DOREL INDUSTRIES INC.

SUPPLEMENT DATED JANUARY 7, 2021 TO THE MANAGEMENT INFORMATION CIRCULAR DATED DECEMBER 3, 2020

The management information circular dated December 3, 2020 (the "**Circular**") of Dorel Industries Inc. (the "**Corporation**") prepared in connection with the special meeting of shareholders of the Corporation (the "**Meeting**") is hereby amended as set out below. All defined terms used in this supplement (the "**Supplement**") and not otherwise defined shall have the respective meanings ascribed to them in the Circular, which is available under the Corporation's issuer profile on SEDAR at www.sedar.com and on the Corporation's website at www.dorel.com.

1. Meeting Date

The date of the Meeting is changed to February 16, 2021 from January 12, 2021.

2. Record Date

The Record Date for the Meeting is changed to the close of business on January 7, 2021 from the close of business on November 20, 2020.

3. Voting Shares

In the two sentences in the Circular regarding the number of issued and outstanding Shares of the Corporation (on pages 21 and 32, respectively), the date is changed to January 7, 2021 from November 20, 2020.

4. Deadline for Proxy Forms and Voting Instruction Forms

The deadline by which proxy forms and voting instruction forms must be received by Computershare is changed to 5:00 p.m. (eastern time) on February 12, 2021 from 5:00 p.m. (eastern time) on January 8, 2021 (or, if the Meeting is adjourned or postponed, by 5:00 p.m. (eastern time) two Business Days before the day on which the Meeting is reconvened).

5. Deadline for Revocation of Proxies

The deadline for the revocation of proxies by registered Shareholders is changed to no later than 5:00 p.m. (eastern time) on February 12, 2021 from 5:00 p.m. (eastern time) on January 8, 2021 (or if the Meeting is adjourned or postponed, by 5:00 p.m. (eastern time) two Business Days before the day on which the Meeting is reconvened, or with the Chair of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof, or any other manner permitted by law).

6. Deadline for Dissent Notices

The deadline by which a Dissent Notice must be received is changed to not later than 4:30 p.m. (eastern time) on February 12, 2021 from not later than 4:30 p.m. (eastern time) on January 8, 2021 (or not later than 4:30 p.m. (eastern time) on the business day that is two business days, excluding Saturdays, Sundays and holidays, immediately preceding the date that any adjourned or postponed Meeting is reconvened or held, as the case may be).

7. Deadline for Paper Copies

The deadline for any request for paper copies of the Circular and Proxy-Related Materials is changed to 5:00 p.m. (eastern time) on January 22, 2021 from 5:00 p.m. (eastern time) on December 18, 2020.

8. Expected Date of Final Hearing

The date on which the hearing in respect of the Final Order is expected to take place before the Commercial Division of the Court, sitting in the district of Montréal, is changed to February 19, 2021 from January 15, 2021 (or as soon as counsel may be heard).

9. Deadline for Answer (Notice of Appearance) in Respect of the Final Order

If a Shareholder wishes to make representations before the Court in respect of the Final Order, the deadline to file an answer (notice of appearance) at the Office of the Clerk of the Superior Court of the District of Montreal and to serve same on the Corporation's counsel and on the Purchaser's counsel is changed to no later than 4:30 p.m. (eastern time) on February 16, 2021 from no later than 4:30 p.m. (eastern time) on January 12, 2021.

10. Deadline for Contestation of Final Order

If a Shareholder wishes to contest the issuance by the Court of the Final Order, the deadline to file an answer (notice of appearance), which provides a summary of the grounds of contestation, at the Office of the Clerk of the Superior Court of the District of Montreal and to serve such appearance on counsel for the Corporation and on counsel for the Purchaser is changed to no later than 4:30 p.m. (eastern time) on February 17, 2021 from no later than later than 4:30 p.m. (eastern time) on January 13, 2021.

11. Interest of Certain Persons in the Arrangement

The subsection of the Circular entitled "*The Arrangement – Interest of Certain Persons in the Arrangement*" is amended by replacing the first three sentences of the last paragraph on page 57 of the Circular with the following:

"The Family Executives have entered into the Rollover Agreement with the Purchaser pursuant to which the Rollover Shares held by the Family Shareholders, representing in the aggregate 20.25% of the outstanding Shares, will be exchanged for an indirect equity interest in the Purchaser at the same valuation as is being attributed to the Shares held by Public Shareholders. After taking into account the incremental leverage associated with the Purchaser's preferred equity financing and debt financing, the interest of the Family Shareholders in the common equity of the Purchaser will be approximately 26.7% on a *pro forma* basis. See "*The Arrangement – Rollover Agreement*". Following completion of the Arrangement and the transactions contemplated by the Rollover Agreement, the Family Executives are expected to enter into an agreement with the Buyer Group in respect of their investment, which is expected to provide, among other things, the Family Executives with certain governance rights in respect of the business, and the opportunity for the Family Shareholders to share in a limited portion of the future profits at a maximum rate of approximately 31.5% in the event certain performance conditions are satisfied."

12. Certain Legal and Regulatory Matters

In the section of the Circular entitled "*Certain Legal and Regulatory Matters*":

The subsection entitled "*HSR Notification*" is amended by adding the following at the end thereof:

> "The Corporation and the Purchaser submitted the requisite regulatory filings under the HSR Act on November 25, 2020, and early termination of the waiting period was granted effective December 18, 2020. Accordingly, the transactions contemplated by the Arrangement Agreement may be completed under the HSR Act."

The subsection entitled "*Other Regulatory Approvals – European Commission Notification*" is amended by adding the following at the end thereof:

> "The Purchaser submitted a draft Short Form CO on November 27, 2020. In response to a request for information (RFI) to clarify certain information, the Purchaser submitted responses to the RFI on December 15, 2020 and the transaction remains in the pre-notification process."

The subsection entitled "*Other Regulatory Approvals – Brazil Notification*" is amended by adding the following at the end thereof:

> "The Corporation and the Purchaser submitted the requisite notification to CADE on November 27, 2020, and CADE unconditionally approved the transaction on December 10, 2020. Publication of the CADE's decision on December 11, 2020 triggered a 15-calendar day waiting period that expired on December 28, 2020. On December 29, 2020, CADE released a certificate confirming that the waiting period expired without any third-party appeals or requests for further review by CADE's Tribunal; therefore, CADE's decision became final and the parties have the requisite approval in Brazil to complete the transaction."

The subsection entitled "*Other Regulatory Approvals – Australia FIRB Notification*" is amended by adding the following at the end thereof:

> "Review by the FIRB is in progress."

The subsection entitled "*Other Regulatory Approvals – Germany Notification*" is amended by adding the following at the end thereof:

> "KED filed a notification with the FCO on November 27, 2020, and received unconditional clearance of the transaction on December 14, 2020. Therefore, the parties have the requisite approval in Germany to complete the transaction."

13. Market Price and Trading Volume

The subsection of the Circular entitled "*Information Concerning Dorel – Market Price and Trading Volume*" is amended by deleting the last row of the table with respect to the Class A Multiple Voting Shares and replacing it with the following:

"December…………………	$16.00	$14.02	9,100
2021			
January (to January 7)……	–	–	–"

The subsection of the Circular entitled "*Information Concerning Dorel – Market Price and Trading Volume*" is amended by deleting the last row of the table with respect to the Class B Subordinate Voting Shares and replacing it with the following:

"December…………………	$14.93	$14.26	3,340,981
2021			
January (to January 7)……	$15.00	$14.80	364,327"

ORDER AMENDING THE INTERIM ORDER AND AMENDED NOTICE OF PRESENTATION OF THE FINAL ORDER

On January 7, 2021, the Court issued an Order Amending the Interim Order to (i) provide for the distribution of this Supplement to Shareholders, and (ii) amend certain dates set out in the Circular and the Notice of Hearing of the Final Order to reflect the change of the date of the Meeting and the Record Date, as set out above.

Copies of the Order Amending the Interim Order and the Amended Notice of Presentation of the Final Order are annexed hereto as Appendix A and Appendix B, respectively.

NO OTHER AMENDMENTS TO CIRCULAR

Other than as set out in this Supplement, the Circular remains in full force and effect, unamended.

APPROVAL

The Board approved the contents of this Supplement and authorized it to be sent to each Shareholder who is eligible to receive notice of, and to vote at, the Meeting.

Montréal, Québec
January 7, 2021

(*signed*) *Jeffrey Schwartz*
Jeffrey Schwartz
Executive Vice-President, Chief Financial Officer and Secretary
Dorel Industries Inc.

APPENDIX A

ORDER AMENDING THE INTERIM ORDER

[see attached]

SUPERIOR COURT

(Commercial Division)

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

No.: 500-11-059214-201

DATE : January 7, 2021

IN THE PRESENCE OF THE HONOURABLE MARTIN CASTONGUAY, J.S.C.

IN THE MATTER OF THE PROPOSED ARRANGEMENT BY DOREL INDUSTRIES INC. UNDER SECTION 414 OF THE BUSINESS CORPORATIONS ACT (QUÉBEC) CQLR, c. S-31.1

Applicant

and

9428-4502 QUÉBEC INC.

and

THE SECURITYHOLDERS OF DOREL INDUSTRIES INC.

Impleaded Parties

ORDER AMENDING THE INTERIM ORDER

---

[1] **ON READING** Dorel Industries Inc.'s (the "**Applicant**") *Application for Leave to Vary the Interim Order and for the Issuance of an Order Amending the Interim Order* dated January 5, 2021, the exhibits and the sworn statement of Mr. Frank Rana filed in support thereof (the "**Application for Leave to Vary**");

[2] **GIVEN** that this Court is satisfied that the Autorité des marchés financiers (the "**AMF**") has received notification of the Application for Leave to Vary;

[3] **GIVEN** that this Court issued the Interim Order on December 3, 2020 (the "**Interim Order**");

[4] **GIVEN** the provisions of the QBCA and paragraphs 18, 22, 27 and 41 of the Interim Order; and

[5] **GIVEN** the representations of counsel for the Applicant;

FOR THESE REASONS, THE COURT:

[6] **GRANTS** the Application for Leave to Vary and **DECLARES** that the time for filing and service of the Application for Leave to Vary is abridged;

[7] **DISPENSES** the Applicant of the obligation, if any, to notify any person other than the AMF with respect to the Application for Leave to Vary;

[8] **GRANTS** the Applicant leave to vary the Interim Order and **ORDERS** that paragraphs [13], [16], [22], [24], [25], [26], [27], [37], and [39] of the Interim Order, shall be amended as follows:

> [13] **ORDERS** that the Applicant may convene, hold and conduct a special meeting of shareholders (the "**Meeting**") to be held as a virtual-only meeting conducted by live audio webcast on <u>February 16</u>, 2021, commencing at 10 a.m. (eastern time), by electronic means at which time the Shareholders will be asked, among other things, to consider and, if thought appropriate, to pass, with or without variation, a special resolution (the "**Arrangement Resolution**") substantially in the form set forth in Appendix B of the Circular (Exhibit P-3) to, among other things, authorize, approve and adopt an arrangement between the Applicant and the Purchaser (the "**Arrangement**"), and to transact such other business as may properly come before the Meeting, the whole in accordance with the terms, restrictions and conditions of the Articles and By-Laws of the Applicant, the QBCA, and this Interim Order, provided that to the extent there is any inconsistency between this Interim Order and the terms, restrictions and conditions of the Articles and By-Laws of the Applicant or the QBCA, this Interim Order shall govern;
>
> [16] **ORDERS** that the only persons entitled to attend, be heard or vote at the Meeting (as it may be adjourned or postponed) shall be the registered Shareholders at the close of business on <u>January 7</u>**,** <u>2021</u> (the "**Record Date**"), their proxy holders, and the directors and advisors of the Applicant, provided however that such other persons having the permission of the Chair of the Meeting shall also be entitled to attend and be heard at the Meeting;
>
> [22] **ORDERS** that the Applicant shall give notice of the Meeting, and that service of the Application for a Final Order (as defined below) shall be made by delivering or giving access, in the manner hereinafter described and to the persons hereinafter specified, a copy of this Interim Order, together with the following documents, with such non-material amendments thereto as Applicant may deem to be necessary or desirable, provided that

such amendments are not inconsistent with the terms of this Interim Order (collectively, the "**Notice Materials**"):

(a) the Notice of Meeting substantially in the same form as contained in Exhibit P-3 of the Application;

(b) the Circular substantially in the same form as contained in Exhibit P-3 of the Application;

(c) a cover letter from the Chair of the Special Committee and a supplement to the Circular (the "**Circular Supplement**"), drafts of which are attached as Exhibit P- 4 of the *Application for Leave to Vary the Interim Order and for the Issuance of an Order Amending the Interim Order dated January 5, 2021*;

(d) the proxy and voting instruction forms substantially in the same form as contained in Exhibit P-5 of the *Application for Leave to Vary the Interim Order and for the Issuance of an Order Amending the Interim Order dated January 5, 2021*, which shall be finalized by inserting the relevant dates and other information;

(e) a letter of Transmittal substantially in the same form as contained in Exhibit P-6 of the *Application for Leave to Vary the Interim Order and for the Issuance of an Order Amending the Interim Order dated January 5, 2021*;

(f) a notice substantially in the form of the draft filed as Appendix B to the Circular Supplement (Exhibit P-4 of the *Application for Leave to Vary the Interim Order and for the Issuance of an Order Amending the Interim Order dated January 5, 2021*) providing, among other things, the date, time and room where the Application for a Final Order will be heard, and that a copy of the Application can be found on the System for Electronic Document Analysis and Retrieval at www.sedar.com, and that a copy of the Application can be found on Dorel's web site (the "**Notice of Presentation**");

[24] **ORDERS** that a copy of the Application, the Interim Order, the *Application for Leave to Vary the Interim Order and for the Issuance of an Order Amending the Interim Order dated January 5, 2021 and the* Order Amending the Interim Order dated January 7, 2021 be posted on the Applicant's website (www.dorel.com) at the same time the notice of notice-and-access is mailed;

[25] **ORDERS** that a copy of the Interim Order be posted on SEDAR (www.sedar.com), as an appendix to the Circular, and the Order Amending the Interim Order dated January 7, 2021, as an appendix to the Circular Supplement, at the same time the Notice Materials are mailed;

[26] **ORDERS** that the only Shareholders entitled to receive the Notice Materials shall be the registered Shareholders on the close of business (eastern time) on the Record Date (January 7, 2021);

[27] **ORDERS** that in accordance with the Dissent Right set forth in the Plan of Arrangement, any registered Shareholder who wishes to exercise a Dissent Right must send to the Applicant a written notice (the "**Dissent Notice**"), which Dissent Notice must be received by the Applicant at its head office at 1255 Greene Avenue, Suite 300, Westmount, Québec, Canada H3Z 2A4, Attention: Corporate Secretary, with a copy to Fasken Martineau DuMoulin LLP at 800 Square Victoria, Suite 3500, Montréal, Québec, H4Z 1E9, fax 514-397-7600, Attention: Mtre Neil Wiener, not later than 4:30 p.m. (eastern time) on February 12, 2021 or not later than 4:30 p.m. (eastern time) on the business day that is two Business Days immediately preceding the date that any adjourned or postponed Meeting is reconvened or held, as the case may be;

[37] **ORDERS** that the Application for a Final Order be presented on February 19, 2021 before the Superior Court of Québec, sitting in the Commercial Division in and for the district of Montréal at the Montréal Courthouse, 1 Notre-Dame Street East in Montréal, Québec, at a room and time to be fixed by the Court or by way of a virtual hearing or so soon thereafter as counsel may be heard, or at any other date this Court may see fit;

[39] **ORDERS** that the only persons entitled to appear and be heard at the Final Hearing shall be the Applicant, the Purchaser and any person that:

(a) files an answer (notice of appearance) with this Court's registry and serves same on the Applicant's counsel, c/o Mtre Sébastien Richemont & Mtre Brandon Farber, Fasken Martineau DuMoulin LLP, Stock Exchange Tower, 800 Place Victoria, Suite 3500, Montréal, Québec H4Z 1E9, email: srichemont@fasken.com & bfarber@fasken.com and on Purchaser's counsel, c/o Mtre Sébastien Guy, Blake, Cassels & Graydon LLP, 1 Place Ville Marie, Suite 3000, Montréal, Québec H3B 4N8, email: sebastien.guy@blakes.com, no later than 4:30 p.m. (eastern time) on February 16, 2021; and

(b) if such an answer (notice of appearance) is with a view to contesting the Application for a Final Order, such answer (notice of appearance) must provide a summary of the grounds of contestation and be served on the Applicant's counsel and on Purchaser's counsel (at the above address or email address), no later than 4:30 p.m. (eastern time) on February 17, 2021;

[9] **DECLARES** that the Applicant shall be entitled to seek leave to vary this Order upon such terms and such notice as this Court deems just;

[10] **ORDERS** provisional execution of this Order notwithstanding any appeal therefrom and without the necessity of furnishing any security;

[11] **THE WHOLE** without costs.

The Honourable Martin Castonguay, J.S.C.

Mtre Brandon Farber
Fasken Martineau DuMoulin LLP
Attorneys for Applicant

Mtre Sébastien Guy
Blake, Cassels & Graydon LLP
Attorneys for Purchaser

Date of hearing: January 7, 2021

APPENDIX B

AMENDED NOTICE OF PRESENTATION OF THE FINAL ORDER

TAKE NOTICE that the present *Application for an Interim and Final Order* will be presented for adjudication of the final order before one of the honourable judges of the Superior Court, sitting in commercial division for the district of Montréal on **February 19, 2021 at 9:00 a.m.** or so soon thereafter as counsel may be heard, in room 16.04 of the Montréal courthouse, located at 1 Notre-Dame Street East, Montréal, Quebec, H2Y 1B6 or in another room as may be determined by the Court. All persons that file a notice of appearance (answer) in accordance with the procedure set forth below shall be provided with the coordinates to attend the hearing either in person or virtually.

Pursuant to the Interim Order issued by the Superior Court of Québec on December 3, 2020, as amended by the Order Amending the Interim Order issued on January 7, 2021, if you wish to make representations before the Court, you are required to file an answer (notice of appearance) at the Office of the Clerk of the Superior Court of the District of Montreal and serve same on Mtre Sébastien Richemont & Mtre Brandon Farber, Fasken Martineau DuMoulin LLP, Stock Exchange Tower, 800 Place Victoria, Suite 3500, Montreal, Québec H4Z 1E9, email: srichemont@fasken.com & bfarber@fasken.com, and on Purchaser's counsel, ~~c/o~~ Mtre Sébastien Guy, Blake, Cassels & Graydon LLP, 1 Place Ville Marie, Suite 3000, Montréal, Québec H3B 4N8, email: sebastien.guy@blakes.com, **no later than 4:30 p.m. (eastern time)** on **February 16, 2021**.

If you wish to contest the issuance by the Court of the Final Order, you are required, pursuant to the terms of the Interim Order, to file an answer (notice of appearance), which provides a summary of the grounds of contestation, at the Office of the Clerk of the Superior Court of the District of Montreal and serve such appearance on Mtre Sébastien Richemont and Mtre Brandon Farber of Fasken Martineau DuMoulin LLP, counsel for the Applicant, and on Mtre Sébastien Guy of Blake, Cassels & Graydon LLP, at the above-mentioned addresses, no later than later than **4:30 p.m. (eastern time)** on **February 17, 2021**.

TAKE FURTHER NOTICE that, if you do not file an answer (notice of appearance) within the above-mentioned time limits, you will not be entitled to contest the Application for a Final Order or make representations before the Court, and the Applicant may be granted a judgment without further notice or extension.

If you wish to make representations or contest the issuance by the Court of the Final Order, it is important that you take action within the time limits indicated, either by retaining the services of an attorney who will represent you and act in your name, or by doing so yourself.

DO GOVERN YOURSELVES ACCORDINGLY