HUDSON'S BAY COMPANY

NOTICE IS HEREBY GIVEN that the annual meeting (the "Meeting") of the holders (the "Shareholders") of common shares ("Common Shares") and series "A" convertible preferred shares ("Preferred Shares", and together with the Common Shares, the "Voting Shares") of Hudson's Bay Company (the "Company") will be held at 2:00 p.m. (Toronto time) on June 19, 2019 at The Arcadian Loft, 8th Floor, 401 Bay Street Toronto, Ontario for the following purposes:

(1) to receive the audited consolidated financial statements of the Company for the fiscal year ended February 2, 2019, together with the auditors' report thereon;

(2) to elect the directors of the Company who will serve until the next annual Shareholders meeting or until their successors are appointed;

(3) to appoint the auditors of the Company and to authorize the directors to fix their remuneration;

(4) to approve the non-binding advisory resolution on executive compensation described in the Company's management information circular (the "Circular"); and

(5) to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Accompanying this Notice of Meeting are: a copy of the Circular, a form of proxy or voting instruction form for the Voting Shares, and, as applicable, the audited consolidated financial statements of the Company for the fiscal year ended February 2, 2019 and management's discussion and analysis thereon. These materials, as well as the Company's annual information form dated May 3, 2019, can also be viewed under the Company's profile on the SEDAR website at www.sedar.com and on the Company's corporate website at www.hbc.com.

The Company's board of directors ("Board of Directors") has fixed the close of business on May 10, 2019 as the record date for determining Shareholders entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement of the Meeting. Only Shareholders of record at that time will be entitled to vote at the Meeting, or any adjournment or postponement thereof.

As a Shareholder of the Company, it is very important that you read the accompanying materials carefully and then vote your Voting Shares, either by proxy or in person, at the Meeting.

Registered Shareholders are requested to complete, date, sign and return (in the return envelope provided for that purpose) the form of proxy enclosed in this package. You may also vote your Voting Shares by proxy by appointing another person to attend the Meeting and vote your Voting Shares for you. To be valid, the enclosed form of proxy must be signed and received by the proxy department of the Company's transfer agent, TSX Trust Company, by mail at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, on the internet at www.voteproxyonline.com or by facsimile at 416-595-9593 not later than 5:00 p.m. (Toronto time) on June 17, 2019, or if the Meeting is adjourned or postponed, prior to 5:00

p.m. (Toronto time) on the second business day preceding the date of the Meeting (excluding Saturdays, Sundays and holidays), or any adjournment(s) or postponement(s) thereof. Failure to properly complete or deposit a proxy may result in its invalidation. Shareholders who have voted by proxy may still attend the Meeting.

Most Shareholders do not hold their Voting Shares in their own names. Such Voting Shares may be beneficially owned by you but registered either: (a) in the name of an intermediary such as a bank, trust company, securities dealer or broker, or the trustee or administrator of a self-administered RRSP, RRIF, RESP, TFSA or similar plan, or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) or its nominee, of which the intermediary is a participant. If your Voting Shares are shown in an account statement provided to you by your intermediary, in almost all cases, your Voting Shares will not be registered in your name in the records of the Company. Only proxies deposited by registered Shareholders can be recognized and acted upon at the Meeting. As a result, if you hold your Voting Shares through a broker or other intermediary, we urge you to complete only the voting instruction form provided by your broker or other intermediary or provide your voting instructions to your broker or other intermediary by other acceptable methods. Please read the instructions regarding how to vote at, or attend, the Meeting under "General Proxy Matters — Non-Registered Shareholders" in the Circular.

Dated at Toronto, Ontario, this 15th day of May, 2019.

By order of the Board of Directors,

Richard Baker
Governor and Executive Chairman