Glacier Media Inc.
Lions Gate Entertainment Corp.
Shaw Communications Inc.
theScore, Inc.
Torstar Corporation

For the President and Chief Executive Officer, Sports & Entertainment Group and the Chief Financial Officer of the Corporation, their compensation is established using a regression analysis that estimates the amount of competitive compensation based on the size of the Corporation relative to that of other Canadian corporations.

Risk assessment in establishing the elements of compensation

To remain competitive and to encourage the Named Executive Officers to achieve the growth expected by shareholders, the Corporation has to be exposed to some level of risk-taking. However, the Human Resources and Compensation Committee ensures that the policies and compensation programs in place do not encourage executives to take excessive risks. It is therefore important that the objectives of senior executives do not encourage them to make profitable short-term decisions that could undermine the long-term viability of the Corporation. For this purpose, the following measures have been implemented:

1. Cap on payments related to short-term incentive plans for Quebecor and its subsidiaries.

2. Establishment of a portion of overall compensation based on mid- and long-term goals depending on the price of the Corporation's and TVA's shares, on an organized market (the Toronto Stock Exchange), or on an assessment by an independent third party for QMI. This is achieved by the establishment of a three-year cycle incentive plan and by the granting of stock options of the Corporation and of its subsidiaries.

3. Restrictions concerning the time for exercising vested stock options.

4. Implementation of a clawback policy for certain executive officers of the Corporation, should a restatement of the financial statements become necessary. This policy has been in effect since January 1, 2015, and is described in detail under section "IV. Statement of Corporate Governance Practices" of this Circular.

Moreover, although the Board has not adopted a policy prohibiting insiders from buying financial instruments or derivative products to protect them against fluctuations in the price of the Corporation's shares which they hold, the Corporation is not aware of any insider who has concluded any such transactions.

Compensation of the President and Chief Executive Officer

Compensation related to the position of President and Chief Executive Officer was evaluated jointly by the Corporation's and QMI's Human Resources and Compensation Committees. Hexarem conducted an in-depth reference market analysis in accordance with the objectives described in the section "Objectives of the compensation elements."

Further to this analysis, the Corporation deemed that the compensation of the President and Chief Executive Officer was competitive in the reference market.

For the year 2015, the compensation of the President and Chief Executive Officer of the Corporation is composed of:

- A base salary of $1,300,000.
- An annual bonus plan equivalent to 100% of his base salary, up to a maximum of 200% of his base salary. The objectives are both financial and strategic in a proportion of 65% and 35% respectively.
- A medium-term incentive plan with a target equivalent to 200% of his base salary, payable at the end of a 3-year cycle, depending on achievement of defined objectives.
- A long-term incentive plan under which stock options of the Corporation with a 3-year horizon were granted to him for an annual compensation value equivalent to 225% of his base salary. In addition, all options granted must be kept for a minimum of two years following their vesting date.

The largest portion of his compensation, that is almost 62%, is at risk and could be nil if the objectives that have been set for him are not achieved.

Pursuant to the bonus principles for 2015 and the level of achievement of the objectives, the President and Chief Executive Officer was granted a bonus representing 167% of the target bonus established according to the Corporation's financial and strategic objectives.

In the short-term incentive plan, the weighting of the financial objectives is 65% on reaching QI's adjusted operating income, which was reached at 102.44% for a multiplying factor of 148.8%. The strategic objectives, which represent 35% in terms of weighting, are related to reaching key stages of the strategic plan (in particular, the continuous review of the Corporation's asset portfolio to favour growth for shareholders, the development of new promising sectors for the Corporation, and the opening of the Videotron Centre) and were considered by the Human Resources and Compensation Committee and the Board to be reached at 200%.

The table presented in "Method for determining compensation for the year 2015" indicates the details regarding the objectives established pursuant to each of the incentive plans and the amount payable for the year 2015 according to the results achieved.

Method for determining compensation for the year 2015

The compensation for the Named Executive Officers is established by the Human Resources and Compensation Committee, except, as stated above, for the President and Chief Executive Officer and for the Chief Financial Officer of the Corporation whose compensation is subsequently approved by the Board of the Corporation. The Compensation for the President and Chief Executive Officer of TVA is also reviewed by TVA's Human Resources and Corporate Governance Committee and approved by TVA's Board. The compensation of the President and Chief Executive Officer of Videotron is reviewd by the Human Resources and Compensation Committee of the Corporation and approuved by Videotron's Board.

Details of the various elements of compensation of the Named Executive Officers are described hereafter:

	Pierre Dion	Jean-François Pruneau	Manon Brouillette	Benoît Robert	Julie Tremblay
Base Salary	Market positioning				
Short-Term Incentive	**Target bonus (% of base salary)**				
	100%	50%	100%	50%	80%
	Objectives				
	65% on reaching budgeted and adjusted operating income of the Corporation (reached at 102.44% for a multiplying factor of 148.8%). 35% on reaching strategic objectives, such as the continuous review of the Corporation's asset portfolio to favour growth for shareholders, the development of new promising segments for the Corporation, and the development and opening of the Videotron Centre (reached at 200%).	75% on reaching budgeted and adjusted operating income of QMI (reached at 102.44% for a multiplying factor of 129.3%). 25% on objectives which are related to: (i) the implementation of processes aimed to optimize corporate and capital structures; (ii) his strategic involvement in the negotiation of acquisitions, divestitures and partnership projects; and (iii) strict monitoring related to cost controls (reached at 160%).	65% on reaching budgeted and adjusted operating income of Videotron (reached at 102.91% for a multiplying factor of 146.5%). 35% based on objectives related to (i) reaching budgeted revenue for the different products and (ii) completing the cost control project; (iii) developing the modernization plan; and (iv) developing promising future projects (reached at 180%).	65% on reaching budgeted and adjusted operating income of Sports & Entertainment Group (reached at 110.54% for a multiplying factor of 160%). 35% based on objectives related to: (i) implementing the new structure of the Sports & Entertainment Group business unit; (ii) ensuring the success of the Videotron Centre; and (iii) developing the entertainment segment (reached at 160%).	65% on reaching budgeted and adjusted operating income of Quebecor Media Group for 30% (excluding TVA) and TVA for 70% (not reached). 35% based on objectives related to (i) TVA Sports success; (ii) the structure of advertising revenue; (iii) the digital content strategy; and (iv) the successful integration of new acquisitions (reached at 160%). Upon recommendation of the Human Resources and Compensation Committee, and in order to recognize the efforts of the Quebecor Media Group transformation and the operational integration of acquisitions, a discretionary amount of $100,000 was paid.
	Bonus paid (% of target bonus) except for discretionary bonus				
	167%	137%	158%	160%	56%

	Pierre Dion	Jean-François Pruneau	Manon Brouillette	Benoît Robert	Julie Tremblay
Mid-Term Incentive	**Annualized target value % of base salary**				
	200%	50%	100%	50%	50%
	Objectives				
	Increase in Class B Shares price calculated at the beginning and at the end of the 3-year cycle. Maintain or improve the debt/adjusted operating income ratio calculated at the beginning and at the end of the 3-year cycle.	Increase in Class B Shares price calculated at the beginning and at the end of the 3-year cycle. Maintain or improve the debt/adjusted operating income ratio calculated at the beginning and at the end of the 3-year cycle.	2014-2016 cycle: see details in our 2015 proxy circular. 2015-2017 cycle: Achievement of cumulative strategic plan objectives over a 3-year period: 30% on objectives established on operating income of Videotron; 40% on increase in free cash flows; 30% on the cost-reduction program.	Achievement of cumulative objectives over a 3-year period: 35% on the acquisition of a National Hockey League franchise; 65% on the occupancy level of the Videotron Centre.	2014-2016 cycle: see details in our 2015 proxy circular. 2015-2017 cycle: 33% on reaching the adjusted budgeted profit margin for the year 2015; 33% on reaching the adjusted budgeted profit margin for the year 2016; 33% on reaching the adjusted budgeted profit margin for the year 2017.
	Payment				
	First cycle started in 2014 for 2014, 2015 and 2016. First payment of target bonus will be possible in 2017 if cumulative objectives as at December 31, 2016 are reached. Each year a new cycle starts and the bonus will be payable at the end of the 3-year cycle if cumulative objectives for the entire cycle were achieved.	First cycle started in 2013 for 2013, 2014 and 2015. First payment of target bonus will be in 2016 if cumulative objectives as at April 28, 2016 are reached (the cycle has exceptionally started in April 2013). Each year a new cycle starts and the bonus will be payable at the end of the 3-year cycle if cumulative objectives for the entire cycle are achieved.	Payment for the first year of the cycle after the 3-year cycle. The bonus is payable over a 3-year period at the end of the 3-year cycle if cumulative objectives for the entire cycle are achieved. The objectives giving rise to a bonus payment for 2015 were considered as being reached. Each year a new cycle starts and the bonus will be payable at the end of the 3-year cycle if cumulative objectives for the entire cycle are achieved.	First cycle started in 2015 for 2015, 2016 and 2017. First payment of target bonus will be possible in 2018 if cumulative objectives as at December 31, 2017 are reached. Each year a new cycle starts and the bonus will be payable at the end of the 3-year cycle if cumulative objectives for the entire cycle are achieved.	First cycle started in 2014 for 2014, 2015 and 2016. First payment of target bonus will be possible in 2017 if cumulative objectives as at December 31, 2016 are reached. Each year a new cycle starts and the bonus will be payable at the end of the 3-year cycle if objectives for the entire cycle are achieved.

	Pierre Dion	Jean-François Pruneau	Manon Brouillette	Benoît Robert	Julie Tremblay
Long-Term Incentive	**Grants of stock options**				
	No options were granted in 2015 since 870,000 options of the Corporation with a 3-year horizon were granted in 2014 and therefore covered 2015.The annual compensation value was estimated at 225% of base salary.	No options were granted in 2015 since 300,000 options of the Corporation with a 3-year horizon were granted in 2013 and therefore covered 2015. The annual compensation value was estimated at 200% of base salary.	No options were granted in 2015 since 50,000 options of the Corporation with a 3-year horizon were granted in 2014 and therefore covered 2015. The annual compensation value was estimated at 200 % of base salary. A 3-year horizon grant of 123,711 options pursuant to the Stock Option Plan of QMI was made in 2013 and therefore covered 2015. The annual compensation value was estimated at 100% of the base salary. A one-year horizon grant of 28,000 options pursuant to the Stock Option Plan of QMI was made in 2015, at an exercise price of $70.558 per share, for an annual compensation value estimated at 44% of base salary. This grant allowed direct compensation to be adjusted as indicated in the market positioning.	A one-year horizon grant of 34,000 options pursuant to the Stock Option Plan of QMI was made in 2015, at an exercise price of $70.558 per share, for an annual compensation value estimated at 86% of base salary.	A 3-year horizon grant of 120,000 options pursuant to the Stock Option Plan of QMI was made in 2013 and therefore covered 2015. The annual compensation value was estimated at 160% of the base salary. A one-year horizon grant of 12,000 options pursuant to the Stock Option Plan of QMI was made in 2015, at an exercise price of $70.558 per share, for an annual compensation value estimated at 24% of base salary. This grant allowed direct compensation to be adjusted as indicated in the market positioning.

A significant portion of executive compensation is contingent on the achievement of performance objectives, which are in large part described in the table above. The Corporation will not give further details on the performance objectives of executive officers, because it believes that the disclosure of this information would be seriously detrimental to its interests in the extremely competitive sector in which it operates, because this is confidential, strategic information. Indeed, the adjusted operating income objectives set by the Corporation account for various sensitive strategic factors and the Corporation believes that it is not advisable to disclose this information.

The performance objectives set and approved by the Human Resources and Corporate Governance Committee are sufficiently ambitious and difficult to reach to be in line with the principle that bonuses are tied to performance. The percentage of total compensation of each of the Named Executive Officers that relates to objectives that were partially disclosed and which relate, more specifically, to the achievement of the adjusted operating income, are as follows: Pierre Dion 62%, Jean-François Pruneau 39%, Manon Brouillette 62%, Benoît Robert 29% and Julie Tremblay 32% .

Potential payment in the event of termination

The Corporation and its subsidiaries have entered into employment contracts with its Named Executive Officers. Each contract individually formulated and no single policy applies to everyone. The Corporation’s usual practices favor an harmonization and an internal equity in the termination provisions. The indemnity provisions indicated in the following table are those currently in force.

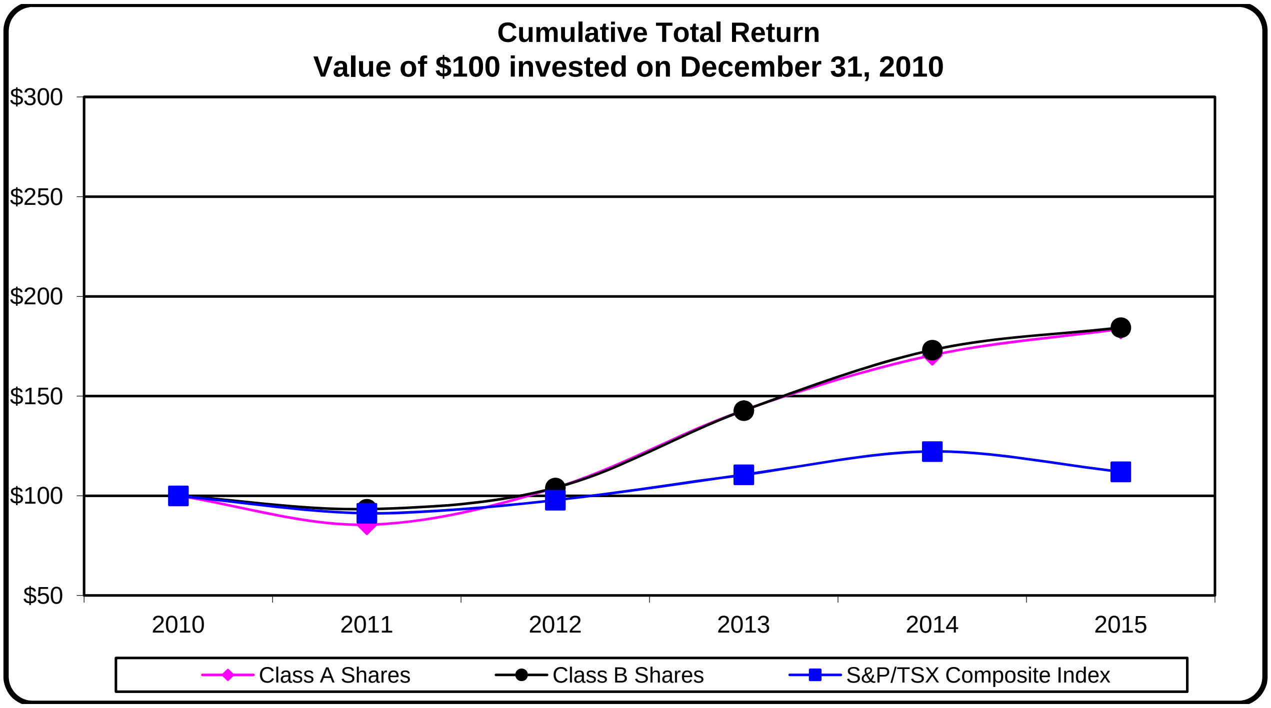
Name	Agreement	Potential # of Months of severance	Non-solicitation, non-compete and confidentiality agreements	Severance Value
Pierre Dion	Termination by the Corporation, except for cause. No change of control clause.	• 24 months of base salary. • Target bonus for the time period covered. • Mid-term incentive – objectives considered reached on a prorata basis.	24 months	$5,200,000 (excluding mid-term incentive)
Jean-François Pruneau	Termination by the Corporation, except for cause. No change of control clause.	• 18 months of base salary. • Target bonus for the time period covered. • Mid-term incentive – objectives considered reached on a prorata basis. • Accelerated vesting of the 300,000 options of the Corporation granted on May 16, 2013.	Non compete: 15 months Non-solicitation: 18 months	$1,102,500 (excluding value of stock options and mid-term incentive)
Manon Brouillette	Termination by Videotron, except for cause. No change of control clause.	• 20 months of base salary. • Target bonus for the time period covered.	Non compete: 15 months Non-solicitation: 20 months	$2,600,000
Benoît Robert	Termination by the Corporation, except for cause. No change of control clause.	• 15 months of base salary. • Target bonus for the time period covered.	Non compete: 12 months Non-solicitation: 15 months	$918,750
Julie Tremblay	No termination clause is stipulated in the contract.(1) No change of control clause.	—	—	—

(1) Even though no termination clause is stipulated in the employment contract of Julie Tremblay, the indemnity provided for in case law would apply.

PERFORMANCE GRAPH

The graph set out below illustrates the cumulative total return, over a period of five years, of a $100 investment in the Class A Shares and Class B Shares of the Corporation as compared to the S&P/TSX Composite Index.

The year-end value of each investment is based on share appreciation plus dividends paid in cash, the said dividends having been reinvested on the date they were paid. The calculations exclude brokerage fees and taxes. Total shareholder returns from each investment may be calculated from the year-end investment values shown below the graph.



	2010	2011	2012	2013	2014	2015
Class A Shares	$100	$85	$104	$143	$170	$184
Class B Shares	$100	$93	$104	$143	$173	$184
S&P/TSX Composite Index	$100	$91	$98	$111	$122	$112

Although it may take it into account in its evaluation, the Corporation's Human Resources and Compensation Committee does not base its compensation decisions only on the trading price of the shares on the Toronto Stock Exchange. The Committee believes that the trading price is also affected by external factors on which the Corporation has little control and which do not necessarily reflect the Corporation's performance.

Furthermore, since Quebecor is a holding company which operates through its various subsidiaries, the Named Executive Officers' compensation is based on the results of the Corporation and of the business units. In return, the market price of the Corporation's share on the Toronto Stock Exchange reflects the results of the Corporation on a consolidated basis. Therefore, the share price performance alone cannot be taken into account to draw appropriate conclusions with respect to the Named Executive Officers' compensation.

Also, a portion of the Named Executive Officers' aggregate compensation, as shown on the Summary Compensation Table, is composed of stock options. Accordingly, long-term compensation for the Named Executive Officers is largely dependent on the trading prices for the Corporation's shares and the value of QMI's shares. Therefore, the actual level of these executives' compensation is closely linked to the performance of the Corporation's and of QMI's shares.

EQUITY COMPENSATION PLANS

Stock Option Plan of the Corporation

The Corporation has a stock option plan for the officers, senior employees and key employees of the Corporation and of its subsidiaries (the "**Plan**") which entitles them to benefit from the appreciation in value of the Corporation's Class B Shares. The Plan provides for the grant of options for the purchase of a maximum of 13,000,000 Class B Shares, being 10.6% of the issued and outstanding Class A and Class B Shares as at December 31, 2015. As of the date hereof, 12,080,304 Class B Shares, being 9.9% of the outstanding Class A and Class B Shares, are still reserved under the Plan with the Toronto Stock Exchange.

The Board, upon the recommendation of the Human Resources and Compensation Committee, administers the Plan, designates the recipients of options and determines the date of vesting of each option, the exercise price of each option, the expiry date and any other question relating thereto, in each case in accordance with applicable securities legislation. The number of options so granted is based on individual merit, on the positioning to the market, and on the optionee's level of responsibility. The Board ratifies the recommendations made by management or makes modifications it deems appropriate. Previous grants are taken into account and market conditions are analyzed.

The exercise price of each Class B Share underlying an option granted under the Plan is equal to the weighted average trading price of the Class B Shares on the Toronto Stock Exchange during the period of five trading days preceding the date of grant.

At the time of exercise of his option, an optionee may either (i) elect to subscribe for the number of Class B Shares in respect of which the option is exercised or (ii) elect to receive from the Corporation a cash payment equal to the number of shares in respect of which the option is exercised multiplied by the amount by which the market value exceeds the exercise price of the shares underlying such option. The market value is defined as the weighted average trading price of the Class B Shares on the Toronto Stock Exchange on the five trading days immediately preceeding the day of exercise of such option. If an optionee decides to receive a cash payment from the Corporation upon the exercise of his option, then the number of underlying Class B Shares covered by the option will once again become available under the Plan.

Options usually vest as follows: 1/3 after one year, 2/3 after two years, and 100% three years after the date of grant. The Board of the Corporation, may, at its discretion, affix different vesting periods at the time of each grant. Each option may be exercised during a period not exceeding 10 years from the date of grant.

No optionee may hold options covering more than 5% of the outstanding shares of the Corporation. All options granted are non-transferable.

The right to exercise options that have been granted expires on the earlier of the following events:

- Immediately in the case of termination for a serious cause;
- 30 days from the termination of the optionee's employment for reasons other than death or retirement;
- 60 days following retirement;
- 180 days following the death of the optionee; and
- 10 years from the date of grant.

The Board of the Corporation may, at any time, with the prior approval of the Toronto Stock Exchange, amend or terminate the Plan in whole or in part, subject to the rights of holders of options already granted under the Plan but not yet exercised. The approval of the shareholders of the Corporation is required when amendments are made to the Plan.

Even though the Plan allows an optionee, at the time of exercise of his option, to request a loan from the Corporation for an amount not exceeding 50% of the aggregate purchase price of the shares in respect of which the option is being exercised, the Corporation has never provided financial assistance to optionees for the exercise of their options.

During the financial year ended December 31, 2015, no options have been granted and no shares have been issued upon the exercise of stock options. As of the date hereof, 1,310,000 options were outstanding, being 1.1% of the issued and outstanding Class A and Class B Shares.

The following table gives information with regards to the Corporation's equity compensation plan as of December 31, 2015.

Plan Category	Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Further Issuance Under Equity Compensation Plans (Excluding Securities Reflected in the First Column)
Equity Compensation Plans Approved by Securityholders:			
Stock Option Plan of the Corporation	1,310,000 (or 1.6% of the number of Class B Shares issued and outstanding)	$25.36	10,770,304 (or 12.9% of the number of Class B Shares issued and outstanding)
Equity Compensation Plans Not Approved by Securityholders:	-	-	-

QMI Stock Option Plan

QMI established a stock option plan for officers, senior executives, directors and other key employees of QMI and its subsidiaries (the "**QMI Plan**") as a long term performance incentive.

In line with the general goal of encouraging the development and growth of QMI, the QMI Plan was initiated to link executive compensation with the long term increase in the value of QMI. In addition, the QMI Plan was also conceived with a view of developing each eligible officer and executive's sense of belonging while strengthening the retention ability of QMI. Thus, the QMI Plan enables this corporation to attract new executives and retain existing ones.

Under the QMI Plan, certain eligible officers and executives may be granted options to purchase common shares at a predetermined price and over a specific period of time. The Human Resources and Compensation Committee of QMI, composed of independent directors, is responsible for the administration of the QMI Plan and for designating eligible officers and executives. The QMI Plan is open to employees of QMI and its subsidiaries who occupy executive positions and who have the ability to influence the long-term performance of QMI. As such, eligible officers and executives have been assigned a level according to their position and areas of responsibility, the whole in line with market conditions for similar positions. The number of options which may be granted to eligible officers and executives is determined by the Human Resources and Compensation Committee of QMI in accordance with the level assigned to each executive and officer. The Human Resources and Compensation Committee of QMI ratifies the recommendations made by management or makes the modifications it deems appropriate (except for grants to the President and Chief Executive Officer and to the Chief Financial Officer which are approved by the Board). Previous grants are taken into account and market conditions are analyzed.

Over fifty eligible officers and executives participate in the plan which is part of the senior executive, officer and senior management compensation program thereby ensuring a competitive compensation in line with that offered by comparable businesses.

A maximum number of 6,180,140 common shares of QMI may be issued under the QMI Plan. Each option may be exercised within a maximum period of ten years following the date of grant at an exercise price not lower than, as the case may be, the fair market value, on the date of grant, of the common shares of QMI, as determined by an independant expert whose services are retained by the Board of QMI (if the common shares of QMI are not listed on a stock exchange at the time of the grant), or the five-day weighted average price ending on the day preceding the date of grant of the common shares of QMI on the stock exchanges where such shares are listed. As long as the shares of QMI are not listed on a recognized stock exchange, optionees may exercise their vested options during one of the following period: from March 1st to March 30, from June 1st to June 29, from September 1st to September 29 and from December 1st to December 30 in each year. In addition, at the time of exercise of an option, optionees have the option, at their discretion, (i) to request to receive the profit from the underlying shares, or (ii) subject to certain conditions, to subscribe to common shares of QMI.

Except under specific circumstances and unless the Human Resources and Compensation Committee of QMI decides otherwise, options vest over a five-year period in accordance with one of the following vesting schedules as determined by the Human Resources and Compensation Committee of QMI at the time of grant:

(i) equally over five years with the first 20% vesting on the first anniversary of the date of the grant (1 year horizon);

(ii) equally over four years with the first 25% vesting on the second anniversary of the date of the grant (3-year horizon – the optionee receives in advance three times the value of its annual grant and will not receive any other the following two years);

(iii) equally over three years with the first $33^{1/3}$% vesting on the third anniversary of the date of the grant (5-year horizon – the optionee receives in advance five times the value of its annual grant and will not receive any other the following four years).

Further to the implementation by the Corporation of guidelines extending the holding period of options, applicable after April 1st, 2015, certain executive officers are required to hold their options for a minimum of two years following their vesting date. Please refer to the section entitled "Guidelines extending the options holding period" of this Circular.

No optionee may hold options entitling him to purchase more than 5% of the number of common shares of QMI issued and outstanding.

TVA Stock Option Plan

TVA has a stock option plan (the "**TVA Plan**") which entitles officers of TVA and of its subsidiaries, and its directors, to benefit from the appreciation in value of the TVA's Class B non-voting shares. The maximum number of Class B non-voting shares that may be issued under the TVA Plan is 2,200,000.

The Human Resources and Corporate Governance Committee of TVA administers the TVA Plan, designates the optionees and determines the expiry date and any other question relating thereto, in each case in accordance with applicable securities legislation. The number of options granted is based on individual merit and depends on the level of responsibility of the optionee. The Human Resources and Corporate Governance Committee ratifies the recommendations made by management or makes the modifications it deems appropriate (except for grants to the President and Chief Executive Officer and to the Chief Financial Officer which are approved by the Board). Previous grants are taken into account and market conditions are analyzed.

The exercise price of each option may be no less than the closing price of a board lot of Class B non-voting shares on the Toronto Stock Exchange on the last trading day before the date of grant. In the absence of a closing price for a board lot of Class B non-voting shares on the Toronto Stock Exchange on that day, the exercise price may be no less than the average ask and bid prices of the Class B non-voting shares on the Toronto Stock Exchange on that day. At the time of exercising their options, optionees may decide (i) to subscribe to the Class B non-voting shares in respect of which the option is being exercised; or (ii) to receive from TVA a cash payment equal to the number of shares corresponding to the number of options exercised, multiplied by the difference between the market value and the exercise price of the shares underlying the option. The market value is defined by the average closing market price of the shares for the five trading days preceding immediately the date on which the option was exercised. If an optionee decides to receive a cash payment from TVA upon the exercise of his option, then the number of underlying Class B shares covered by the option will once again become available under the TVA Plan.

All unexercised options granted prior to January 2006 having expired, they have been cancelled. Since January 2006, except under specific circumstances and unless the Human Resources and Corporate Governance Committee of TVA decides otherwise at the time of grant, options vest over a five-year period in accordance with one of the following vesting schedules:

(i) equally over five years with the first 20% vesting on the first anniversary of the date of the grant (one-year horizon);

(ii) equally over four years with the first 25% vesting on the second anniversary of the date of the grant (3-year horizon – the optionee receives in advance three times the value of its annual grant and will not receive any other the following two years); or

(iii) equally over three years with the first 33⅓% vesting on the third anniversary of the date of the grant (5-year horizon – the optionee receives in advance five times the value of its annual grant and will not receive any other the following four years).

No insider may be granted, within any one year period, options entitling him to purchase more than 5% of the total number of TVA's Class A common shares and Class B non-voting shares issued and outstanding from time to time, less shares issued under equity compensation plans during the preceding year.

SUMMARY COMPENSATION TABLE

The following table shows certain selected compensation information for the President and Chief Executive Officer, the Chief Financial Officer and the three other most highly compensated executive officers of the Corporation during the financial year ended December 31, 2015 for their services rendered during the financial years ended December 31, 2015, 2014 and 2013. The principal position indicated in the summary for each executive officer is as at December 31, 2015.

Name and principal position	Year	Salary ($)	Option-based awards[1] ($)	Non-equity incentive plan compensation ($): Annual incentive plans	Non-equity incentive plan compensation ($): Long-term incentive plans	Pension value[2] ($)	All other compens-ation[3] ($)	Total compens-ation ($)
Pierre Dion President and Chief Executive Officer of the Corporation	2015	1,300,000	–	2,167,610	–	33,700	–	3,501,310
	2014	1,056,667	8,117,100 [4]	1,523,971	–	143,500	–	10,841,238 [5]
	2013	555,120	2,289,000 [6]	710,554	–	101,600	–	3,656,274
Jean-François Pruneau Senior Vice-President and Chief Financial Officer of the Corporation	2015	490,000	–	335,585	–	25,700	–	851,285
	2014	455,961	–	552,581	–	17,600	–	1,026,142
	2013	400,000	2,205,000 [4]	266,710	–	20,000	–	2,891,710
Manon Brouillette President and Chief Executive Oficer Vidéotron	2015	780,000	346 640 [7]	1,234,300	661,291	30,900		3,053,131
	2014	725,000	448,000 [4]	855,500	494,641	22,400	–	2,545,541
	2013	540,000	1,799,995 [6]	651,300	328,116	25,700	–	3,345,111
Benoît Robert [8] President and Chief Executive Officer, Sports & Entertainment Group	2015	490,000	420 920 [7]	392,000	–	35,300	–	1,338,220
	2014	164,423	406,200 [7]	100,000	–	4,800	–	675,423
Julie Tremblay[9] President and Chief Executive Officer, Quebecor Media Group and TVA	2015	625,000	148,560 [7]	380,000	–	36,800	–	1,190,360
	2014	508,383	112,800 [10]	666,661 [11]	–	29,200	–	1,317,044
	2013	385,000	1,831,200 [6]	250,000	–	31,200	–	2,497,400

1. The compensation value included herein represents the estimated value of the stock options granted as determined by using the Black-Scholes valuation model which is based on various assumptions.
2. Refer to the “Pension Benefits” section of this Circular for additional details.
3. Perquisites and other personal benefits which do not exceed the lesser of $50,000 or 10% of the annual salary are not disclosed.
4. Underlying securities: Class B Shares of the Corporation. The amount indicated represents the Black-Scholes value of the options at the time of grant (with a 3-year horizon).
5. The compensation shown for 2014 represents compensation as President and Chief Executive Officer of the Corporation (8 months) and compensation as President and Chief Executive Officer of TVA (4 months).
6. Underlying securities: common shares of QMI granted on a 3-year horizon.
7. Underlying securities: common shares of QMI granted on a one-year horizon. For 2015, please refer to the “Black-Scholes Value” table for details concerning the calculation of values provided under the “Option-based awards” column of the above table
8. Benoît Robert joined the Corporation on August 18, 2014.
9. Since July 31, 2014, Julie Tremblay acts as President and Chief Executive Officer of Quebecor Media Group.
10. Underlying securities: class B non-voting shares of TVA granted on a one-year horizon.
11. Bonus adjustment resulting from the revision of the calculation methodology. This adjustment was made after the publication of the 2014 circular of the Corporation.

The total compensation value includes the estimated value of the stock options granted as determined by using the Black-Scholes valuation model which is based on various assumptions as shown in the table appearing under the section entitled "Black-Scholes Value" of this Circular. It only represents an estimated value of the stock options granted and does not represent cash received by the Named Executive Officer. This amount is at risk and may even be equal to zero. Accordingly, the total compensation value does not represent the real cash compensation actually earned or cashed by the Named Executive Officer.

Furthermore, the amounts appearing under the « Option-based awards » column of the Summary Compensation Table represent the market value of the options at the date of grant. Options were granted under a 3-year horizon i.e. that the number of options usually granted on an annual basis was multiplied by three and that the vesting conditions of thoses options (being the percentage and the vesting dates) are different and are spread over a longer period of time.

The following table shows the **annualized** total compensation value considering an annualized value of the amounts appearing under the « Option-based awards » column.

Name	Year	Annualized Option-based awards ($)	Annualized Total compensation ($)
Pierre Dion	**2015**	**3,468,700**	**6,970,010**
	2014	3, 468,700	6,192,838
	2013	763,000	2,130,274
Jean-François Pruneau	**2015**	**735,000**	**1,586,285**
	2014	735,000	1,761,142
	2013	735,000	1,421,710
Manon Brouillette	**2015**	**1,095,972**	**3,802,463**
	2014	749,331	2,846,872
	2013	599,998	2,145,114
Benoît Robert	**2015**	**420,920**	**1,338,220**
	2014	406,200	675,423
Julie Tremblay	**2015**	**758 960**	**1,800,760**
	2014	723,200	1,910,308
	2013	610,400	1,276,600

Black-Scholes Value

For purposes of properly illustrating the calculation of the Black-Scholes value of the options granted to the Named Executive Officers in 2015, the key assumptions and estimates that were used for each calculation are set out below. Information concerning the options granted in 2014 and 2013 can be found in our 2015 and 2014 proxy circulars, respectively.

Date of grant	Exercise price ($)	Dividend yield (% / year)	Volatility (%)	Expected life (years)	Risk-free rate (%)	Black- Scholes Value ($)
March 18, 2015 [1]	70.558	1.37	21.56	5.50	0.899	12.38

1. Underlying securities: common shares of QMI. One-year horizon. Options vest equally over five years with the first 20% vesting on the first anniversary of the date of grant.

Note: In accordance with IFRS 2, *Share-Based Payment*, the liabilities related to these options are recorded in the Corporation's financial statements based on their fair value at the end of each financial reporting period using the Black-Scholes model. At the time of the grant, the fair value of these options is calculated by using the same model. As a result, the fair value at the time of grant for accounting purposes or for purposes of section 3.1 (5) of Form 51-102F6 are the same.

Outstanding option-based awards

The following table sets forth, for each Named Executive Officer, all outstanding awards of the Corporation, QMI or TVA and their value as at December 31, 2015.

Name	Number of securities underlying unexercised options (#)	Option exercise price [1] ($)	Option expiration date	Value of unexercised in-the-money options [2] ($)
Pierre Dion	870,000 [3] 112,500 [4] 94,915 [5]	25.9344 57.639 14.75	May 16, 2024 August 7, 2023 November 5, 2017	6,912,672 1,354,163 —
Jean-François Pruneau	300,000 [6] 7,500 [4] 20,000 [7]	22.2264 46.483 51.888	May 16, 2023 February 22, 2020 June 22, 2022	3,496,080 173,948 355,760
Manon Brouillette	50,000 [6] 123,711 [4] 28,000 [7]	25.4912 57.349 70.558	March 21, 2024 April 29, 2023 March 18, 2025	419,440 1,524,985 —
Benoît Robert	24,000 [7] 34,000 [7]	64.885 70.558	August 18, 2024 March 18, 2025	114,984 —
Julie Tremblay	4,000 [7] 90,000 [4] 12,000 [7] 30,000 [8]	51.888 57.639 70.558 8.90	June 22, 2022 August 7, 2023 March 18, 2025 July 31, 2024	71,152 1,083,330 — —

1. The exercise price of the options of the Corporation is equal to the weighted average trading price of the Class B Shares on the Toronto Stock Exchange during the period of five trading days preceding the date of grant. The exercise price of the QMI options is the market value of the common shares at the time of grant, as determined by the external expert retained by QMI Board of Directors on a quarterly basis. The exercise price of the TVA options may not be less than the closing price of a board lot of Class B shares on the Toronto Stock Exchange on the last trading day before the date of grant.
2. The value of unexercised in-the-money options of the Corporation and TVA is the difference between the option exercise price and the closing price of the underlying security on the Toronto Stock Exchange on December 31, 2015, or the difference between the option exercise price and the value of the common shares of QMI on December 31, 2015, as determined by the external expert retained by the QMI Board. **This amount has not been, and may never be, realized. The options have not been, and may never be, exercised, and actual gains, if any, on exercise will depend on the value of the aforesaid shares on the date of exercise.** On December 31, 2015, the closing price of the Class B Shares of the Corporation on the Toronto Stock Exchange was $33.88 per share, and the closing price of the Class B non-voting shares of TVA was $4.00. For purposes of stock option grants, the external expert retained by QMI's Board has established the value of the shares of QMI, as of December 31, 2015, at $69.676 per share.
3. Options of the Corporation. Options vest as follows: 33 1/3 after one year, 66 2/3 after two years, and 100% after three years of the original grant, with the obligation however to keep all options that become vested for an additional period of two years from the vesting thereof.
4. QMI options. 3-year horizon. Options vest equally over four years with the first 25% vesting on the second anniversary of the date of grant.
5. TVA options. 3-year horizon. Options vest equally over four years with the first 25% vesting on the second anniversary of the date of the grant.
6. Options of the Corporation. Options vest as follows: 1/3 after one year, 2/3 after two years, and 100% after three years of the original grant.
7. QMI options. One-year horizon. Options vest equally over five years with the first 20% vesting on the first anniversary of the date of grant.
8. TVA options. One-year horizon. Options vest equally over five years with the first 20% vesting on the first anniversary of the date of grant.

Incentive plan awards – value vested or earned during the year

The following table sets forth, for each Named Executive Officer, the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date that occurred in 2015, and the bonus earned during the 2015 financial year.

Name	Option-based awards – Value vested during the year [(1)] ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Pierre Dion	2,596,699 [2-3-5]	2,167,610
Jean-François Pruneau	1,325,413 [2-3-5]	335,585
Manon Brouillette	414,219 [3]	1,895,591 [6]
Benoît Robert	28,938 [3-5]	392,000
Julie Tremblay	941,466 [3-4]	380,000

1. The value vested is the difference between the market value of the underlying securities at the acquisition date and the exercise price of the options. The market value is defined as, (i) in the case of options of Quebecor, the weighted average trading price of the Class B Shares on the Toronto Stock Exchange during the period of five trading days preceding the date on which the option became vested; (ii) in the case of TVA options, the average closing market price of a board lot of Class B non-voting shares for the five trading days preceding the date on which the option became vested; and (iii) in the case of QMI's options, the fair value of the common shares on the vesting date, as determined by the external expert retained by QMI Board.
2. Underlying securities: Class B Shares of Quebecor.
3. Underlying securities: common shares of QMI.
4. Those options have been exercised in 2015.
5. Only part of those options has been exercised in 2015.
6. This amount is composed of $1,234,300 paid in accordance with the annual incentive plan and of $661,291 in accordance with the mid-term incentive plan of Videotron.

Pension benefits

Certain subsidiaries of the Corporation maintain pension plans offered, among others, to its executive officers. The material provisions of these plans are as follows:

Provisions	Basic pension plan	
Subsidiaries	QMI [1-2]	Videotron [3]
Named Executive Officers	Jean-Francois Pruneau Pierre Dion Benoît Robert Julie Tremblay	Manon Brouillette
Participant contributions	None	5% of base salary not exceeding $7,047
Normal retirement age	65	
Retirement age without reduction in retirement pension	61	65
Reduction in the event of retirement before permitted age	6% per year	Reduction of 3% per year for every year between 60 and 65 years old and 4% per year for every year between 55 and 60 years old.
Early retirement age	55	
Retirement pension calculation	• 2% of the average salary over the best five consecutive years of salary (including bonuses) multiplied by the number of years of membership in the plan as executive. • Subject to the maximum annuity prescribed by the *Income Tax Act* (Canada).	• 2% of the base salary for each year. • Subject to the maximum annuity prescribed by the *Income Tax Act* (Canada).
Coordination with public plans	No	
Type of retirement pension	**With eligible spouse at the time of retirement.**	
	Lifetime annuity to spouse equal to 60% of the annuity paid.	Lifetime annuity to spouse equal to 50% of the annuity paid.
	Without eligible spouse at the time of retirement.	
	N/A	120 monthly payments guaranteed if no eligible spouse at the time of retirement.
Indexation	After retirement	Before retirement

1. The provisions described are applicable to certain executive officers including the Named Executive Officers.
2. The basic defined benefit plan of QMI is no longer available to new entrants since January 1st, 2009. QMI reserves the right, under exceptional circumstances, to allow an employee to join the plan.
3. The basic retirement plan of Videotron is no longer available to new entrants since May 1st, 2012. Videotron reserves the right, under exceptional circumstances, to allow an employee to join the plan.

The following table sets forth information on QMI, Videotron and TVA's retirement plans, namely registered plans and supplemental executive retirement plans ("**SERP**"). In addition to annual benefits payable, the table shows the change in value of such benefits (obligation) year-to-date and year-end. Variations from one individual to another are due to the individual's age, salary and credited years of service in the basic plan and the SERP.

These plans provide an annuity based on the salaries at the time of retirement (for the purpose of this table, payable benefits are based on salaries as at December 31, 2015).

Name	Number of years credited services (#)	Annual benefits payable ($)		Opening present value of defined benefit obligation [1] ($)	Compensa-tory change ($)	Non-compensatory change ($)	Closing present value of defined benefit obligation [2] ($)
		At year end	At age 65				
Pierre Dion [3]	11.3	87,000	144,200	1,524,500	33,700	102,200	1,660,400
Jean-François Pruneau	10.2	28,700	83,900	313,900	25,700	37,900	377,500
Manon Brouillette	11.5	32,400	81,000	406,900	30,900	30,800	468,600
Benoît Robert	1.0	2,800	28,900	0	35,300	9,200	44,500
Julie Tremblay	17.3	48,900	72,600	716,700	36,800	43,600	797,100

1. Calculations are made based on an interest rate assumption of 4.1%, an inflation rate of 2.25%, and an adjusted generational mortality table
2. Calculations are based on an assumption discount rate of 4.0%, inflation rate of 2.25% and a new Canadian Institute of Actuaries mortality table.
3. The participation of Pierre Dion in the SERP of TVA has been suspended on April 28, 2014, and Mr. Dion now participates in QMI's basic pension plan. For disclosure purposes, the amounts of TVA's and QMI's basic pension plans as well as TVA's SERP have been combined.

SECTION VII.
OTHER IMPORTANT INFORMATION

INDEBTEDNESS OF THE DIRECTORS AND OFFICERS

As of the date hereof, no amount is owed to the Corporation by any of the directors or officers of the Corporation or any of their associates. Moreover, it is not in the Corporation's practices to grant personal loans to directors and officers. The Board of QMI approved a policy that prohibits the corporation from granting any personal loans to its directors or officers.

TRANSACTIONS WITH RELATED PARTIES

To the knowledge of the Corporation, except as set forth in note 30 to the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2015, no insider had an interest in a material transaction completed since the beginning of the most recently completed financial year of the Corporation or in a proposed transaction which had or was likely to have had a material effect on the Corporation or any of its subsidiaries.

During the financial year ended December 31, 2015, the Corporation and its subsidiaries did business, at competitive market rates, with various entities within their group. The Corporation and its principal subsidiaries intend to continue to engage in similar transactions on terms which are generally no less favourable to the Corporation than would be available to it from unaffiliated third parties.

The Corporation considers the amounts paid with respect to the various transactions mentioned hereinabove to be reasonable and competitive.

SHAREHOLDERS PROPOSALS

Shareholders entitled to vote at the next annual meeting of shareholders and who want to submit a proposal in respect of any matter to be raised at such meeting must ensure that their proposal is received by the Corporation, to the attention of the Secretary, no later than December 29, 2016.

AVAILABILITY OF DOCUMENTS

Financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis for its most recently completed fiscal year ended December 31, 2015. Copies of the Corporation's latest annual information form, audited financial statements and management's discussion and analysis, may be obtained on request from the Corporate Secretariat of the Corporation, 612 Saint-Jacques Street, 18th floor, Montréal, Québec, Canada, H3C 4M8. All of these documents as well as additional information relating to the Corporation are available under the Corporation's SEDAR profile at www.sedar.com and on the Corporation's Website at www.quebecor.com.

APPROVAL

The Board has approved the content and the sending of this Circular to the shareholders.

Marc M. Tremblay
Senior Vice-President, Chief Legal Officer and
Public Affairs and Secretary

Montréal, Québec
March 29, 2016

SCHEDULE A

SHAREHOLDERS PROPOSALS

PROPOSAL FROM THE MOUVEMENT D'ÉDUCATION ET DE DÉFENSE DES ACTIONNAIRES (MÉDAC)

The Mouvement d'éducation et de défense des actionnaires (MÉDAC), located at 82 Sherbrooke Street West, Montréal, Québec H2X 1X3, has submitted three proposals for review by the shareholders at the annual meeting of the Corporation.

MÉDAC has been a shareholder of the Corporation since September 2005, holding 200 Class B shares. These proposals and MÉDAC's justifications for them are reproduced below.

PROPOSAL NO. 1 – SEPARATE DISCLOSURE OF VOTES ACCORDING TO SHARE CLASSES

It is proposed that the corporation disclose voting results by classes of shares, namely those shares carrying one voting right and those carrying multiple voting rights.

Arguments

Currently, voting results are disclosed without distinction. We believe it would be important that these results be disclosed separately in order to determine whether the concerns of the holders of these two types of shares are aligned. As mentioned in our recent proposals, multiple voting shares offer interesting advantages both to controlling and minority investors "provided that the legal framework and governance principles provide adequate protection to minority shareholders".[1]

To ensure this adequate protection, minority shareholders need quick and direct access to the results of their votes in order to be sure that their voices have been heard and will lead to actions that better meet their expectations. Our experience over the last few years has shown that holders of both types of shares might not share the same concerns. Take, for exemple, the implementation of a consultative vote on executive compensation, the renewal of the mandate of one or several directors, and greater gender balance on boards of directors.

This formula disclosing results separately by class of shares was retained by the corporation in 2014.

This information would allow minority shareholders to better monitor the actions taken by the corporation to meet their expectations and promore a more sustained dialogue between these two classes of shareholders. It could even develop the loyalty of minority shareholders and bring about unity of thought and a mutual trust that could help the organization through difficult times.

Board of Directors Response

The Corporation is in favour of a sustained dialogue with its shareholders. It complies in all respects with the requirements of paragraph 11.3 of Regulation 51-102 respecting the continuous disclosure obligations *of the Canadian Securities Administrators (CSA) in the way in which it discloses the results of votes held at annual meetings or special meetings of its shareholders. These results account for all Class A votes (multiple voting shares) and Class B subordinate voting shares, as set forth in the Articles of the Corporation, which were expressed and are disclosed promptly following meetings. When subordinate shareholders are called to vote as a separate category, the results of the vote*

[1] IGOPP. Yvan Allaire. https://igopp.org/les-actions-multivotantes-2/

are disclosed promptly after the meeting. The Board agrees to disclose voting results separately according to share classes: the class carrying the right to one vote and the class carrying the right to several votes.

Considering the foregoing, and further to the discussions that Management held with MÉDAC, it was agreed that Proposal no. 1 would not be presented at the meeting for voting purposes.

PROPOSAL NO. 2 – IMPLEMENTATION OF ADVISORY VOTE

It is proposed that the Board of Directors adopt a policy on the implementation of an advisory vote on executive compensation.

Arguments

Over the last four years, this proposal has received on average 15.63% support from Class B shareholders, which represents nearly ¾ of the votes from minority shareholders.

We invite the shareholders to examine this comment from the Caisse de dépôt. Holding Quebecor shares and exercising its right to vote, the Caisse de dépôt explained its vote as follows:

> "The Caisse votes against the proposal because it expects the company to voluntarily adopt the advisory vote at its next meeting."

This is a strong, and almost unanimous, vote from the minority shareholders. We also take the liberty of bringing up the "democratic" incident of last year. After the refusal from the Board of Directors to accept the resignation of director Michel Lavigne following a vote against the renewal of his mandate at over 70%, Yvan Allaire wrote:

> "It is surprising that a board, which is presided over by a former politician and prime minister, refuses to comply with the "vox populi," thus reducing shareholder democracy to the ranks of pseudo-democracies where the results of a vote are only taken into account when they suit those in power."

Let us also keep in mind this comment from Glass Lewis & Co regarding this situation:

> *"In our view, directors sit on a board to represent the interests of shareholders, and the governance committee should heed the voice of shareholders and act to remove directors not supported by shareholders or correct the issues that raised shareholder concern. […] We do not believe that has been done here.[2]"*

All of these comments are testament to the dissatisfaction of subordinate shareholders with regard to the compensation policy, and the advisory vote would serve as an important way for them to express this dissatisfaction.

Response from the Board of Directors

As the Chair of the Board of the Corporation mentioned at the end of the May 2015 annual meeting of shareholders, the Board reviewed the question of implementing advisory voting on executive compensation during the last financial year.

The Board of Directors of the Corporation, upon recommendation of the Corporate Governance and Nominating Committee, unanimously resolved to hold an advisory vote on executive compensation at the 2016 annual meeting of shareholders, as can be seen by reading this Circular.

[2] http://www.theglobeandmail.com/report-on-business/quebecor-will-keep-lavigne-as-director-despite-lack-of-support/article24335505/

Considering the foregoing, and further to the discussions that Management held with MÉDAC, it was agreed that Proposal no. 2 would not be presented at the meeting for voting purposes.

PROPOSAL NO. 3 – FEMALE REPRESENTATION AND THE IMPORTANCE OF ADOPTING A POLICY

It is proposed that the Quebecor Board of Directors act as a catalyst of change regarding gender diversity by adopting objectives and deadlines as strongly suggested by the AMF.

Arguments

Currently, Quebecor has two female directors out of a total of 8 members, that is to say 25% of the seats on the Board, one of them being the Chair of the Corporate Governance and Nominating Committee.

While emphasizing the Board of Directors' desire for inclusion, we respectfully deplore the fact that gender equality is only one of the many criteria used to recruit directors:

> "For this purpose, the competencies, personal qualities, background in business and age of the directors, the length of their term of office and the diversity of experience of the members of the Board, including female representation, are analyzed, along with the Corporation's needs."

However, we believe that, for Quebecor, gender balance is a question of justice and equity. By adopting a policy, the company would be affirming that gender diversity is a question of equity and not of simple diversity, and that it is important for companies to adopt the means necessary to provide women with the same chances as men to reach decision-making roles with equal skills, experience and drive.

Response from the Board of Directors

The quote from MÉDAC is incomplete because it does not take into account the fact that the Corporation indicated in its 2015 management proxy circular, under the section "Representation of women on the Board and in senior management", the following:

> *"...the candidate selection procedure encourages the search for a diversity of experience among the candidates for director positions. Among the selection criteria identified, the Corporate Governance and Nominating Committee recognizes the importance of representation of both genders on the Board of Directors and, when positions become vacant, with equal competence, has a favourable bias for the recruitment of competent women, with the aim of obtaining parity within a reasonable horizon."*

The Board of Directors is of the opinion that, in order to successfully fulfill its mandate, it is duty-bound to benefit from the diverse fields of expertise and points of view of highly qualified candidates, and it has always been sensitive to female representation. The presence of two women, who account for 20% of the seats on the Board, one of them being the Chair of the Corporate Governance and Nominating Committee, is a testament to this. Despite the absence of a formal policy to this effect, the candidate selection procedure nevertheless encourages the search for a diversity of experience among the candidates for director positions. The same goes for executive positions. When positions on the Board of Directors become vacant, the Corporate Governance and Nominating Committee and the Board of Directors have, when candidates have equal competence, a favorable bias for the recruitment of women, with the aim of obtaining parity within a reasonable horizon.

However, the Board also considers it necessary to have some flexibility in its search for the most qualified candidates, and that it would be inopportune to compel the Corporation to adopt a self-imposed requirement whereunder a fixed percentage of candidates would have to be women.

For these reasons, the Board of Directors recommends that the shareholders vote AGAINST this proposal.

SCHEDULE B

MANDATE OF THE
BOARD OF DIRECTORS

The Board of Directors (the "**Board**") of Quebecor Inc. (the "**Corporation**") has the oversight responsibility of the management of the Corporation's business and affairs, with the objective of increasing value for its shareholders. The Board is responsible for the proper stewardship of the Corporation and, as such, it must efficiently and independently supervise the business and affairs of the Corporation which are managed on a day-to-day basis by management. The Board may delegate certain tasks to committees of the Board. However, such delegation does not relieve the Board of its overall responsibilities with regards to the management of the Corporation.

All decisions of the Board must be made in the best interest of the Corporation.

COMPOSITION AND QUORUM

The majority of the members of the Board must be considered independent by the Board, as defined in the laws and regulations[1]. The Board determines annually, upon recommendation of the Corporate Governance and Nominating Committee, the independent status of each of its members. In accordance with the articles of the Corporation, 25% of all the members of the Board are elected by holders of Class B Subordinate Voting Shares (the "**Class B directors**") and the other members of the Board are elected by holders of Class A Multiple Voting Shares (the "**Class A directors**"). Throughout the term of the mandate, a quorum of the members of the Board may fill any vacancy on the Board by appointing a new director who will serve until the next annual meeting of shareholders.

The Board may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the annual meeting of shareholders following their appointment, but the total number of directors so appointed may not exceed one third of the number of directors elected at the annual meeting of shareholders preceeding their appointment.

All members of the Board must have the skills and qualifications required for their appointment as a director. The Board, as a whole, must reflect a diversity of particular experiences and qualifications to meet the Corporation's specific needs including the representation of women.

At every meeting of the Board, the quorum is a majority of directors holding office.

RESPONSIBILITIES

The Board has the following responsibilities:

A. With respect to strategic planning

1. Assess and approve annually the strategic planning of the Corporation including its financial strategy and business priorities.

2. Review and, at the option of the Board, approve all strategic decisions for the Corporation, including acquisitions or sales of shares, assets or businesses which exceed the delegated approval powers.

[1] A director is independent if he has no direct or indirect material relationship with the Corporation, i.e. that he has no relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of his independent judgement.

B. <u>With respect to human resources and performance assessment</u>

1. Appoint the President and Chief Executive Officer. Select a Chair of the Board amongst the directors and, if appropriate, a Vice Chair of the Board. If the Chair of the Board is not an independent director, select a Lead Director amongst the independent directors. The Vice Chair of the Board may hold both offices.

2. Approve the appointment of the other members of management.

3. Ensure that the Human Resources and Compensation Committee assesses annually the performance of the Chief Executive Officer and of the Chief Financial Officer, taking into consideration the Board's expectations and the objectives that have been set.

4. Approve, upon the recommendation of the Human Resources and Compensation Committee, the compensation of the Chief Executive Officer and of the Chief Financial Officer as well as the overall objectives the Chief Executive Officer must achieve.

5. Approve the Chair of the Board's and the directors' compensation.

6. Ensure that a management succession planning process is in place.

7. Ensure that the Human Resources and Compensation Committee considers the implications of the risks associated with the Corporation's compensation policies and practices.

C. <u>With respect to financial matters and internal controls</u>

1. Ensure the integrity and quality of the Corporation's financial statements and the adequacy of the disclosure made.

2. Review and approve the annual and interim financial statements and management's discussion and analysis. Review the press release relating thereto.

3. With regard to the clawback policy, approve any restatement of the financial statements deemed necessary by the Audit Committee and, if appropriate, require repayment of any bonus or incentive compensation received by a named executive officer.

4. Approve operating and capital expenditures budgets, the issuance of securities and, subject to the Limit of Authority Policy of Quebecor Media Inc., all transactions outside the ordinary course of business, including proposed amalgamations, acquisitions or other material transactions such as investments or divestitures.

5. Determine dividend policies and declare dividends when deemed appropriate.

6. Ensure that appropriate systems are in place to identify business risks and opportunities and oversee the implementation of an appropriate process to evaluate those risks and to manage the principal risks generally relating to the Corporation.

7. Monitor the quality and integrity of the Corporation's accounting and financial reporting systems, disclosure controls and internal procedures for information validation.

8. Monitor the Corporation's compliance with legal and regulatory requirements applicable to its operations.

9. Review, when needed and upon recommendation of the Audit Committee, the Corporation's Disclosure Policy, monitor the Corporation's dealings with analysts, investors and the public and ensure that measures are in place in order to facilitate shareholders feedback.

10. Recommend to the shareholders the appointment of the external auditor.

11. Approve the audit fees of the external auditor.

D. <u>With respect to pension matters and the Stock Option Plan</u>

1. Ensure that appropriate systems are in place to monitor the management of the pension plans.

2. Approve grants of stock options in virtue of the Stock Option Plan.

E. <u>With respect to corporate governance matters</u>

1. Ensure that management manages the Corporation competently and in compliance with applicable legislation, including by making timely disclosure of relevant information regarding the Corporation and making statutory filings.

2. Review, on a regular basis, corporate governance structures and procedures, including the decisions requiring the approval of the Board.

3. Ensure that a Code of ethics is in place and that it is communicated to the Corporation's employees and enforced.

4. Establish a policy which enables committees of the Board and, subject to the approval of the Corporate Governance and Nominating Committee, a director, to hire external advisors at the expense of the Corporation when circumstances so require, subject to notification of the Chair of the Board.

5. Review the size and composition of the Board and its committees based on qualifications, skills and personal qualities sought in Board members. Review annually the composition of Board committees and appoint chair of committees. Approve annually the mandates of Board committees upon recommendation of the Corporate Governance and Nominating Committee, as well as the position descriptions that should be approved by the Board.

6. Approve the list of Board nominees for election by shareholders.

7. Determine the independence of directors annually under the rules on the independence of directors.

8. Review and approve the Corporation's management proxy circular as well as its annual information form and all documents or agreements requiring its approval.

9. Receive annual confirmation from the Board's various committees that all matters required under their mandate have been covered.

10. Receive the Chair of the Board's report (or the Vice Chair of the Board's) on the annual assessment of the overall effectiveness of the Board.

11. Ensure that the directors have all the support they require in order to fully perform their duties.

METHOD OF OPERATION

1. Meetings of the Board are held quarterly, or more frequently, as required. Special meetings of the Board are held annually in order to review and approve the Corporation's strategic plan as well as operating and capital budgets.

2. The Chair of the Board, in collaboration with the Chief Executive Officer and the Secretary, determines the agenda for each meeting of the Board. The agenda and the relevant documents are provided to directors sufficiently in advance.

3. The independent directors meet after each meeting of the Board, or more frequently, as required.