

BMTC GROUP INC.

PRESS RELEASE

For immediate release

BMTC GROUP INC. PROPOSES ARRANGEMENT PROVIDING FOR COLLAPSE OF DUAL-CLASS SHARE STRUCTURE AND ANNOUNCES RENEWAL OF ITS NORMAL COURSE ISSUER BID

Montreal, Québec, March 3, 2015

BMTC Group Inc. (the “**Corporation**”) (TSX: GBT-A) today announced that it will present, at its upcoming annual and special meeting to be held in Montreal, Québec on May 7, 2015, a proposed reorganization of its share capital that will eliminate the Corporation’s dual-class share capital structure by way of court-approved plan of arrangement (the “**Arrangement**”).

The Proposed Arrangement

If the Arrangement is approved and completed, it would result in the conversion, on a one-for-one basis, without any monetary consideration being paid, of all issued and outstanding Class B Multiple Voting Shares into Class A Subordinate Voting Shares. The Class A Subordinate Voting Shares would then be renamed as Common Shares.

In order to proceed, the proposed Arrangement must be approved at the meeting by at least (i) 75% of the votes cast by the holders of Class A Subordinate Voting Shares and Class B Multiple Voting Shares, voting together as a single class, present in person or represented by proxy; and (ii) 75% of the votes cast by the holders of Class B Multiple Voting Shares, voting separately as a class, present in person or represented by proxy.

As at March 3, 2015, 1,748,796 Class B Multiple Voting Shares and 43,145,066 Class A Subordinate Voting Shares are issued and outstanding. Pursuant to voting agreements entered into with the Corporation, each director and officer of the Corporation as well as another shareholder have agreed to vote, or cause to be voted, all the shares held, directly or indirectly by them in favour of the Arrangement. As of the date hereof, such shareholders collectively represent 64.16% of the vote of both classes of shares voting together as a single class, and 74.10% of the vote of the Class B Multiple Voting Shares voting separately as a class.

The Board of Directors of the Corporation has received an opinion from National Bank Financial Inc. that, as of March 3, 2015, and based upon and subject to the limitations and assumptions set forth therein, the one-for-one conversion ratio is fair, from a financial point of view, to holders of Class A Subordinate Voting Shares and to the holders of Class B Multiple Voting Shares.

The Board has therefore unanimously determined that the Arrangement is in the best interests of the Corporation and is reasonable and fair in the circumstances. It therefore approved proceeding with the Arrangement, and recommends that shareholders vote in favour of the Arrangement.

The Arrangement is also subject to approval by the Court after a hearing at which the Court will determine the fairness and reasonableness of the Arrangement as well as customary regulatory approvals, including the approval by the Toronto Stock Exchange (the “TSX”) of the substitutional listing of the Common Shares resulting from the renaming of the Class A Subordinate Voting Shares pursuant to the Arrangement.

Further information regarding the proposed Arrangement will be provided in the Management Information Circular which will be mailed to all shareholders the Corporation in connection with the meeting. In particular, the Management Information Circular will outline in greater detail the reasons for the Board’s determination that the Arrangement is in the best interests of the Corporation.

Renewal of Normal Course Issuer Bid

The Corporation also announced that it has received the required regulatory approvals to renew its normal course issuer bid to acquire for cancellation Class A Subordinate Voting Shares listed on the TSX for the period between March 13th, 2015 and March 12th, 2016, at the latest. The Corporation’s previous normal course issuer bid ends on March 12th, 2016. Pursuant to its renewed normal course issuer bid, the Corporation intends to acquire, through the facilities of the TSX and through alternative trading systems (such as Alpha ATS) and in accordance with their requirements, up to 2,157,253 Class A Subordinate Voting Shares, representing about 5% of the 43,145,066 Class A Subordinate Voting Shares issued and outstanding as at February 28th, 2015.

Within the last 12 months which ended on February 28th, 2015, the Corporation acquired for cancellation, under its previous normal course issuer bid, a total of 236,138 Class A Subordinate Voting Shares with respect to which the weighted average price paid was \$15.92 per share.

In accordance with TSX requirements, the average daily trading volume of the Corporation’s Class A Subordinate Voting Shares over the last six complete calendar months was 2,880 shares (the “ADTV”). Accordingly, under TSX rules and policies, the Corporation is entitled on any trading day to purchase up to 1,000 Class A Subordinate Voting Shares until March 12th, 2016. Once a week, in excess of the daily Class A Subordinate Voting Shares repurchase limit, Corporation may also purchase a block of Class A Subordinate Voting Shares not owned by an insider (i) having a purchase price of \$200,000 or more, (ii) of at least 5,000 Class A Subordinate Voting Shares having a purchase price of at least \$50,000, or (iii) of at least 20 board lots of Class A Subordinate Voting Shares which total 150% or more of the ADTV in accordance with TSX rules. Corporation has retained National Bank Financial Inc. as broker to manage the Normal Course Issuer Bid.

When acquiring Class A Subordinate Voting Shares through alternative trading systems (such as Alpha ATS), none of the requirements listed in the previous paragraph are applicable.

The Corporation considers that the acquisition of Class A Subordinate Voting Shares that it may effect from time to time in the course of its normal course issuer bid is a sound use of its funds.

FORWARD-LOOKING STATEMENTS

The press release contains certain forward-looking statements that involve a number of risks and uncertainties. Forward-looking statements relate to future events or future performance and include, but are not limited to, the completion of the Arrangement. Often, but not always, forward-looking statements can be identified by terminology such as “may”, “will”, “should”, “expect”, “plan”, “anticipate”, “believe”, “estimate”, “predict”, “potential”, “continue” or the negative of these terms or other comparable terminology. Such statements reflect the current views and estimates of management of BMTC Group Inc. with respect to future events, as of the date such statements are made, and they involve known and unknown risks and uncertainties which may cause actual events or results to differ materially from those expressed or implied by forward-looking statements. In evaluating these statements, readers should specifically consider factors such as the risks outlined under “Risk Factors” in BMTC Group Inc.’s Annual Information Form, which is available at www.sedar.com. Although BMTC Group Inc. has attempted to identify important factors that could cause actual events, actions or results to differ materially from those described in the forward-looking statements, there may be other factors that cause such events, actions or results to differ. BMTC Group Inc. is under no obligation (and expressly disclaims any such obligation) to update forward-looking statements if circumstances or management’s views or estimates change. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements.

About BMTC Group Inc.

BMTC Group Inc., through its subsidiaries, is a major retailer of furniture, electronic goods and household appliances operating in the province of Québec. Its Class A Subordinate Voting Shares are listed on the Toronto Stock Exchange.

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