

Form 62-103F1

Required Disclosure under the Early Warning Requirements

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

This report is filed to amend information disclosed in a report of Power Financial Corporation dated July 18, 2013.

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to the common shares (“**Common Shares**”) of Great-West Lifeco Inc. (“**Lifeco**”). Lifeco’s head office is located at 100 Osborne Street North, Winnipeg, Manitoba R3C 1V3

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Power Financial Corporation (“**PFC**”).

PFC, a wholly owned subsidiary of Power Corporation of Canada (“**PCC**”), is an international management and holding company with interests in financial services and asset management businesses in Canada, the United States and Europe. It also has significant holdings in a portfolio of global companies based in Europe. PFC is continued under the Canada Business Corporations Act and its head office is located at 751 Victoria Square, Montréal, Quebec H2Y 2J3.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On January 5, 2022, PFC announced it has agreed to effect a share purchase transaction (the “**Share Purchase**”), pursuant to which 11249207 Canada Inc. (“**Purchaser**”), a wholly-owned subsidiary of PFC, will purchase an aggregate of 15,200,662 Common Shares from two wholly-owned subsidiaries of IGM Financial Inc. (“**IGM**”) at a price of \$37.8273 per Common Share for aggregate consideration of \$575,000,001.68. The completion of the Share Purchase is

subject to the closing of the sale of PCC's 13.9% equity ownership stake in China Asset Management Company Co., Ltd. to Mackenzie Financial Corporation, a wholly-owned subsidiary of IGM (the closing of which is subject to regulatory approvals and other conditions), as well as customary conditions for a transaction of this nature.

As of January 5, 2022, PFC beneficially owns, including through its controlling interest in IGM, an aggregate of 657,587,165 Common Shares representing approximately 70.7% of the issued and outstanding Common Shares (69.1% on an economic basis). Excluding Common Shares beneficially owned by IGM, as of January 5, 2022, PFC beneficially owns 620,250,032 Common Shares, representing approximately 66.7% of the issued and outstanding Common Shares. On closing of the Share Purchase, PFC will indirectly acquire 15,200,662 additional Common Shares (representing approximately 1.6% of the issued and outstanding Lifeco Shares) such that PFC will beneficially own 635,450,694 Common Shares, excluding those beneficially owned by IGM, representing approximately 68.3% of the issued and outstanding Common Shares. PFC and its subsidiaries continue to own, in the aggregate, voting securities to which are attached approximately 65% of the votes attached to all voting securities of Lifeco. The Share Purchase will not impact the aggregate beneficial ownership of Common Shares by PCC through PFC, which shall remain at 70.7% of the issued and outstanding Common Shares (including indirect beneficial ownership through its controlling interest in IGM). PFC's economic interest will increase to 69.8%.

2.3 State the names of any joint actors.

Purchaser is a wholly-owned subsidiary of PFC and is deemed to be a joint actor of PFC under applicable securities laws. IGM is a subsidiary of PFC and IGM and its wholly-owned subsidiaries party to the Share Purchase are each deemed to be a joint actor of PFC under applicable securities laws.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

See Item 2.2.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

See Item 2.2.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 2.2.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) **the acquiror, either alone or together with any joint actors, has ownership and control,**

See Item 2.2.

- (b) **the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

See Item 2.2.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

Pursuant to the Share Purchase, each Common Share to be purchased will be acquired for \$37.8273 in cash and the aggregate value of the consideration will be \$575,000,001.68.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 4.1.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**

- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

PFC holds the Common Shares for investment purposes and, in accordance with applicable securities laws, may increase or decrease its investment in Lifeco depending on market conditions and then relevant factors.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

See Item 2.2.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

PFC relies on Part 5 of National Instrument 62-103 in respect of aggregation relief relating to any securities that may be held by Lifeco and its subsidiaries, IGM and its subsidiaries, and any investment fund managed by entities within the Power Corporation of Canada group of companies.

In connection with the Share Purchase, PFC is relying upon Subsection 4.2(1) of National Instrument 62-104 (“**NI 62-104**”) on the basis that, in accordance with the terms of the Share Purchase, (a) purchases will be made from not more than 5 persons in the aggregate, including persons located outside the local jurisdiction; (b) the bid is not made generally to holders of Common Shares; and (c) the value of the consideration paid for the Common Shares, including brokerage fees or commissions, is not greater than 115% of the market price of the securities at the date of the bid as determined in accordance with Section 1.11 of NI 62-104.

Item 9 – Certification

Certificate

I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED January 5, 2022.

POWER FINANCIAL CORPORATION

By: (signed) “*Stéphane Lemay*”
Name: Stéphane Lemay
Title: Vice-President, General Counsel and
Secretary