empire
COMPANY LIMITED

CLASS B COMMON SHAREHOLDER'S PROXY

THIS PROXY IS SOLICITED BY MANAGEMENT OF EMPIRE COMPANY LIMITED (the "Company") for the Annual General Meeting of Shareholders of the Company to be held on the 12th day of September, 2024 and any adjournment thereof.

The undersigned Class B Common Shareholder of the Company hereby appoints James M. Dickson, Chair, or failing him Michael Medline, President and Chief Executive Officer, or failing him

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as Proxy of the undersigned to attend, act and vote for and on behalf of the undersigned at the Annual General Meeting of Shareholders of the Company to be held on the 12th day of September, 2024 at the Cineplex Cinemas, 612 East River Road, New Glasgow, Nova Scotia, at 11:00 a.m. (Atlantic Time) and at any adjournment thereof. The undersigned hereby revokes any proxy previously given and, without limiting the general authorization and power hereby given, the persons above named are specifically directed to vote the Class B common shares of the Company registered in the name of the undersigned as follows:

(a)

❑	Vote for all nominees listed below (or vote or withhold for individual nominees below)						
		For	Withhold			For	Withhold
1	Michelle Banik	❑	❑	8	Michael Medline	❑	❑
2	Cynthia Devine	❑	❑	9	Martine Reardon	❑	❑
3	James M. Dickson	❑	❑	10	Frank C. Sobey	❑	❑
4	Sharon Driscoll	❑	❑	11	Karl R. Sobey	❑	❑
5	Gregory Josefowicz	❑	❑	12	Paul D. Sobey	❑	❑
6	William Linton	❑	❑	13	Rob G.C. Sobey	❑	❑
7	Lisa Lisson	❑	❑	14	Martine Turcotte	❑	❑

(b)	For ❑ Against ❑		Vote for or against fixing the maximum number of directors at 18.
(c)	For ❑ Against ❑		Vote for or against the remuneration of directors as set out in the Information Circular of the Company.
(d)	For ❑ Withhold ❑		Vote for or withhold voting for the appointment of auditor as set out in the Information Circular of the Company.
(e)	For ❑ Against ❑		Vote for or against the authorization of the directors to fix the remuneration of the auditor.
(f)	For ❑ Against ❑		Vote for or against the advisory resolution on the Company's approach to executive compensation as set out in the Information Circular of the Company.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED OR WITHHELD FROM VOTING IN ACCORDANCE WITH THE INSTRUCTIONS CONTAINED HEREON. IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS IDENTIFIED ABOVE, THE PROXY WILL BE VOTED IN FAVOUR OF SUCH MATTERS.

The holder of this Proxy shall have discretionary authority with respect to any matters set out in the Notice of Annual General Meeting or with respect to any other matters which are not now known to management and which may properly come before the Annual General Meeting or any adjournment thereof, but shall not have any authority to vote for the election of any person as a director of the Company unless a bona fide proposed nominee for such election is named in the Information Circular accompanying this Proxy or to vote at any meeting other than the Annual General Meeting specified in the Notice of Annual General Meeting or any adjournment thereof.

WITNESS my hand this ______ day of ____________________, 2024.

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Name and Address of Shareholder

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(Signature of Shareholder)

NOTES:

1. **EACH CLASS B SHAREHOLDER HAS THE RIGHT TO APPOINT ANY PERSON TO ATTEND AND ACT ON HIS/HER BEHALF AT THE MEETING OTHER THAN THE PERSONS DESIGNATED ON THIS FORM OF PROXY. TO EXERCISE THIS RIGHT, THE CLASS B SHAREHOLDER MAY INSERT THE NAME OF THE DESIRED PERSON IN THE BLANK SPACE PROVIDED IN THE PROXY AND STRIKE OUT THE OTHER NAMES OR MAY SUBMIT ANOTHER APPROPRIATE PROXY.**

2. If this form of Proxy is to be utilized, it must be dated and signed by the Class B Common Shareholder or his attorney authorized in writing or if the Class B Common Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

3. The instrument appointing a Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney must be deposited with the Secretary of the Company at 115 King Street, Stellarton, Nova Scotia, B0K 1S0 before the time of holding the meeting or adjourned meeting, as the case may be, at which the person named in such instrument purports to vote in respect thereof, but no instrument appointing a Proxy shall be valid after the expiration of twelve months from the date of its execution.