



PET VALU HOLDINGS LTD.

NOTICE OF
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON
MAY 7, 2024

AND

MANAGEMENT INFORMATION CIRCULAR

MARCH 19, 2024

PET VALU HOLDINGS LTD.

**Notice of Annual and Special Meeting of Shareholders
May 7, 2024**

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the holders of common shares (“**Shares**”) in the capital of Pet Valu Holdings Ltd. and its subsidiaries (“**we**”, “**our**”, “**Pet Valu**” or the “**Company**”) will be held virtually via live webcast available online at <https://web.lumiagm.com/448370416> on May 7, 2024 at **2:00 p.m.** (Toronto time) for the following purposes:

- (a) to receive the audited consolidated financial statements for the fiscal year ended December 30, 2023 and the auditor’s report thereon, a copy of which is enclosed herewith;
- (b) to elect directors to the board of directors of the Company (the “**Board**”)
- (c) to appoint the Company’s auditor and to authorize the Board to fix their remuneration;
- (d) to consider and, if deemed advisable, adopt, on an advisory basis, a non-binding resolution accepting the Company’s approach to executive compensation, as more fully described in the accompanying management information circular dated March 19, 2024 accompanying this Notice of Meeting (the “**Circular**”);
- (e) to consider and, if deemed advisable, pass a resolution in the form of Appendix “A” to the accompanying Circular approving the renewal of the Company’s existing long-term incentive plan and the continued granting of unallocated entitlements issuable thereunder; and
- (f) to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular. **Shareholders are reminded to review the Circular prior to voting.**

We will hold the Meeting in a virtual only format, which will be conducted via live webcast available online at <https://web.lumiagm.com/448370416>. Registered Shareholders (as this term is used in the Circular) and duly appointed proxyholders will, on the website, be able to participate in the Meeting, submit questions and vote their Shares while the Meeting is being held.

The Board has fixed March 21, 2024 as the record date for the determination of shareholders entitled to receive notice of and vote at the Meeting. Any shareholder that has acquired Shares after the record date will not be entitled to receive notice of or vote those Shares at the Meeting.

If you are a Registered Shareholder, whether or not you plan to attend the Meeting, you are encouraged to vote in advance of the Meeting by completing, signing, dating and returning the enclosed form of proxy to Computershare Investor Services Inc. (“**Computershare**”), the transfer agent, registrar and dividend distribution agent of the Shares. **To be valid, proxies must be deposited with Computershare at 100 University Avenue, Toronto, Ontario M5J 2Y1 or over the internet at www.investorvote.com no later than 2:00 p.m. (Toronto time) on May 3, 2024, or 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for such adjournment or postponement of the Meeting (the “**Proxy Deadline**”). The deadline for the deposit of proxies may be waived or extended by the chair of the Meeting at their discretion, without notice.**

If you are a beneficial shareholder (for example, if you hold your Shares in an account with a broker, dealer or other intermediary), whether or not you plan to attend the Meeting, you are encouraged to complete and return

the form of proxy or voting instruction form, as applicable, in accordance with the instructions provided by your broker or intermediary. Voting instruction forms must generally be received by your intermediary one business day prior to the Proxy Deadline. These instructions include the additional step of appointing and pre-registering your proxyholder with Computershare, the transfer agent, registrar and dividend distribution agent of the Shares, after submitting your form of proxy or voting instruction form. Failure to register your proxyholder with our transfer agent will result in your proxyholder not receiving a username required to participate in the Meeting (a “**Username**”) and only being able to attend as a guest. Beneficial shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests but will not be able to vote or submit questions at the Meeting. Please refer to the voting instructions provided in the “Appointment of Proxyholder and Revocation of Proxies” section of the accompanying Circular and contact your broker, investment dealer or other intermediary for information on how you can vote your Shares.

Shareholders who wish to appoint a third-party proxyholder to represent them at the online Meeting must submit their proxy or voting instruction form (as applicable) prior to registering their proxyholder. To register a proxyholder, shareholders **MUST** visit <http://www.computershare.com/PetValu> by the Proxy Deadline and provide Computershare with their proxyholder’s contact information, so that Computershare may provide the proxyholder with a Username via email. Note that beneficial shareholders generally must complete these steps one business day prior to the Proxy Deadline.

Following completion of the pre-registration process for those shareholders appointing a proxyholder, you will receive a Username from Computershare via email after the voting deadline has passed. Your proxyholder may then log into the Meeting online by entering the Username provided by Computershare via email as their username and the password **petvalu2024** (case sensitive).

If you wish to attend and vote at the Meeting, please review the instructions under the heading “Instructions for Attending and Voting Virtually at the Meeting” beginning on page 7 of the Circular.

If you are a Registered Shareholder and wish to attend the Meeting yourself and vote, you do not need to complete the enclosed proxy form. You may log into the Meeting online by entering the control number from your proxy form as your username and the password **petvalu2024** (case sensitive).

If you are a beneficial shareholder and wish to attend the Meeting yourself and vote, you must submit your voting instruction form appointing yourself as proxyholder and then pre-register on the Computershare website. Your voting instruction form must generally be received one business day prior to the Proxy Deadline. Following completion and submission of your voting instruction form, visit Computershare’s pre-registration website (<http://www.computershare.com/PetValu>) and complete the form before the Proxy Deadline in order to access the Meeting online and vote. Following completion of these steps, you will receive a Username from Computershare via email after the voting deadline has passed. You may then log into the Meeting online by entering the Username provided by Computershare via email as your username and the password **petvalu2024** (case sensitive).

DATED at Toronto, Ontario this 19th day of March, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Anthony Truesdale”
Anthony Truesdale, Chair of the Board



From the Chair of the Board of Directors and the President & Chief Executive Officer

Dear Shareholders,

We are pleased to share with you our review of our performance in 2023 and exciting initiatives we have planned for 2024 and beyond.

2023 proved to be a dynamic year for the Canadian pet industry, which provided an opportunity to demonstrate the resilience of Pet Valu Holdings Ltd. (“**Pet Valu**” or the “**Company**”). Following a strong start to the year, discretionary demand softened across retail sectors in early summer in response to rising interest rates and high inflation. We are proud of our teams, whose actions enabled the Company to navigate evolving consumer demand to deliver **Fiscal 2023 financial performance on key metrics within initial guidance ranges**, all while advancing long-term strategic initiatives and meeting key operational milestones. Importantly, **Pet Valu remained committed to growing alongside our 339 franchisees**, by providing support to stabilize franchisee economics in a rising cost environment. Upholding our **strong franchisee relationships continues to be a critical component of our long-term success** as showcased in our first Environmental, Social and Governance (“**ESG**”) report, together with other critical ESG factors such as product safety, Animal Care Expert (“**ACE**”) working environments, energy and emissions management, and responsible stewardship.

Fiscal 2023 financial and operating results

We made important advancements in our mission to be Canada’s preferred specialty pet retailer, by focusing on four key pursuits:

First, to be the **Local and Everywhere Pet Specialty Retailer**. We grew our industry-leading retail network by 39 locations in Fiscal 2023 to end the year with 783 stores. Combined with 40 renovations, expansions, and relocations, we increased our square footage by 7% while promoting consistency across our fleet. We continued our franchisee-first approach to growth, adding 42 franchised locations through new openings and corporate store resales. As local ambassadors for Pet Valu in communities across Canada, our franchisees help preserve and promote our brand equity and foster lasting relationships with devoted pet lovers. And we strengthened our omni-channel offering through our complement of digital, direct-to-customer, click-and-collect and AutoShip capabilities.

Second, to deliver the **Best Pet Customer Experiences**. Our merchandise teams continued to bring the best in pet specialty products to bear within our stores, highlighted by outsized growth in our premium culinary and natural enhanced pet foods. We complemented this with our growing proprietary brand portfolio, with exciting extensions to our Performatrin Ultra treats, chews, and freeze-dried raw line-ups, as well as a broader assortment of apparel, toys, and accessories. At the same time, we continued to enhance the service we provide our customers by adding small animal expert certification to our existing dog and cat expert courses. We further expanded access to and the relevance of our loyalty programs by adding new brands, resulting in an increase in our active loyalty base to 2.9 million members, whose spend accounted for over 80% of our system-wide sales in Fiscal 2023. And we expanded our VIP program, celebrating a broader set of our most loyal customers with in-store recognition and presentation of an assortment of personalized products.

Third, to fortify our **Strong Retail and Wholesale Fundamentals**. We advanced our multi-year supply chain transformation, reaching key milestones in Fiscal 2023, including activating bulk picking from our new 670,000 square foot distribution centre in the Greater Toronto Area (“**GTA**”) and commencing wholesale shipments to our Chico franchisees. We continued our investment in our in-store and corporate ACEs through refreshed pet expertise

courses and leadership development training. And we successfully adjusted our operating expenses to adapt to the needs of the evolving consumer demand environment, while continuing to invest in modernizing back-office systems to improve efficiencies over the long-term.

And fourth, to enhance our **Free Cash Flow and Return on Invested Capital**. Despite tightening discretionary demand during Fiscal 2023, we grew our system-wide sales and revenues by 10% and 11%, respectively, representing the fourth consecutive year of double-digit growth. At the same time, through quick actions from our teams to adapt our operating expenses to align with the evolving demand environment, we delivered another year of healthy Adjusted EBITDA margins. As a result, Free Cash Flow in Fiscal 2023 remained similar to Fiscal 2022 despite higher Net Capital Expenditures allowing us to reduce debt while supporting and growing our dividend.

Looking Ahead into Fiscal 2024

As we look forward, we expect Fiscal 2024 to be another exciting year highlighted by several key initiatives.

In our ongoing pursuit to expand our brand across Canada, we plan to add another 40 to 50 new stores this year, with a **focus on smaller suburban and rural communities where our smaller footprint stores and franchise-first operating model provides a distinct advantage**. We will also update our digital platform to enhance customer experiences in an improved system that allows accelerated development as consumer behaviour evolves.

We look to further enhance value to our devoted pet lover customers through continuous curation of our offering, including the **launch of Performatrin Culinary, our first proprietary branded entry into the frozen raw and gently cooked category**. We will enhance our value proposition through targeted pricing investments in key value items to maintain competitiveness, **while leveraging trend data from our loyalty programs to offer a growing suite of personalized offers and optimize targeted promotions to the highest lifetime value pet lovers in Canada**.

And finally, our supply chain teams are actively working towards several key milestones in our supply chain transformation. We will **activate goods-to-picker automation and further expand wholesale shipments to Chico franchisees from our GTA distribution centre**, as well as transition to our new 350,000 square foot distribution centre in the Metro Vancouver Region, further reducing reliance on third-party distribution facilities.

We expect these actions, together with continued growth in our core business, to enable an **inflection point in our Free Cash Flow growth in late 2024**, as we near the end of our current reinvestment cycle and begin to harvest its benefits, which we believe will **position Pet Valu for a gradual return to strong earnings growth in 2025**.

In closing, we appreciate your continued interest and investment in Pet Valu and thank you for your support as we deliver on **our mission to be Canada's preferred pet retailer, delivering the products, care, expertise, and memorable moments devoted pet lovers want... locally in stores and everywhere online**.

Sincerely,

"Anthony Truesdale"

Chair of the Board of Directors

"Richard Maltsbarger"

President and Chief Executive Officer

TABLE OF CONTENTS

MANAGEMENT INFORMATION CIRCULAR	4
FORWARD-LOOKING INFORMATION	4
SOLICITATION OF PROXIES	5
APPOINTMENT OF PROXYHOLDER AND REVOCATION OF PROXIES	5
INSTRUCTIONS FOR ATTENDING AND VOTING VIRTUALLY AT THE MEETING	7
RECORD DATE AND QUORUM	10
VOTING SHARES AND PRINCIPAL SHAREHOLDERS THEREOF	10
MATTERS TO BE ACTED UPON AT MEETING	12
INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON.....	24
EXECUTIVE COMPENSATION.....	28
DIRECTOR COMPENSATION	61
INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS.....	66
DIRECTORS AND OFFICERS LIABILITY INSURANCE	66
INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS	67
CORPORATE GOVERNANCE	67
MANAGEMENT CONTRACTS	80
OTHER BUSINESS.....	80
ADDITIONAL INFORMATION.....	81
APPENDIX “A”	83
APPENDIX “B”	84
APPENDIX “C”	86
APPENDIX “D”	95

PET VALU HOLDINGS LTD.

MANAGEMENT INFORMATION CIRCULAR

This Management Information Circular (the “**Circular**”) is furnished in connection with the solicitation, by or on behalf of the management of Pet Valu Holdings Ltd. and its subsidiaries (“**we**”, “**our**”, “**Pet Valu**” or the “**Company**”), of proxies to be used at the Company’s annual and special meeting of the holders of common shares in the capital of the Company (the “**Shares**”) for the purposes set forth in the Notice of Annual and Special Meeting (the “**Notice of Meeting**”) of Shareholders of the Company (the “**Shareholders**”) accompanying this Circular. The annual and special meeting of Shareholders of the Company, or any adjournment(s) or postponements(s) thereof (the “**Meeting**”), will be held virtually via live audio webcast available online at <https://web.lumiagm.com/448370416> on May 7, 2024 at 2:00 p.m. (Toronto time).

FORWARD-LOOKING INFORMATION

This Circular contains “forward-looking information” within the meaning of applicable securities laws. Forward-looking information relates to the Company’s future financial outlook and anticipated events or results and may include information regarding our financial position, business strategy, growth strategies, addressable markets, budgets, operations, financial results, taxes, dividend policy, plans and objectives. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “targets”, “expects” or “does not expect”, “is expected”, “an opportunity exists”, “budget”, “scheduled”, “estimates”, “outlook”, “forecasts”, “projection”, “prospects”, “strategy”, “intends”, “anticipates”, “does not anticipate”, “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might”, “will”, “will be taken”, “occur” or “be achieved”. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management’s expectations, estimates and projections regarding future events or circumstances.

Particularly, information regarding our expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information, including, among other things, statements relating to: intentions with respect to, and the ability to execute, our business plans, strategies and growth prospects, including expectations regarding the growth of our supply chain, performance and expansion opportunities; and expectations regarding industry and market trends and challenges.

Forward-looking information is based on our current expectations, projections, estimates and assumptions in light of management’s experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we currently believe are appropriate and reasonable in the circumstances. Whether actual results, performance or achievements will conform to the Company’s expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under “Risk Factors” in the Company’s Annual Information Form for the year ended December 30, 2023. If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking information prove incorrect, actual results might vary materially from those anticipated in the forward-looking information.

Although we base forward-looking information on assumptions that we believe are reasonable when made, we caution investors that forward-looking information is not a guarantee of future performance and that our actual results of operations, financial condition and liquidity and the development of the industry in which we operate may differ materially from those made in or suggested by the forward-looking information contained in this Circular. In addition, even if our results of operations, financial condition and liquidity and the development

of the industry in which we operate are consistent with the forward-looking information contained in this Circular, those results or developments may not be indicative of results or developments in subsequent periods.

Given these risks and uncertainties, investors are cautioned not to place undue reliance on forward-looking information. Any forward-looking information that is contained in this Circular speaks only as of the date of such statement, and we undertake no obligation to update any forward-looking information or to publicly announce the results of any revisions to any of those statements to reflect future events or developments, except as required by applicable securities laws. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless specifically expressed as such, and should only be viewed as historical data.

All of the forward-looking information contained in this Circular is expressly qualified by the foregoing cautionary statements.

SOLICITATION OF PROXIES

Solicitation of Proxies

It is expected that the solicitation of proxies will be primarily by mail, but proxies may also be solicited personally, in writing or by telephone, email, internet, facsimile or other means of communication by representatives of the Company at nominal cost. The Company may also engage a third party to provide proxy solicitation services on behalf of management in connection with the solicitation of proxies for the Meeting. The cost of solicitation by management will be borne directly by the Company and will bear the legal, printing and other costs associated with the preparation of this Circular. The Company will reimburse investment dealers, brokers, banks, custodians, nominees and other fiduciaries for permitted fees and costs incurred by them in mailing soliciting materials to the beneficial owners of Shares, in accordance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”).

If you cannot attend the Meeting, complete and return the enclosed form of proxy in accordance with the instructions contained therein. Shareholders may also elect to vote by use of the internet in accordance with the instructions on the applicable form of proxy.

APPOINTMENT OF PROXYHOLDER AND REVOCATION OF PROXIES

Each of the persons named in the enclosed form of proxy is a director (each, a “**Director**”) of the Board of Directors of the Company (the “**Board**”) and/or an officer of the Company. **Each Shareholder has the right to appoint as proxyholder a person or company (who need not be a Shareholder) other than the person(s) designated by management of the Company in the enclosed form of proxy to attend and act on the Shareholder’s behalf at the Meeting or at any adjournment thereof.** A Shareholder who wishes to appoint some other person to represent it or them at the Meeting may do so either by inserting such other person’s name in the blank space provided in the form of proxy and signing the form of proxy, or by completing and signing another proper form of proxy, and, in either case, then registering the proxyholder at <http://www.computershare.com/PetValu> (please see “Instructions for Attending and Voting Virtually at the Meeting — Appointment and Registration of Proxyholders” below for details). Securities represented by the proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for, and if the Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly.

A form of proxy will not be valid for the Meeting or any adjournment or postponement thereof unless it is completed and delivered to the Company’s transfer agent, registrar and dividend distribution agent, Computershare Investor Services Inc. (“**Computershare**”), (Attention: Proxy Department), 8th Floor, 100

University Avenue, Toronto, Ontario M5J 2Y1 prior to 2:00 p.m. (Toronto time) on May 3, 2024, or if the Meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, before the commencement of such adjourned or postponed Meeting. Late proxies may be accepted or rejected by the Chair of the Meeting in his or her discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

A Shareholder may revoke a proxy at any time by an instrument in writing executed by them or, if the Shareholder is a Company, under its corporate seal, or by an officer or attorney thereof duly authorized in writing, and by sending it to the same address where the form of proxy was sent and within the dates mentioned therein, or two business days preceding the date the Meeting resumes if it is adjourned, or by delivering it to the Chair of the Meeting on the day of the Meeting or any adjournment thereof.

Rather than returning the form of proxy, Shareholders who hold their Shares in their name (“**Registered Shareholders**”) may also elect to vote via the internet. Those Registered Shareholders electing to vote by telephone require a touch-tone telephone to transmit their voting preferences. Registered Shareholders electing to vote by telephone or via the internet must follow the instructions included in the form of proxy received from the Company.

If a Shareholder who has submitted a proxy attends the Meeting via live webcast using a 15-digit “Control Number” or Username and accepts the terms and conditions when entering the Meeting online, any votes cast by such Shareholder on a ballot will be counted and the submitted proxy will be disregarded (please see the information under the heading “Instructions for Attending and Voting Virtually at the Meeting” below for details).

Voting of Proxies and Exercise of Discretion by Proxyholder

On any ballot that may be called for, the Shares represented by a properly executed proxy given in favour of the person(s) designated by management of the Company in the enclosed form of proxy or voting instruction form will be voted or withheld from voting in accordance with the instructions given on the form of proxy or voting instruction form, and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted for, against, or withheld from voting, accordingly.

In the absence of such instructions, Shares represented by a proxy will be voted for, against, or withheld from voting, in the discretion of the persons designated in the proxy. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the accompanying Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment thereof.

As of the date of this Circular, management of the Company is not aware of any such amendment, variation or other matter to come before the Meeting. However, if any amendments or variations to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to management should properly come before the Meeting or any adjournment thereof, the Shares represented by properly executed proxies given in favour of the person(s) designated by management of the Company in the enclosed form of proxy will be voted on such matters pursuant to such discretionary authority. Unless otherwise required by law or other provisions binding upon the Company, any matter coming before the Meeting, or any adjournment(s) thereof, shall be decided by the majority of the votes duly cast in respect of the matter by Shareholders entitled to vote thereon.

INSTRUCTIONS FOR ATTENDING AND VOTING VIRTUALLY AT THE MEETING

We will hold the Meeting in a virtual only format, which will enable Registered Shareholders and duly appointed proxyholders to submit questions and vote online. Beneficial Shareholders who have not appointed themselves as proxyholder may attend the live webcast of the Meeting, but will not have the ability to vote virtually or ask questions. A summary of the information Shareholders will need to attend and vote at the Meeting by live webcast is provided below.

Attending the Meeting via Live Webcast

Shareholders and duly appointed proxyholders are invited to attend the Meeting virtually via live webcast, by going to <https://web.lumiagm.com/448370416>.

Registered Shareholders and duly appointed proxyholders can participate in the Meeting by selecting “**I have a login**” and entering a Control Number or a Username assigned by Computershare (see details under the heading “– Appointment and Registration of Proxyholder” below) and the password **petvalu2024** (case sensitive) before the start of the Meeting as follows:

- Registered Shareholders – Enter the 15-digit control number located on the form of proxy or in the email notification you received as your username and the password **petvalu2024** (case sensitive).
- Duly appointed proxyholders – Enter the Username provided by Computershare (see details under the heading “– Appointment and Registration of Proxyholder” below) and the password **petvalu2024** (case sensitive).
- Voting and submitting questions at the Meeting will only be available for Registered Shareholders and duly appointed proxyholders.
- Beneficial Shareholders who have not appointed themselves as proxyholder may attend the Meeting by selecting “**I am a guest**” and completing the online form, however they will not be able to vote or submit questions.

Shareholders who wish to appoint a third-party proxyholder to represent them at the online Meeting must submit their proxy or voting instruction form (as applicable) prior to registering their proxyholder. Registering the proxyholder is an additional step once a Shareholder has submitted their proxy/voting instruction form. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. To register a proxyholder, Shareholders MUST visit the internet website at <http://www.computershare.com/PetValu> by May 3, 2024 at 2:00 p.m. and provide Computershare with their proxyholder’s contact information, so that Computershare may provide the proxyholder with a Username via email. Note that Beneficial Shareholders generally must complete these steps one business day prior to 2:00 p.m. (Toronto time) on May 3, 2024, or if the Meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, before the commencement of such adjourned or postponed Meeting.

In order to participate online, Shareholders must have a valid 15-digit control number and proxyholders must have received an email from Computershare containing a Username.

- United States beneficial holders: To attend and vote at the virtual Meeting, you must first obtain a valid legal proxy from your broker, bank or other agent and then register in advance to attend the Meeting. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to attend the Meeting, you must submit a copy of your legal proxy

to Computershare at uslegalproxy@computershare.com. Requests for registration should be directed to <http://www.computershare.com/PetValu>. Note that U.S. beneficial holders generally must complete these steps one business day prior to 2:00 p.m. (Toronto time) on May 3, 2024, or if the Meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, before the commencement of such adjourned or postponed Meeting.

Beneficial Shareholders who do not have a 15-digit control number or Username will only be able to attend as a guest, which allows them to listen to the Meeting, however they will not be able to vote or submit questions. Please see the information under the heading “– Beneficial Shareholders” for an explanation of why certain Shareholders may not receive a form of proxy.

If you are using a 15-digit “Control Number” to login to the live webcast and submit a vote online, you will be revoking any and all previously submitted proxies. If you **DO NOT** wish to revoke all previously submitted proxies, you may log in to the live webcast using your Control Number, but do not submit a vote once you have logged in to the Meeting. In this case, your vote submitted by proxy prior to the Meeting will stand.

It is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting.

Voting Virtually at the Meeting

A Registered Shareholder, or a Beneficial Shareholder who has appointed themselves or a third party proxyholder to represent them at the Meeting, will appear on a list of shareholders prepared by Computershare, the transfer agent and registrar for the Meeting. To vote their Shares at the Meeting, each Registered Shareholder or duly appointed proxyholder will be required to enter their control number or Username provided by Computershare as their username, and the password **petvalu2024** (case sensitive) at <https://web.lumiagm.com/448370416> prior to the start of the Meeting. In order to vote, Beneficial Shareholders who appoint themselves as a proxyholder **MUST** register with Computershare at <http://www.computershare.com/PetValu> after submitting their voting instruction form in order to receive a Username (please see the information under the headings “– Appointment and Registration of Proxyholder” below for details).

For more information on how to vote at the Meeting, please refer to Appendix “B” of this Circular, which contains a virtual meeting guide.

Appointment and Registration of Proxyholder

Shareholders who wish to appoint a third party proxyholder to represent them at the online Meeting **must submit their proxy or voting instruction form (if applicable) prior to registering their proxyholder. Registering your proxyholder is an additional step once you have submitted your proxy or voting instruction form. Failure to register your proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting.** To register a proxyholder, Shareholders **MUST** visit <http://www.computershare.com/PetValu> by May 3, 2024 at 2:00 p.m. (Toronto time) and provide Computershare with their proxyholder’s contact information, so that Computershare may provide the proxyholder with a Username via email.

As noted above under “– Appointment of Proxyholder and Revocation of Proxies” above, a form of proxy can be submitted to Computershare either in person, or by mail or courier, to 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or via the internet at www.investorvote.com. The form of proxy must be deposited with Computershare by no later than 2:00 p.m. (Toronto time) on May 3, 2024, or if the Meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, before the

commencement of such adjourned or postponed Meeting. If a Shareholder who has so submitted a form of proxy attends the Meeting via the webcast and has accepted the terms and conditions when entering the Meeting online, any votes cast by such Shareholder on a ballot will be counted and the submitted form of proxy will be disregarded.

Without a Username, proxyholders will not be able to vote at the Meeting.

Beneficial Shareholders

A Shareholder is a beneficial Shareholder (a “**Beneficial Shareholder**”) if the Shareholder’s Shares are registered either in the name of (in each case, an “**Intermediary**”):

- (a) an Intermediary that the Beneficial Shareholder deals with in respect of the Shares, such as, among others, a bank, trust company, securities dealer or broker, director or administrator of RRSPs, RRIFs, RESPs and similar plans; or
- (b) a clearing agency (such as CDS & Co.) of which the Intermediary is a participant.

In accordance with NI 54-101, the Company is distributing copies of materials related to the Meeting to Intermediaries for distribution to Beneficial Shareholders and such Intermediaries are to forward the materials related to the Meeting to each Beneficial Shareholder (unless the Beneficial Shareholder has declined to receive such materials). Such Intermediaries often use a service company (such as Broadridge Investor Communication Solutions in Canada (“**Broadridge**”)), to permit the Beneficial Shareholder to direct the voting of the Shares held by the Intermediary, on behalf of the Beneficial Shareholder. The Company is paying Broadridge to deliver, on behalf of the Intermediaries, a copy of the materials related to the Meeting to each “objecting beneficial owner” and each “non-objecting beneficial owner” (as such terms are defined in NI 54-101).

If a Beneficial Shareholder Does Not Wish to Attend the Meeting

Beneficial Shareholders who do not wish to attend the Meeting should carefully follow the instructions on the voting instruction form that they receive from their Intermediary in order to vote the Shares that are held through that Intermediary. Beneficial Shareholders should submit voting instructions to their Intermediaries in sufficient time to ensure that their votes are received from the Intermediaries by the Company.

If a Beneficial Shareholder Wishes to Attend and Vote at the Meeting

Since the Company generally does not have access to the names of its Beneficial Shareholders, Beneficial Shareholders who wish to attend and vote at the Meeting should insert their own name in the blank space provided in the voting instruction form to appoint themselves as proxyholders and then follow their Intermediary’s instructions for returning the voting instruction form.

Registering your proxyholder is an additional step once you have submitted your proxy or voting instruction form. Failure to register the proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting.

Without a Username (described above), proxyholders will not be able to vote at the Meeting.

If a Beneficial Shareholder Wishes to Revoke Voting Instructions

A Beneficial Shareholder may revoke previously given voting instructions by contacting their Intermediary and complying with any applicable requirements imposed by such Intermediary. An Intermediary may not be able to revoke voting instructions if it receives insufficient notice of revocation.

Voting Shares Registered in the Name of a Corporation

Registered Shareholders

To vote Shares registered in the name of a corporation or other legal entity, an authorized officer or attorney of that corporation or legal entity must sign the enclosed proxy form or submit the proxy via the internet at www.investorvote.com. This person may have to provide proof that they are authorized to sign the proxy form on behalf of the corporation or other legal entity. The completed proxy form must be returned to Computershare in the envelope provided or submitted via the internet at www.investorvote.com so that it arrives no later than 2:00 p.m. (Toronto time) on May 3, 2024, or if the Meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, before the commencement of such adjourned or postponed Meeting.

Beneficial Shareholders

To vote Shares registered in the name of a corporation or other legal entity, insert the full legal name of the legal entity, the name and position of the person giving voting instructions on behalf of the legal entity and the address for service of the legal entity on the voting instruction form. The completed voting instruction form must be returned to the Beneficial Shareholder's Intermediary so that it arrives in sufficient time for the Intermediary to act on Beneficial Shareholder's instructions, generally one business day before 2:00 p.m. (Toronto time) on May 3, 2024, or if the Meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, before the commencement of such adjourned or postponed Meeting.

RECORD DATE AND QUORUM

The Board has fixed March 21, 2024 as the record date (the "**Record Date**") for the purpose of determining Shareholders entitled to receive notice of and to vote at the Meeting. Any Shareholder of record at the close of business on the Record Date is entitled to vote the Shares registered in such Shareholder's name at that date on each matter to be acted upon at the Meeting. Accordingly, any Shareholder that has acquired Shares after the Record Date will not be entitled to receive notice of or vote those Shares at the Meeting.

The quorum at the Meeting or any adjournment or postponement thereof (other than at an adjournment or postponement for lack of quorum) is one Shareholder who is, or who represents by proxy, Shareholders who, in the aggregate, hold at least 25% of the issued Shares entitled to be voted at the Meeting.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS THEREOF

The Company's authorized share capital consists of (i) an unlimited number of Shares and (ii) an unlimited number of preferred shares, issuable in series. As at the date hereof, there are 71,463,986 Shares outstanding, each carrying the right to one vote per share. Shareholders as at the Record Date are entitled to vote such Shares at the Meeting on the basis of one vote for each Share held. Except as otherwise noted in this Circular, a simple majority of the votes cast at the Meeting, whether in person, by proxy or otherwise, will constitute approval of any matter submitted to a vote.

To the knowledge of the Directors and executive officers of the Company, as at the date of this Circular, no person beneficially owned, directly or indirectly, or exercised control or direction over 10% or more of the voting rights attached to the outstanding Shares except as stated below.

Name of Shareholder	Shares Beneficially Owned	
	Number of Shares	Percentage of Outstanding Shares
RCPS Equity Cayman LP	12,184,105	17.1%
Roark Capital Partners II AIV AG L.P.	17,199,080	24.1%

Investor Rights Agreement

The Company entered into an investor rights agreement dated June 30, 2021 (the “**Investor Rights Agreement**”) with Pet Retail Brands LP. Upon liquidation of Pet Retail Brands LP immediately following the closing of the Company’s initial public offering (“**IPO**”) of Shares, PV Holdings S.à r.l., Roark Capital Partners II AIV AG, L.P., RCPS Equity Cayman LP and Roark Capital Partners Parallel II AIV AG, L.P. (collectively, the “**Principal Shareholders**”), acting jointly, assumed Pet Retail Brand LP’s rights under the Investor Rights Agreement. As at the date of this Circular, the Principal Shareholders held approximately 47.5% of our total issued and outstanding Shares.

The Investor Rights Agreement provides that the Principal Shareholders are entitled to nominate five of the Directors for so long as they, together with their affiliates, own, control or direct at least 50% or more of our outstanding Shares (on a non-diluted basis), provided that the number will be reduced: (a) to four Directors for so long as the Principal Shareholders, together with their affiliates, own, control or direct less than 50% but 30% or more of the outstanding Shares (on a non-diluted basis); (b) to three Directors for so long as the Principal Shareholders, together with their affiliates, own, control or direct less than 30% but 20% or more of the outstanding Shares (on a non-diluted basis); (c) to two Directors for so long as the Principal Shareholders, together with their affiliates, own, control or direct less than 20% but 10% or more of the outstanding Shares (on a non-diluted basis); (d) to one Director for so long as the Principal Shareholders, together with their affiliates, own, control or direct less than 10% but 5% or more of the outstanding Shares (on a non-diluted basis); and (e) no Directors once the Principal Shareholders, together with their affiliates, own, control or direct less than 5% of our outstanding Shares (on a non-diluted basis).

The Investor Rights Agreement provides that for so long as the Principal Shareholders have the right to nominate at least two Directors, the Board shall not be comprised of more than nine Directors unless agreed to by the Principal Shareholders.

As long as the Principal Shareholders have the right to nominate at least four Directors, they shall be entitled to have two director nominees serve on each standing committee and select the chair of each committee, subject to applicable law. As long as the Principal Shareholders have the right to nominate at least two Directors, they shall be entitled to have one director nominee serve on each standing committee, subject to applicable law. As long as the Principal Shareholders have the right to nominate any Director, they will have the right to designate one of their nominees as an observer of each committee of the Board, subject to applicable law.

As long as the Principal Shareholders have the right to nominate at least three Directors, they shall be entitled to have one director nominee serve as Chair of the Board.

The Principal Shareholders have elected to nominate: Clayton Harmon, Patrick Hillegass, Kevin Hofmann and Richard Maltsbarger to the Board.

MATTERS TO BE ACTED UPON AT MEETING

Receipt of Financial Statements

The audited consolidated financial statements for the fiscal year ended December 30, 2023 (“**Fiscal 2023**”) and the auditor’s report thereon (the “**Annual Financial Statements**”) will be presented at the Meeting and will be mailed to those Registered Shareholders and Beneficial Shareholders who requested them. The Annual Financial Statements are available under the Company’s profile on SEDAR+ at www.sedarplus.com and at <https://investors.petvalu.com/>.

Election of Directors

At the Meeting, Shareholders will be asked to elect nine Directors to the Board. Under the Articles, Directors are elected annually, with each Director holding office until the next annual general meeting or until their successor is duly elected or appointed. The nominees for election as Directors to the Board are Anthony Truesdale, Danielle Barran, Sarah Davis, Clayton Harmon, Patrick Hillegass, Kevin Hofmann, Richard Maltsbarger, Lawrence Molloy and Erin Young. The Board recommends that Shareholders vote FOR the election to the Board the nominee directors whose names are set forth above. **In the absence of instructions to the contrary, the person(s) designated by management of the Company in the enclosed form of proxy intend to vote FOR the election to the Board of the nominee directors whose names are set forth above, each of whom has been a Director since the date indicated beneath their name below.** Management does not contemplate that any of the nominee directors will be unable to serve as a Director, but if that should occur for any reason prior to the Meeting, the Shares represented by properly executed proxies given in favour of such nominee(s) may be voted by the person(s) designated by management of the Company in the enclosed form of proxy, in their discretion, in favour of another nominee.

Advance Notice Provisions

The Articles include certain advance notice provisions with respect to the election of our Directors (the “**Advance Notice Provisions**”). The Advance Notice Provisions are intended to: (i) facilitate orderly and efficient annual general meetings or, where the need arises, special meetings of our Shareholders; (ii) ensure that all Shareholders receive adequate notice of Board nominations and sufficient information with respect to all nominees; and (iii) allow Shareholders to register an informed vote. Only persons who are nominated by Shareholders in accordance with the Advance Notice Provisions will be eligible for election as Directors at any annual meeting of Shareholders, or at any special meeting of Shareholders if one of the purposes for which the special meeting was called was the election of Directors.

Under the Advance Notice Provisions, a Shareholder wishing to nominate a Director is required to provide the Company notice, in the prescribed form, within the prescribed time periods. These time periods include, (a) in the case of an annual meeting of Shareholders (including an annual and special meeting), not less than 30 days prior to the date of the meeting; provided that, if the first public announcement of the date of the annual meeting of Shareholders (the “**Notice Date**”) is less than 50 days before the meeting date, not later than the close of business on the 10th day following the Notice Date; and (b) in the case of a special meeting of Shareholders (which is not also an annual meeting) called for any purpose which includes electing Directors, not later than the close of business on the 15th day following the Notice Date. Provided that, in either instance, if notice-and-access (as defined in National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*) is used for delivery of proxy-related materials in respect of a meeting described in (a) or (b) above, and the Notice Date in respect of the meeting is not less than 50 days prior to the date of the applicable meeting, the notice must be received not later than the close of business on the 40th day before the applicable meeting.

A copy of the Articles is available under the Company’s profile on SEDAR+ at www.sedarplus.com.

Nominees for Election to the Board

The following tables set forth information with respect to each person nominated for election as a Director, including the number of Shares beneficially owned, directly or indirectly, or over which control or direction was exercised, by such person or the person's associates or affiliates as at the date hereof. The information as to Shares beneficially owned or over which control or direction is exercised, not being within the knowledge of the Company, has been furnished by the respective proposed nominees individually. Directors' attendance at meetings of the Board as well as meetings of the Audit Committee, Compensation Committee, and Governance and Nominating Committee of the Board held during 2023 are set out in the profiles below.

ANTHONY TRUESDALE Arizona, United States Director (Chair of the Board) since: August 15, 2019 	Anthony Truesdale is the Chair of the Board and has served as a member of the Board since August 2019. Mr. Truesdale served as Chairman of the Board of Recreational Equipment, Inc. (“REI”) from May 2020 to May 2022, and as a director from May 2013 to October 2023 and an Audit Committee member from May 2022 to October 2023. Before retiring, Mr. Truesdale was the Chief Executive Officer of The Vitamin Shoppe, Inc. from 2011 to 2015. He also served as the President and Chief Merchandising Officer of The Vitamin Shoppe, Inc. from 2006 to 2011. Prior to The Vitamin Shoppe, Inc., Mr. Truesdale was Senior Vice President of Merchandising at PetSmart, Inc., where he worked for over seven years. In addition, Mr. Truesdale was the Senior Manager of Produce for Sainsbury’s, the second largest supermarket chain in the United Kingdom, and a Principal at Shaw’s Supermarkets in New England from 1981 to 1997. He is a director of Party City Holdco Inc., a vertically integrated designer, manufacturer, distributor, and retailer of party goods in North America, and a director of Pet Supermarket, Inc., a pet products retailer. Mr. Truesdale is also a director of Vetcor, a veterinary hospital manager, and Affordable Care Inc., a leading consumer retail healthcare company, both of which are investments of Harvest Partners, LP. Mr. Truesdale earned a Bachelor’s Degree in Business Administration and a Master of Business Administration from Northeastern University.			
	Principal Occupation(s) (for the past 5 years)			
	Corporate Director Chair of the Board, Recreational Equipment Inc.			
	Board/Committee Membership		Meeting Attendance in 2023	
	Board (Chair) Audit Committee ⁽¹⁾		10/10 4/4 ⁽¹⁾	
Securities of the Company beneficially owned, or controlled or directed, directly or indirectly				
Shares	DSUs Vested Only ⁽²⁾	Options Vested Only	Market Value of Securities Vested Only ⁽³⁾ (\$)	Percent of Share Ownership Requirement ⁽⁴⁾
91,472	10,539	83,692	5,146,744	980%

DANIELLE BARRAN
Toronto, Canada
Director since: July
2, 2023



Danielle Barran has served as a member of the Board since July 2023. Ms. Barran was President North American Potato & Canada, McCain Foods Ltd. from October 2020 to February 2024, and President of McCain Foods Ltd. (Canada) from August 2018 to October 2020. Before joining McCain Foods Ltd., she held multiple senior positions at J.M. Smucker Company over a 16-year period, including leadership roles in its pet, coffee, and natural foods operations. As Vice President of Commercial Strategy for its pet division, Ms. Barran set the strategic growth agenda for iconic pet brands such as Meow Mix®, Natural Balance® and Milk-Bone®. She currently serves as a director of The Grocery Foundation. Ms. Barran holds an Honors Business Administration and a Master of Business Administration from Ivey Business School at Western University, and an ICD.D designation. Ms. Barran is a Certified Public Accountant, Certified Management Accountant and a member of the Chartered Professional Accountants of Ontario.

Principal Occupation(s) (for the past 5 years)

President North American Potato & Canada, McCain Foods Ltd.
President of McCain Foods Ltd. (Canada)

Board/Committee Membership

Meeting Attendance in 2023

Board⁽⁵⁾

5/5⁽⁵⁾

Audit Committee⁽⁵⁾

4/4⁽⁵⁾

Compensation Committee⁽⁵⁾

2/2⁽⁵⁾

Securities of the Company beneficially owned, or controlled or directed, directly or indirectly

Shares	DSUs Vested Only ⁽²⁾	Options Vested Only	Market Value of Securities Vested Only ⁽³⁾ (\$)	Percent of Share Ownership Requirement ⁽⁴⁾
-	1,664	-	53,419	39%

SARAH DAVIS

Ontario, Canada

Director since: July
28, 2021

Sarah Davis, FCPA, FCA has served as a member of the Board since July 2021. Ms. Davis was President of Loblaw Companies Limited (“**Loblaw**”), from 2017 until May 2021. As President she was responsible for the strategic direction and day-to-day operations of Canada’s largest retailer and the nation’s food and pharmacy leader. Ms. Davis also served as Chief Administrative Officer at Loblaw from 2014 to 2017 and Chief Financial Officer from May 2010 to 2014, during which time she played a crucial role in transforming the company from a regionally managed grocer into an omni-channel food, health and wellness retailer with \$52.7 billion in revenue. Ms. Davis was chair of the Board of PC® Children’s Charity and T&T Supermarkets from 2017 until her retirement in 2021, and served as a member the Board of PC Financial from 2010 until 2021. From 2014 to 2022, she was a member of the Board, and Audit and Compensation Committees of AGF Management Limited and served as Chair of the Compensation Committee from 2016 to 2022. Prior to joining Loblaw, Ms. Davis spent two decades in various financial roles at Rogers Communications and Bell Canada. She is a director and Audit Committee Chair of Victoria’s Secret & Co., a director and Audit Committee member of Amdocs Limited, and a director of New Look, a privately owned retailer of eyeglasses. Ms. Davis holds an Honours Bachelor of Commerce degree from Queen’s University, and is a Chartered Accountant and a Fellow of the Chartered Professional Accountants.

Principal Occupation(s) (for the past 5 years)

Corporate Director
President of Loblaw Companies Limited

Board/Committee Membership**Meeting Attendance in 2023**

Board	9/10
Audit Committee	8/8
Governance and Nominating Committee ⁽⁶⁾	2/2 ⁽⁶⁾
Compensation Committee (Chair) ⁽⁶⁾	2/2 ⁽⁶⁾

Securities of the Company beneficially owned, or controlled or directed, directly or indirectly

Shares	DSUs Vested Only ⁽²⁾	Options Vested Only	Market Value of Securities Vested Only ⁽³⁾ (\$)	Percent of Share Ownership Requirement ⁽⁴⁾
-	14,598	-	468,597	156%

CLAYTON HARMON Georgia, United States Director since: January 18, 2021 	Clayton Harmon has served as a member of the Board since January 2021. Mr. Harmon is Managing Director, Roark Capital Management, LLC and joined Roark in 2007. He is actively involved in Roark’s investments in Inspire Brands, Mathnasium, Nothing Bundt Cakes, and Batteries Plus Bulbs. Prior to joining Roark, Mr. Harmon was a Senior Associate in the transaction advisory services group at Ernst & Young. Prior to that, Mr. Harmon worked in the audit and risk advisory services group at KPMG. Mr. Harmon earned a Master of Accountancy and a Bachelor of Business Administration from the Terry College of Business at the University of Georgia.			
	Principal Occupation(s) (for the past 5 years)			
	Managing Director, Roark Capital Management, LLC			
	Board/Committee Membership		Meeting Attendance in 2023	
	Board Governance and Nominating Committee Compensation Committee		9/10 3/5 4/4	
Securities of the Company beneficially owned, or controlled or directed, directly or indirectly				
Shares	DSUs Vested Only ⁽²⁾	Options Vested Only	Market Value of Securities Vested Only ⁽³⁾ (\$)	Percent of Share Ownership Requirement ⁽⁴⁾
-	-	-	-	Exempt

PATRICK HILLEGASS
Georgia, United States

Director since:
February 28, 2019



Patrick Hillegass has served as a member of the Board since February 2019. Mr. Hillegass is Principal, Roark Capital Management, LLC and joined Roark in 2011. Mr. Hillegass has worked with Roark in increasingly senior roles since 2011. Through his role with Roark, Mr. Hillegass serves on the Board of Directors of Pet Supermarket, Inc., a specialty retailer of pet food and pet-related supplies based in Ft. Lauderdale, Florida, and Tecmo Parent LLC, the parent company of Divisions Maintenance Group, a Cincinnati-based provider of facilities services to multi-unit clients, including many leading retailers in the U.S. He has also overseen Roark's investments in Wingstop, Massage Envy and Miller's Ale House. In his time with Roark, and in addition to the roles above, he has had extensive experience reviewing and analyzing the financial statements, audits and accounting records of many multi-unit restaurant and retail investment opportunities. Mr. Hillegass graduated from the University of Virginia in 2007 with a bachelor's degree in economics and systems engineering.

Principal Occupation(s) (for the past 5 years)

Principal, Roark Capital Management, LLC

Board/Committee Membership

Meeting Attendance in 2023

Board

10/10

Compensation Committee

4/4

Securities of the Company beneficially owned, or controlled or directed, directly or indirectly

Shares	DSUs Vested Only ⁽²⁾	Options Vested Only	Market Value of Securities Vested Only ⁽³⁾ (\$)	Percent of Share Ownership Requirement ⁽⁴⁾
-	-	-	-	Exempt

KEVIN HOFMANN

Georgia, United States

Director since:
November 15, 2019

Kevin Hofmann has served as a member of the Board since November 2019. Mr. Hofmann is Managing Director, Roark Capital Management, LLC and joined Roark in April 2019. He serves on the board of directors of, and is actively involved in, Roark's investment in PartsTown and Fitness Connection. He also served as a director of Orange Theory from January 2021 to January 2023. Prior to joining Roark, Mr. Hofmann spent 13 years with The Home Depot, Inc., most recently as President of Online and Chief Marketing Officer, where he oversaw the strategy, sales and operations of the company's digital efforts. Concurrent with this role, he also served as the Chief Marketing Officer of The Home Depot, Inc., overseeing the strategic branding, marketing and advertising direction of the company. Previously, Mr. Hofmann led The Home Depot, Inc.'s Home Services businesses, the largest home services business in the United States. Mr. Hofmann joined The Home Depot, Inc. in 2006 as a company officer, where he led technology teams focused on merchandising, stores, e-commerce, supply chain and the company's international divisions. Prior to joining The Home Depot, Inc., Mr. Hofmann spent 10 years with General Electric Company, where he held Chief Information Officer and Chief Technology Officer roles in a number of the company's businesses (Healthcare, Renewables, Energy and GE Global Research). Mr. Hofmann started his career and spent eight years with The Dow Chemical Company, working primarily in plastics research and development and in technology. Mr. Hofmann earned a Bachelor of Sciences degree in Computer Science from Central Michigan University.

Principal Occupation(s) (for the past 5 years)

Managing Director, Roark Capital Management, LLC
President of Online and Chief Marketing Officer, The Home Depot, Inc.

Board/Committee Membership**Meeting Attendance in 2023**

Board

10/10

Securities of the Company beneficially owned, or controlled or directed, directly or indirectly

Shares	DSUs Vested Only ⁽²⁾	Options Vested Only	Market Value of Securities Vested Only ⁽³⁾ (\$)	Percent of Share Ownership Requirement ⁽⁴⁾
-	-	-	-	Exempt

RICHARD MALTSBARGER Florida, United States President & Chief Executive Officer (“CEO”). Director since: November 15, 2018 	Richard Maltzbarger is a member of the Board and President and CEO of the Company. Prior to joining Pet Valu in November 2018, Mr. Maltzbarger held multiple positions with Lowe’s Companies Inc. from 2004 to 2018, most recently serving as Chief Operating Officer for United States Operations and previously serving as President of International overseeing operations in Canada and Mexico, and as Chief Development Officer in which he had executive management oversight of strategy, mergers & acquisitions, enterprise and consumer analytics and innovation. Mr. Maltzbarger currently serves as Audit & Risk Committee Chair on the National Board of Trustees for the National 4-H Council. Mr. Maltzbarger earned a Bachelor of Science and a Master of Science in Agricultural Economics from the University of Missouri and a Master of Business Administration from the Olin School of Business at Washington University in St. Louis, Missouri.			
	Principal Occupation(s) (for the past 5 years)			
	President and CEO of Pet Valu			
	Board/Committee Membership		Meeting Attendance in 2023	
	Board		10/10	
Securities of the Company beneficially owned, or controlled or directed, directly or indirectly				
Shares	DSUs Vested Only ⁽²⁾	Options Vested Only	Market Value of Securities Vested Only ⁽³⁾ (\$)	Percent of Share Ownership Requirement ⁽⁴⁾
118,643	-	701,021	18,702,778	505% ⁽⁷⁾

LAWRENCE MOLLOY
Maryland, United States

Director since: May 9, 2023



Lawrence “Chip” Molloy has served on the Board since May 9, 2023. Mr. Molloy was Chief Financial Officer of Sprouts Farmers Market, Inc. (“**Sprouts**”) from September 2021 to December 2023. Mr. Molloy also served as a member of the Board of Directors of Sprouts from 2013 to 2021, Chair of the Audit Committee from 2013 to 2019 and Chair of the Compensation Committee from 2019 to 2021, and as Interim Chief Financial Officer at Sprouts from June 2019 to February 2020. Previously, Mr. Molloy served as Chairman of the Board of Pet Supermarket from 2020 to 2021 and as a member of the Board of Directors of Torrid Inc. from 2018 to 2021. He also served as Interim Chief Executive Officer of Torrid Holdings Inc. in 2018. Other past experiences include serving as Chief Financial Officer of Under Armour, Inc., Chief Financial Officer of PetSmart, Inc., and as a member of the Board of Directors of Party City Holdco Inc. and Wingstop Inc. Mr. Molloy currently serves as a director of Sally Beauty Holdings, Inc., a position he has held since July 2022, and as Chair of the Audit Committee, a position he has held since January 2023. Mr. Molloy formerly served as a U.S. Navy fighter pilot for 10 years, later retiring from the Naval Reserve with the rank of Commander. Mr. Molloy holds a Bachelor’s Degree in Computer Science from the United States Naval Academy and a Master of Business Administration Degree from the University of Virginia.

Principal Occupation(s) (for the past 5 years)

Corporate Director
Chief Financial Officer, Sprouts Farmers Market, Inc.
Interim Chief Financial Officer, Sprouts Farmers Market, Inc.

Board/Committee Membership

Meeting Attendance in 2023

Board ⁽⁸⁾	5/5 ⁽⁸⁾
Audit Committee (Chair) ⁽⁸⁾	5/5 ⁽⁸⁾
Governance and Nominating Committee ⁽⁸⁾	3/3 ⁽⁸⁾

Securities of the Company beneficially owned, or controlled or directed, directly or indirectly

Shares	DSUs Vested Only ⁽²⁾	Options Vested Only	Market Value of Securities Vested Only ⁽³⁾ (\$)	Percent of Share Ownership Requirement ⁽⁴⁾
-	2,124	-	68,168	38%

ERIN YOUNG Ontario, Canada Director since: May 3, 2021 	Erin Young has served as a member of the Board since May 2021. Ms. Young is the Chief Marketing and Merchandising Officer of McKesson Canada, a position she has held since September 2020. From October 2019 to September 2020, Ms. Young served as President of Well.ca. From October 2013 to September 2019, she held the position of Chief Marketing and Merchandising Officer with Well.ca. Prior to joining Well.ca, Ms. Young held multiple positions with McKinsey & Company from 2005 to 2013. Prior to that, Ms. Young was the Senior Manager Strategy and Innovation at Loblaw Companies. Ms. Young serves as a member of the Board of Governors of GS1 Canada and the Board of Directors of the McKesson Foundation. Ms. Young earned a Bachelor of Commerce from Queen’s University.			
	Principal Occupation(s) (for the past 5 years)			
	Chief Marketing and Merchandising Officer, McKesson Canada President, Well.ca Chief Marketing and Merchandising Officer, Well.ca			
	Board/Committee Membership		Meeting Attendance in 2023	
	Board Governance and Nominating Committee (Chair) ⁽⁹⁾ Compensation Committee ⁽⁹⁾		10/10 5/5 ⁽⁹⁾ 4/4	
Securities of the Company beneficially owned, or controlled or directed, directly or indirectly				
Shares	DSUs Vested Only⁽²⁾	Options Vested Only	Market Value of Securities Vested Only⁽³⁾ (\$)	Percent of Share Ownership Requirements⁽⁴⁾
-	12,818	-	411,452	186%

Notes

- Mr. Truesdale was appointed to the Audit Committee on May 9, 2023.
- The number of vested deferred share units (“**DSUs**”) that each Director holds, which includes DSU dividend equivalents, has been rounded down to the nearest whole number. DSUs and DSU dividend equivalents are credited to the Director’s account at the time of issuance and vest in accordance with the terms of the Director’s respective DSU award agreement. Vested DSUs and DSU dividend equivalents are settled in cash in accordance with the terms of the DSU Plan. For more information see “Director Compensation – Deferred Share Unit Plan”.
- Shares and vested DSUs are valued based on the closing price of a Share on the Toronto Stock Exchange (the “**TSX**”) on March 19, 2024 (\$32.10). Vested options are valued as the difference between the closing price of a Share on the TSX on March 19, 2024 (\$32.10) and the exercise price of the options.
- The Director equity ownership requirement amount is three times the Company’s annual cash retainer fee for serving as a Director or on a Board committee or for chairing the Board or a Board committee. All directors, other than Mr. Harmon, Mr. Hillegass, Mr. Hofmann and Mr. Maltsbarger are required to accumulate three times the Company’s annual cash retainer, in Shares, vested options and/or DSUs by their fifth anniversary on the Board, calculated as the greater of the acquisition cost or compensation value of the award on the grant date (“**Grant Date Value**”) or market value of such securities. Mr. Harmon, Mr. Hillegass and Mr. Hofmann are affiliated with Roark Capital Management LLC (“**Roark**”) which, directly or indirectly, manages the Principal Shareholders, and do not receive compensation in consideration for serving on the Board and are therefore exempt from the equity ownership requirements of the Equity Ownership Policy (as defined herein). Mr. Maltsbarger is subject to the equity ownership requirements applicable to executives of Pet Valu set out in the Equity Ownership Policy. All of the director nominees who are subject to the director equity ownership requirements have either met the requirement or have time remaining to do so. Information is also provided on each director nominee’s Pet Valu securities as a percentage of the Company’s share ownership guidelines for directors, and for

Mr. Maltsbarger, the equity ownership requirements applicable to executives. See note 7 below. The following directors have time remaining to satisfy the director equity ownership requirement: Ms. Barran (July 2, 2028) and Mr. Molloy (May 9, 2028). For more information see “Director Compensation – Equity Ownership Policy”.

5. Ms. Barran was appointed to the Board, the Audit Committee and the Compensation Committee on July 2, 2023.
6. Ms. Davis was Chair and a member of the of the Governance and Nominating Committee until May 9, 2023, and was appointed to Chair of the Compensation Committee on May 9, 2023.
7. Mr. Maltsbarger is subject to the equity ownership requirements applicable to executives of Pet Valu set out in the Equity Ownership Policy. Employees who are promoted or appointed into a position that is subject to these requirements have five years from becoming subject to the Equity Ownership Policy to meet the minimum requirement. As CEO, Mr. Maltsbarger’s equity ownership requirement is five times his annual base salary, to be achieved by June 30, 2026. For more information on Pet Valu’s equity ownership requirement applicable to executives, see “Executive Compensation – Risk and Executive Compensation – Equity Ownership Policy”.
8. Mr. Molloy was elected to the Board and appointed to Chair of the Audit Committee and a member of the Governance and Nominating Committee on May 9, 2023.
9. Ms. Young was appointed to Chair of the Governance and Nominating Committee on May 9, 2023.

Cease Trade Order, Bankruptcy, Penalties and Sanctions

Cease Trade Order and Bankruptcy

Other than as set out below, none of the Directors or executive officers of the Company, and to the best of the Company’s knowledge, no Shareholder holding a sufficient number of securities to affect materially the control of the Company is, as at the date of this Circular, or has been within the 10 years before the date of this Circular: (a) a Director, chief executive officer or chief financial officer of any company that was subject to an order that was issued while the Directors or executive officer was acting in the capacity as Director, chief executive officer or chief financial officer; (b) was subject to an order that was issued after the Director or executive officer ceased to be a Director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as Director, chief executive officer or chief financial officer; or (c) a Director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets. For the purposes of this paragraph, “order” means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case, that was in effect for a period of more than 30 consecutive days.

Mr. Truesdale served as the chairman of the board of directors of Guitar Center, Inc. from September 2016 to December 2020. Guitar Center, Inc. filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code on November 21, 2020.

Penalties and Sanctions

None of the Directors or executive officers of the Company, and to the best of its knowledge, no Shareholder holding a sufficient number of securities to affect materially the control of the Company, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Appointment of the Auditor

Ernst & Young LLP is the current auditor of the Company. At the Meeting, Shareholders will be asked to re-appoint Ernst & Young LLP as auditor of the Company to hold office until the next annual general meeting of Shareholders or until a successor is appointed, and to authorize the Board to fix the auditor's remuneration.

The audit committee of the Board (the "**Audit Committee**") has recommended to the Board, and the Board has approved, the nomination of Ernst & Young LLP for such appointment.

The Board recommends that Shareholders vote FOR the appointment of Ernst & Young LLP as auditor of the Company to hold office until the next annual general meeting of Shareholders or until a successor is appointed, and the authorization of the Board to fix the remuneration of the auditor. **In the absence of a contrary instruction, the person(s) designated by management of the Company in the enclosed form of proxy intend to vote FOR the appointment of Ernst & Young LLP as auditor of the Company to hold office until the next annual general meeting of Shareholders or until a successor is appointed, and the authorization of the Board to fix the remuneration of the auditor.**

Non-Binding Advisory Resolution on the Company's Approach to Executive Compensation

The Board determined in 2022 to provide Shareholders with an annual non-binding advisory vote on executive compensation. The purpose of the advisory vote is to give Shareholders a formal opportunity to provide their views on the disclosed objectives of the executive compensation plans, and on the plans themselves.

In 2023, the advisory vote regarding the Company's approach to executive compensation received the approval of 98.36% of the votes cast on the advisory vote.

The Company's compensation practices are designed to retain, motivate and reward its executive officers for their performance and contribution to the Company's short- and long-term success. The Board seeks to compensate executive officers by combining short-term and long-term cash and equity incentives. It also seeks to reward the achievement of corporate and individual performance objectives, and to align executive officers' incentives with the Company's performance. The Company's philosophy is to pay fair, reasonable and competitive compensation with a significant equity-based component to align the long-term interests of the Company's executive officers with those of its Shareholders.

The compensation of the Company's executive officers includes three major elements: (i) base salary; (ii) short-term incentives, consisting of annual bonuses; and (iii) long-term equity incentives, which may consist of option, restricted stock unit ("**RSU**"), and/or performance share unit ("**PSU**") awards under the Company's long-term incentive plan ("**LTIP**"), as applicable. Except as summarized below under "Executive Compensation – Summary Compensation Table", perquisites and personal benefits are not a significant element of compensation of the Company's executive officers. For a detailed discussion of the Company's executive compensation program, please see "Executive Compensation".

At the Meeting, Shareholders will be asked to vote on an advisory non-binding resolution on the Company's approach to executive compensation, by passing the following resolution:

"RESOLVED THAT:

1. On an advisory basis, and not to diminish the role and responsibilities of the board of directors of Pet Valu Holdings Ltd. (the "**Company**"), the holders (the "**Shareholders**") of the common shares in the capital of the Company accept the approach to executive compensation disclosed in the Management Information Circular of the Company dated March 19, 2024, delivered in advance of the Company's Annual and Special Meeting of Shareholders of the Company."

As this is an advisory vote, the results will not be binding upon the Board. However, the Board will take the results of the vote into account, as appropriate, when considering future compensation policies, procedures and decisions in determining whether there is a need to significantly increase their engagement with Shareholders on compensation and related matters. The Company will disclose the results of the Shareholder advisory vote on the Company's approach to executive compensation as a part of its report on voting results for the Meeting.

The Board recommends that Shareholders vote FOR the approach to executive compensation as described in the Circular. **In the absence of a contrary instruction, the person(s) designated by management of the Company in the enclosed form of proxy intend to vote FOR the approach to executive compensation as described in the Circular.**

Approval of the Ratification of the LTIP and the Continued Granting of Unallocated Grants

At the Meeting, pursuant to the policies of the TSX, the Shareholders will be asked to consider and, if deemed advisable, to pass a resolution in the form of Appendix "A" approving the renewal of the LTIP and allowing the Company to continue granting unallocated Grants (as defined herein) pursuant to the LTIP for the next three years. If the resolution in the form of Schedule A to the Circular is not approved by the Shareholders at the Meeting by a two-thirds majority of the votes cast on the resolution, outstanding Grants under the LTIP will remain outstanding, however the Company will not be permitted to grant new Grants under the LTIP that may be settled through the issuance of Shares from treasury.

As of March 19, 2024, the Company has 71,463,986 Shares issued and outstanding, and accordingly, a maximum of 7,146,398 Shares, being 10% of the aggregate number of issued and outstanding Shares, are currently available for issuance under the LTIP and the Company's amended and restated share option plan ("ARSOP").

For more information, see "Executive Compensation – Equity Incentive Plans – Long-Term Incentive Plan".

The Board recommends that Shareholders vote FOR the resolution in the form of Schedule A to the Circular. **In the absence of a contrary instruction, the person(s) designated by management of the Company in the enclosed form of proxy intend to vote FOR the resolution in the form of Schedule A to the Circular.**

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Circular, none of the Directors or executive officers of the Company, nominees for election as Directors, nor persons who have been Directors or executive officers of the Company since the commencement of the Company's last financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of Directors.



From the Chair of the Compensation Committee

Dear Shareholders,

The Compensation Committee (the “**Committee**”) is pleased to provide you with an overview of Pet Valu’s performance in Fiscal 2023 and a summary of our approach to determining the compensation for our executives. The Committee is responsible for overseeing Pet Valu’s executive compensation program and ensuring it is designed to support the Company’s mission to be Canada’s preferred retailer of pet food and pet-related supplies.

For more than 45 years, Pet Valu, including its Pet Valu, Bosleys by Pet Valu, Chico, Total Pet, Tisol and Paulmac’s Pets banners, has worked to become Canada’s preferred pet retailer. In 2023, during a period of considerable challenge within the Canadian retail environment, the Company has continued to focus on a strategy to expand our store network, drive same-store sales growth, and enhance operating margins while continuing to operate with a focus on Safety, Compassion, Expertise and Efficiency. In this proxy circular, we have provided an overview of how our executive compensation programs have been designed to achieve this strategy, including the design of a pay program to attract and retain highly qualified and experienced executives and align their interests with those of our Shareholders and other stakeholders.

Fiscal 2023 performance results

Under our combined banners, at the end of Fiscal 2023, Pet Valu operated 783 locations across Canada offering more than 7,000 products, including our premium, super premium, holistic and award-winning proprietary brands. In Fiscal 2023, Pet Valu stores and our online offerings contributed to the Company’s financial results, including the following:

- System-wide sales¹ growth of 10.0% to \$1,419.7 million in Fiscal 2023 from \$1,290.7 million in the fiscal year ended December 31, 2022 (“**Fiscal 2022**”);
- Revenue growth of 10.9% to \$1,055.9 million in Fiscal 2023 from \$951.7 million in Fiscal 2022;
- Operating Income² growth of 0.3% to \$160.7 million in Fiscal 2023 from \$160.2 million in Fiscal 2022; and
- Adjusted Net Income per Diluted Share³ growth of 1.3% to \$1.61 in Fiscal 2023 from \$1.59 in Fiscal 2022.

¹ This is a supplementary financial measure. Refer to “How We Assess the Performance of Our Business” in the Company’s Management’s Discussion and Analysis (“**MD&A**”) for the fiscal year ended December 30, 2023, incorporated by reference herein, for further information on supplementary financial measures, including their definitions.

² Operating Income is defined as gross profit less selling, general and administrative expenses.

³ Adjusted Net Income per Diluted Share is a non-IFRS ratio. Adjusted Net Income per Diluted Share is defined as Adjusted Net Income divided by the total weighted average number of outstanding diluted Shares at the end of the most recently completed quarter for the relevant period. The Company believes Adjusted Net Income per Diluted Share is a useful measure to assess the performance of the Company. Refer to “– Selected Consolidated Financial Information and Industry Metrics” in the Company’s MD&A for the fiscal year ended December 30, 2023, incorporated by reference herein, for a reconciliation of Adjusted Net Income to net income, an IFRS measure.

During 2023 several targeted proactive steps were taken to adjust to the significant macro-economic factors taking place, including higher than forecasted foreign exchange rates and restructuring costs required to adapt to changes in economic conditions. As a result, although certain financial targets were not met, the Company continued to execute on long-term growth strategies and operational improvements in Fiscal 2023, including the following:

- Opened 39 new stores across Canada and renovated, expanded or relocated another 40 stores; and
- Officially opened our state-of-the-art 670,000 square foot distribution centre in Brampton, Ontario, and upgraded our warehouse management system representing key milestones in the Company's nationwide \$110 million supply chain transformation.

Our senior management team

The Company's senior management team has been instrumental in the achievement of these financial and operational goals. The Committee recognizes that to continue to execute on these initiatives and achieve long-term growth, we need an executive team that continues to be diverse and is both highly talented and motivated to meet or exceed our short- and long-term financial and operational objectives.

Fiscal 2023 pay decisions

The Committee recognizes that providing market competitive pay is critical to maintaining a strong executive team, and that appropriately rewarding the team for significant financial and operational achievements will ensure our executives are aligned with our long-term goals and Shareholder interests. The Committee considered the Fiscal 2023 financial results and operational achievements in making Fiscal 2023 pay decisions, including determining awards under our short- and long-term incentive plans.

- **Short-term incentive plan ("STIP").** As described in more detail in the Compensation Discussion and Analysis, in Fiscal 2023 operating income before share-based compensation⁴ ("**Operating Income Before Share-based Compensation**") and system-wide sales were below target and minimum payout threshold levels. The calculated bonus outcome for 2023 was zero, and as a result, zero payout was awarded to the CEO. However, in consultation with the CEO, the Committee exercised discretion and awarded limited STIP payouts to the broader management group (including store management), as well as a below target STIP award to the executive team to encourage retention and recognize the operational milestones achieved in Fiscal 2023 which contribute to Pet Valu's longer term growth initiatives. The Committee's decision to exercise discretion and award below-target bonuses for the bonus eligible population (excluding the CEO) balanced the priority of ensuring pay outcomes are aligned with the shareholder experience and Pet Valu's financial performance, while acknowledging a number of non-financial achievements in 2023 as noted above.
- **LTIP.** The Company uses equity-based awards granted under our LTIP to motivate and retain key executives while rewarding them for their contributions to Pet Valu. In Fiscal 2023, the Committee granted options, restricted share units and performance share units to our executive team, as their annual long-term incentive compensation to further emphasize a longer-term goal horizon as a maturing public company and to align the executive team's interests with those of our Shareholders.

⁴ Operating Income Before Share-based Compensation represents revenues less cost of sales and selling, general and administrative expenses excluding share-based compensation expense.

CEO Retention Grant

In October 2023, the Committee approved the granting of a retention award to our CEO, Richard Maltsbarger, to acknowledge his widely recognized success in executing Pet Valu's strategic initiatives and in recognition of the highly competitive market to retain executive talent in North America. During his tenure, Mr. Maltsbarger has led his team to transform Pet Valu into a leader in Canada's pet industry by expanding our locations, building our proprietary brands, and transforming our supply chain. Consideration was also given to the significant equity Mr. Maltsbarger will have vest in 2023 and 2024, resulting in a reduction of the retention value of the CEO's unvested equity, and the award size which reflects a holistic review of appropriate CEO compensation over a three-year time frame. The retention award consists of time-based and performance-based options that vest ratably over a three-year period, with a total grant-date fair value of approximately \$7 million. More than half of the options are performance-based and will vest only if Pet Valu meets or exceeds the total shareholder return performance of three S&P/TSX benchmark indices over a three-year period, and relative total shareholder return at or above the 75th percentile is required for 100% of the performance options to vest.

Fiscal 2023 updates

Our 2023 executive pay programs remained unchanged for Fiscal 2023 and continued to align with the market as a public company, including target short- and long-term award levels for each executive team member based on applicable benchmarks and an emphasis on performance-based long-term equity awards.

What's next?

As Pet Valu continues its long-term success as a publicly listed Canadian pet specialty retailer, the Committee will continue to ensure the executive compensation program encourages our executives to focus on the Company's long-term success and aligns their interests with those of Shareholders. On behalf of the Committee, I thank you for your continued support.

Sincerely,

"Sarah Davis"

Chair of the Compensation Committee

EXECUTIVE COMPENSATION

Introduction

The following discussion describes the significant elements of the compensation program for the Named Executive Officers (“NEOs”) of the Company. The NEOs for Fiscal 2023 are:

Named Executive Officer	Position
Richard Maltsbarger	<i>President & Chief Executive Officer</i>
Linda Drysdale ¹	<i>Chief Financial Officer</i>
Kendalee MacKay	<i>Chief Merchandising Officer</i>
Tanbir Grover	<i>Chief Marketing & Digital Officer</i>
Christine Martin-Bevilacqua	<i>Chief Administrative Officer</i>
James Grady ²	<i>Former Chief Financial Officer</i>
Tammy Nunez ³	<i>Former Acting Chief Financial Officer</i>

Notes:

1. Ms. Drysdale became Chief Financial Officer effective March 6, 2023.
2. Mr. Grady ceased to be employed as Chief Financial Officer effective January 20, 2023.
3. Ms. Nunez held the role of Acting Chief Financial Officer from January 21, 2023 to March 5, 2023.

Compensation Discussion and Analysis

Overview

Pet Valu operates in a dynamic and rapidly evolving market. To succeed in this environment and achieve its business and financial objectives, the Company needs to attract, retain and motivate a highly talented executive team. The Company expects its executive team to possess and demonstrate strong leadership and management capabilities, as well as foster the culture of the Company, which is at the foundation of its success and remains a pivotal part of its everyday operations.

The Company designs its executive compensation program to achieve the following objectives:

- attract and retain talented, high-performing and experienced executive officers, whose knowledge, skills and performance are critical to its success;
- motivate its executive team to achieve or exceed its business and financial objectives;
- align the interests of its executive officers with those of its Shareholders by tying a meaningful portion of compensation directly to the long-term value and growth of its business; and
- provide incentives that encourage appropriate levels of risk-taking by its executive team and provide a strong pay-for-performance relationship.

The Company will continue to evaluate its philosophy and compensation program as circumstances require and will review compensation on an annual basis. As part of this review process, the Company will be guided by the philosophy and objectives outlined above, as well as other factors which may become relevant.

Fiscal 2023 Financial and Operational Performance Highlights

In Fiscal 2023, Pet Valu achieved growth in key financial metrics, when compared to Fiscal 2022, including the following:

- System-wide sales grew by 10% to \$1,419.7 million in Fiscal 2023 from \$1,290.7 million in Fiscal 2022;
- Revenue increased by 10.9% to \$1,055.9 million in Fiscal 2023 from \$951.7 million in Fiscal 2022;
- Operating Income increased by 0.3% to \$160.7 million in Fiscal 2023 from \$160.2 million in Fiscal 2022; and
- Adjusted Net Income per Diluted Share increased by 1.3% to \$1.61 in Fiscal 2023 from \$1.59 in Fiscal 2022.

During 2023 several targeted proactive steps were taken to adjust to the significant macro-economic factors taking place, including higher foreign exchange rates and restructuring costs required to adapt to changes in economic conditions. As a result, although certain financial targets were not met, the Company continued to execute on long-term growth strategies and operational improvements in Fiscal 2023, including the following:

- Opened 39 new stores, which expanded our store network to 783 locations by year end;
- Renovated, expanded or relocated 40 stores;
- Officially opened our state-of-the-art 670,000 square foot distribution centre in Brampton, Ontario, representing a key milestone in the Company's nationwide \$110 million supply chain transformation;
- Launched Reach Accelerated Leadership Development program, designed to cultivate a diverse pool of identified high potential talent through external learning and internal networking opportunities. Almost 60% of the 2023 participants identified as women.

Fiscal 2023 Pay for Performance

The Compensation Committee considered the Fiscal 2023 financial results and operational achievements in making Fiscal 2023 pay decisions, including determining awards under the Company's STIP and LTIP. With respect to the STIP, the Company did not reach minimum payout threshold levels for key financial performance measures in Fiscal 2023 in part due to the financial impact of adverse market conditions that were unexpected and not in management's control (see "– Principal Elements of Compensation – Short-Term Incentive Compensation"). The calculated bonus outcome for 2023 was zero, and as a result, zero payout under the STIP was awarded to the CEO. However, factoring in the adverse impact of challenging market conditions, together with achievement of key operating objectives, and in consultation with the CEO, the Compensation Committee exercised discretion to award limited STIP payouts to the broader non-executive management group (including store management), as well as a smaller portion of the STIP payout to the executive team (excluding the CEO). Specifically, 2023 STIP payout was awarded at 15% of target for executives which includes the NEOs and 25% of target for non-executives, with the following exceptions for NEOs: 0% of target to the CEO; 30% of target for the CFO; and 25% of target for the former Acting Chief Financial Officer. The CFO received 30% of target due to the timing of joining the Company and the former Acting Chief Financial Officer's received STIP aligned to management bonus allocated to non-executives.

Compensation Objectives and Philosophy

The Company's compensation practices are designed to retain, motivate and reward its executive officers for their performance and contribution to the Company's short- and long-term success. The Board seeks to compensate executive officers by combining short-term and long-term cash and equity incentives. It also seeks to reward the achievement of corporate and individual performance objectives, and to align executive officers' incentives with the Company's performance. The Company's philosophy is to pay fair, reasonable and competitive compensation with a significant equity-based component to align the long-term interests of the Company's executive officers with those of its Shareholders.

Compensation-Setting Process

The Compensation Committee is responsible for assisting the Board in fulfilling its governance and supervisory responsibilities, and overseeing the Company's human resources and compensation policies, processes and practices. The Compensation Committee is also responsible for ensuring that the Company's compensation policies and practices provide an appropriate balance of risk and reward consistent with its risk profile.

The Board has adopted a written mandate for the Compensation Committee, which sets out its responsibilities for administering the Company's compensation programs and reviewing and making recommendations to the Board concerning the level and nature of the compensation payable to the Company's executive officers. The Compensation Committee's oversight includes reviewing objectives, evaluating the performance of the Company's executive officers other than the CEO, and ensuring that total compensation paid to the Company's executive officers, personnel who report directly to the CEO and various other key officers and managers is fair, reasonable and consistent with the objectives and philosophy of the Company's compensation program. See also "Corporate Governance – Committees of the Board – Compensation Committee."

The CEO makes recommendations to the Compensation Committee each year with respect to the compensation of the other NEOs.

Pay Policies and Practices

The Company employs the following best pay practices that reflect the Company's compensation philosophy:

What We Do	What We Don't Do
✓ Link a significant amount of executive pay to Company performance through our short-term and long-term incentive plans ✓ Balance among short- and long-term incentives, cash and equity and fixed and variable pay ✓ Compare executive compensation and Company performance to relevant peer group companies ✓ Require executives to meet minimum share ownership requirements ✓ Maintain an executive clawback policy ✓ Provide only limited perquisites ✓ Provide Shareholders an annual non-binding advisory vote on executive pay ✓ Maintain overlapping performance periods for long-term incentives	× Provide single-trigger change-in-control provisions × Allow hedging of equity holdings by executives or Directors × Reprice options × Grant in-the-money options with an exercise price below the fair market value on the grant date × Employ pay policies or practices that pose material adverse risks to the Company × Use an aspirational peer group of significantly larger companies to set executive pay levels × Guarantee a minimum level of vesting for long-term incentives × Overemphasize any single performance metric

Advisory Vote

At our 2023 annual general meeting of shareholders, the Company held an advisory vote on the Company's approach to executive compensation. At that meeting, 98.36% of the votes cast on the advisory vote voted "for" the executive compensation program as discussed in our 2023 management information circular dated March 23, 2023. The Compensation Committee values the Shareholder support.

The Compensation Committee considered the advisory vote results in the context of our overall compensation philosophy and programs, and based on the level of support, determined that no significant changes to our compensation policies and programs were necessary. The Compensation Committee will continue to consider the results of future advisory votes in its evaluation of subsequent changes to our executive compensation programs and policies that would be warranted to reflect any Shareholder concerns reflected in those advisory votes or to address market developments.

Market Positioning and Benchmarking

As part of the executive compensation review and design process, the Compensation Committee established a peer group (the "**Comparator Group**") to benchmark compensation for executives. The Comparator Group was updated at the end of Fiscal 2022 for benchmarking and determining Fiscal 2023 compensation. The Compensation Committee determined that (i) the Canadian peer group is the appropriate comparator group for all NEOs since the Company is Canadian, with Canadian headquarters and sales, and (ii) the U.S. peer group, as used to set pay in Fiscal 2022, is no longer required given fewer NEOs are residents of and/or sourced from the U.S. and the Company is less focused on sales in the U.S.

The selection criteria used to determine the composition of the Comparator Group are the following:

- Companies competing in the same talent market;
- Companies operating in a similar industry; and
- Companies of similar size, measured by revenue and market capitalization, targeting approximately one-third to three times the Company's revenue and market capitalization at the time of developing the Comparator Groups.

The companies forming the Comparator Group used to set pay in Fiscal 2023 meet all or some of the foregoing criteria and are listed below:

Comparator Group
Aritzia Inc.
Boyd Group Services Inc.
Canada Goose Holdings Inc.
Jamieson Wellness Inc.
Leon's Furniture Limited
Maple Leaf Foods Inc.
Richelieu Hardware Ltd.
Sleep Country Canada Holdings Inc.
Spin Master Corp.
SunOpta Inc.
The North West Company Inc.

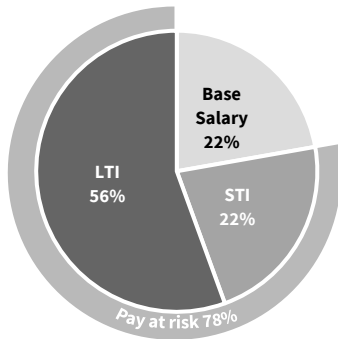
This Comparator Group, supplemented by other sources of competitive pay information, such as region or role specific survey data, is an important input in establishing compensation levels and structure. The Compensation Committee, with the assistance of its independent compensation consultant, reviews the Comparator Group annually to determine, as appropriate, any changes required based on the selection criteria and to align with the Company's strategy. The Compensation Committee considers this data as input but does not explicitly target a specific relative positioning. The Compensation Committee, in accordance with its compensation philosophy, will periodically assess whether compensation is competitive in making compensation-related decisions.

Pay Mix

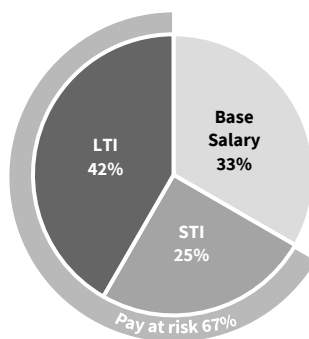
Executive pay includes a mix of fixed compensation (base salary and benefits) and variable pay (short- and long-term incentives) that is based on meeting a combination of short- and long-term goals. A significant portion of executive pay is "at risk" or based on meeting performance goals to align executive pay with the long-term goals of the Company.

In Fiscal 2023, the Company targeted a specific pay mix as demonstrated in the following charts, which illustrate the Fiscal 2023 target pay mix for the CEO, CFO and all other NEOs. The pay mix reflected in the charts below includes base salary, target short-term incentive and target long-term incentive pay approved by the Board for Fiscal 2023. The CEO's chart excludes his one-time retention grant of options.

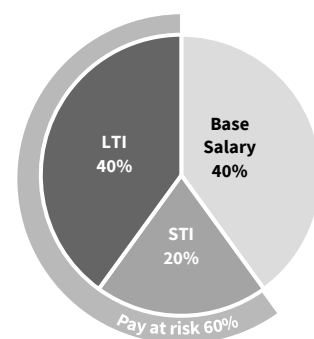
**CEO
Target Total Compensation Mix**



**CFO
Target Total Compensation Mix**



**Other NEOs
Target Total Compensation Mix**



Compensation Consultant

In Fiscal 2023, the Compensation Committee retained Hugessen Consulting (“**Hugessen**”), an independent consulting firm, to provide services to the Compensation Committee in connection with executive officer and Director compensation matters, including, among other things, the following:

- Reviewing and refreshing peer comparator group of public companies with similar attributes to the Company for the purpose of benchmarking its compensation policies and plans for Fiscal 2024;
- Reviewing and providing advice on matters related to Fiscal 2023 incentive awards for the Company’s executive officers;
- Providing advice and support with decisions related to compensation of Directors; and
- Support with proxy disclosure and normal course compensation matters.

All work performed by Hugessen is at the direction of, and must be pre-approved by, the Compensation Committee, including occasional work performed on behalf of the Compensation Committee in conjunction with management. The Compensation Committee incurred \$186,855 in fees for services rendered by Hugessen in Fiscal 2023. The provision of any service by Hugessen to the Company in addition to any executive and Director compensation-related services requires the pre-approval of the Compensation Committee.

Hugessen, based on its experience and expertise, has confirmed to the Compensation Committee that, to the best of its knowledge, the Compensation Committee has undertaken appropriate analysis to properly inform itself of relevant information to assist in its decisions. The decisions taken by the Compensation Committee remain its responsibility and may reflect factors and considerations in addition to the information and recommendations provided by Hugessen. Fees paid to Hugessen in Fiscal 2023 and Fiscal 2022 are provided in the table below.

Hugessen	Fiscal 2023 Fees	Fiscal 2022 Fees
Executive and Director compensation-related fees	\$186,855	\$148,697
All other fees	\$ -	\$ -

Management retained Mercer (Canada) Ltd. (“**Mercer**”) throughout Fiscal 2023, to provide advice in connection with executive compensation and disclosure, including, among other things, providing best practices in connection with the LTIP and in drafting this Executive Compensation section.

Principal Elements of Compensation

The compensation of the Company’s executive officers includes three major elements: (i) base salary; (ii) short-term incentives, consisting of annual bonuses; and (iii) long-term equity incentives, which may consist of option, RSU, and/or PSU awards under the LTIP. Except as summarized below under “– Summary Compensation Table,” perquisites and personal benefits are not a significant element of compensation of the Company’s executive officers.

Compensation Element	Objective	Key Features for Fiscal 2023
Base salary	Provide a fixed level of cash compensation for performing day-to-day responsibilities	Targeted at the median of the peer group with adjustments for individual performance
STIP	Reward short-term financial, operational and individual performance	Cash payments based on Operating Income Before Share-based Compensation and system-wide sales
LTIP	Align management interests with those of Shareholders, encourage retention and reward long-term Company performance	PSUs (based on the measures TSR and Operating Income Before Share-based Compensation), RSUs, and options

Base Salaries

Base salaries are provided as a fixed source of compensation for the Company’s executive officers. Base salaries for executive officers are established based on the scope of their responsibilities, competencies and their relevant experience, taking into account compensation in the market for similar positions and the market demand for the executive. An executive officer’s base salary is determined considering the executive officer’s total compensation package and the Company’s overall compensation philosophy. Adjustments to base salaries are determined periodically and increases, if any, may be based on factors such as the executive officer’s success in meeting or exceeding individual objectives and an assessment of the competitiveness of the compensation. Base salaries can also be adjusted as warranted throughout the year to reflect promotions or other changes in the scope or breadth of an executive officer’s role or responsibilities, and to maintain market competitiveness.

The following table provides a summary of the annual base salaries of the NEOs as at the end of Fiscal 2023 and Fiscal 2022 and the percentage change.

NEO	Position	Fiscal 2023 Salary ²	Fiscal 2022 Salary ²	Change ²
Richard Maltsbarger ¹	<i>President & Chief Executive Officer</i>	\$809,700	\$748,133	8.3%
Linda Drysdale ³	<i>Chief Financial Officer</i>	\$542,000	N/A	N/A
Kendalee MacKay	<i>Chief Merchandising Officer</i>	\$460,860	\$440,860	4.5%
Tanbir Grover	<i>Chief Marketing and Digital Officer</i>	\$405,000	\$375,000	8.0%
Christine Martin-Bevilacqua	<i>Chief Administrative Officer</i>	\$399,640	\$381,640	4.7%
James Grady ^{1,4}	<i>Former Chief Financial Officer</i>	\$584,169	\$563,051	3.8%
Tammy Nunez ⁵	<i>Former Acting Chief Financial Officer</i>	\$241,826	\$228,138	6.0%

Notes

1. Base salaries for Mr. Maltsbarger and Mr. Grady were paid in U.S. dollars and have been converted to Canadian dollars based on the Bank of Canada average exchange rate for Fiscal 2023 of US\$1.00=C\$1.3495 and for Fiscal 2022 of US\$1.00 = C\$1.3011.
2. The U.S. dollar base salary for Mr. Maltsbarger was \$600,000, and for Mr. Grady was \$432,750 at the time of his departure.
3. Ms. Drysdale became Chief Financial Officer effective March 6, 2023. The salary amount included in the table represents Ms. Drysdale's annual base salary at the end of Fiscal 2023.
4. Mr. Grady ceased to be employed as Chief Financial Officer effective January 20, 2023. The Fiscal 2023 salary shown represents the annualized salary in U.S. dollars at the time of his departure (see notes 1 and 2 above).
5. Ms. Nunez held the role of Acting Chief Financial Officer from January 21, 2023 to March 5, 2023. The salary shown represents Ms. Nunez's annual salary at the end of Fiscal 2023 in her continuing role as Vice President, Financial Planning & Analysis.

Short-Term Incentive Compensation

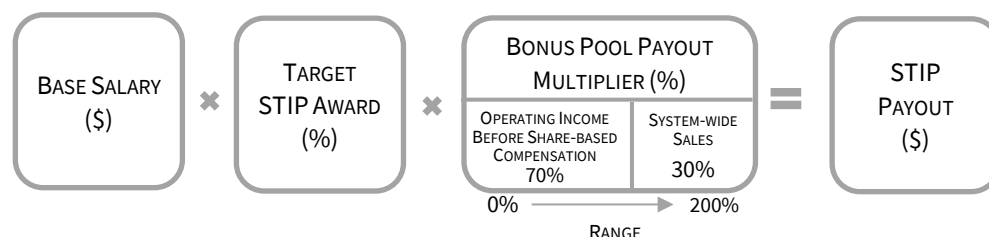
STIP Design

The Company's NEOs and other executive officers are eligible to receive short-term incentive in the form of annual bonuses set as a percentage of base salary under the STIP. Annual bonus plans are designed to motivate the Company's executives to meet the Company's business and financial objectives generally and the Company's annual financial performance targets in particular. The Compensation Committee is responsible for approving the STIP design and determines the awards made by the Company at the end of each fiscal year.

For Fiscal 2023, STIP was based on two primary performance measures to provide focus on both top line growth and operational efficiencies:

- **Operating Income Before Share-based Compensation**, with a weighting of 70% of the total bonus, compared to a target annual level of Operating Income Before Share-based Compensation; and
- **System-wide sales** with a weighting of 30% of the total bonus.

Depending on actual performance relative to targets, payouts for the performance measures can range from zero (<97% of target performance) to 200% (≥110% of target). Payouts are based on the weighted result of the two components of the performance measures. Annual bonuses are determined using the formula set out below:



Fiscal 2023 STIP Payout

The following table provides a summary of the 2023 STIP performance measures and achievement for Fiscal 2023.

Fiscal 2023 STIP Award							
Performance Measure	Weighting	Threshold	Target	Maximum	Actual	Achievement	Weighted Score %
Operating Income Before Share-based Compensation (\$M)	70%	\$170.6	\$175.9	\$193.5	\$166.6	94.7%	-
System-wide sales (\$M)	30%	\$1,451.8	\$1,496.7	\$1,646.4	\$1,419.7	94.9%	-
Total Fiscal 2023 STIP Score							Nil

STIP Results

Actual financial results for the performance measures of the STIP for Fiscal 2023 were:

- \$166.6 million for Operating Income Before Share-based Compensation, below a target of \$175.9 million and threshold of \$170.6 million; and
- \$1,419.7 million for system-wide sales, below a target of \$1,496.7 million and threshold of \$1,451.8 million.

Pet Valu's actual financial results were below minimum payout thresholds for both STIP performance measures in part due to the adverse impact of certain market conditions outside of the Company's control, including material deviation of actual foreign exchange rates compared to market expectations and an unexpected deterioration of industry-wide consumer demand for discretionary products starting in late May 2023. Despite these challenges, the Company achieved key operational objectives in Fiscal 2023, including broadening our loyalty programs, extending our proprietary brands portfolio, completion of almost 80 real estate projects, advancement of our supply chain transformation with the successful opening of our distribution centre in Brampton, Ontario and early possession of our distribution centre in Surrey, British Columbia.

The calculated bonus outcome for 2023 was zero, and as a result, zero payout under the STIP was awarded to the CEO. However, to retain executives and in recognition of management's effective response to the challenges presented by these market conditions and the achievement of key operational objectives, in consultation with the CEO, the Compensation Committee exercised discretion to approve a limited STIP

payout to the broader management group (including store management), as well as a smaller portion of STIP to the executive team, excluding the CEO. Specifically, 2023 STIP payout was awarded at 15% of target for executives which includes the NEOs and 25% of target for non-executives, with the following exceptions for NEOs: 0% of target to the CEO; 30% of target for the CFO; and 25% of target for the former Acting Chief Financial Officer. The CFO received 30% of target due to the timing of joining the company and the former Acting Chief Financial Officer received STIP aligned to management bonus allocated to non-executives.

The following table provides a summary of the actual STIP payouts to NEOs for Fiscal 2023.

STIP Award Opportunity as a Percentage of Base Salary and Fiscal 2023 Actual Awards					
Executive	Payout at			Target (\$)	Fiscal 2023 Actual (\$)
	Threshold	Target	Maximum		
Richard Maltsbarger	50%	125%	200%	\$1,005,637	-
Linda Drysdale	37.5%	75%	150%	\$335,027	\$100,000
Kendalee MacKay	25%	50%	100%	\$228,892	\$34,334
Tanbir Grover	25%	50%	100%	\$200,192	\$30,029
Christine Martin-Bevilacqua	25%	50%	100%	\$198,435	\$29,765
James Grady ¹	37.5%	75%	150%	\$437,997	-
Tammy Nunez ²	15%	30%	30%	\$71,442	\$17,861

Notes

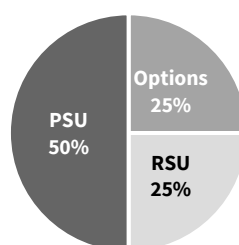
1. Mr. Grady ceased to be employed as Chief Financial Officer effective January 20, 2023. The target award shown represents Mr. Grady's target STIP rate times his annualized salary at the time of his departure converted to Canadian dollars based on the Bank of Canada average exchange rate for Fiscal 2023 of US\$1.00 = C\$1.3495.
2. Ms. Nunez held the role of Acting Chief Financial Officer from January 21 to March 5, 2023. The target award shown represents Ms. Nunez's target STIP rate times her annual salary at the end of Fiscal 2023 in her continuing role as Vice President, Financial Planning & Analysis.

Long-Term Incentive Compensation

Equity-based awards are a variable element of compensation that allows the Company to incentivize and retain the Company's executive officers for their sustained contributions to the Company. Equity-based awards reward performance and continued employment by an executive officer, with associated benefits to the Company of attracting and retaining employees. The Company believes that equity-based awards provide executive officers with a strong link to long-term corporate performance and the creation of Shareholder value. The LTIP lays out the Company's equity compensation practices and the structure of long-term incentive compensation both in terms of quantum and instrument mix. The Compensation Committee is authorized to grant options, stock appreciation rights ("SARs"), Tandem SARs, RSUs, PSUs and restricted stock under the LTIP. Previous grants are not taken into account when considering new grants as grants are made annually, based on target pay at risk.

In Fiscal 2023, the Compensation Committee awarded the following types of equity to each NEO: PSUs, representing 50% of the target award, and RSUs and options, each representing 25% of the target awards. These equity-based awards were chosen to focus on Company long-term performance and align with Shareholders' interests.

NEO LTIP Equity Mix



Fiscal 2023 LTIP Design

The Fiscal 2023 LTIP award design and target values for each NEO are set forth in the table below.

NEO	Position	Target (as a % of salary)	Total Target
Richard Maltsbarger	President & Chief Executive Officer	250%	\$2,024,250
Linda Drysdale	Chief Financial Officer	125%	\$677,500
Kendalee MacKay	Chief Merchandising Officer	100%	\$460,860
Tanbir Grover	Chief Marketing and Digital Officer	100%	\$405,000
Christine Martin-Bevilacqua	Chief Administrative Officer	100%	\$399,640
James Grady ²	Former Chief Financial Officer	125%	\$729,995
Tammy Nunez ³	Former Acting Chief Financial Officer	N/A	\$90,000

Notes

1. Payouts of LTIP awards for Mr. Maltsbarger are paid in U.S. dollars and have been converted to Canadian dollars based on the Bank of Canada average exchange rate for Fiscal 2023 of US\$1.00 = C\$1.3495.
2. Mr. Grady ceased to be employed as Chief Financial Officer effective January 20, 2023. The LTIP target value represents Mr. Grady's annualized salary at the time of his departure paid in U.S. dollars and has been converted to Canadian dollars based on the Bank of Canada average exchange rate for Fiscal 2023 of US\$1.00 = C\$1.3495.
3. Ms. Nunez received a fixed dollar LTIP award based on her continuing role of Vice President, Financial Planning & Analysis.

Fiscal 2023 Options

On March 6, 2023, the Company granted options to each of the NEOs under the LTIP, as set forth in the table below.

NEO	Position	Number of Options	Grant Date Value
Richard Maltsbarger	<i>President & Chief Executive Officer</i>	38,145	\$510,375
Linda Drysdale	<i>Chief Financial Officer</i>	12,659	\$169,375
Kendalee MacKay	<i>Chief Merchandising Officer</i>	8,611	\$115,215
Tanbir Grover	<i>Chief Marketing and Digital Officer</i>	7,567	\$101,250
Christine Martin-Bevilacqua	<i>Chief Administrative Officer</i>	7,467	\$99,910
James Grady ¹	<i>Former Chief Financial Officer</i>	-	-
Tammy Nunez ²	<i>Former Acting Chief Financial Officer</i>	3,363	\$45,000

Notes

1. Mr. Grady ceased to be employed as Chief Financial Officer effective January 20, 2023 and did not receive an LTIP award in 2023.
2. Ms. Nunez received options based on her continuing role as Vice President Financial Planning & Analysis.

The options vest one fourth on the grant anniversary date over four years and expire 10 years from the grant date. March 6, 2023 options have an exercise price of \$40.24 based on grant date market price as defined in the LTIP, specifically the volume weighted average price on the prior trading date.

Fiscal 2023 RSUs

On March 6, 2023, the Company granted RSUs to each of the NEOs under the LTIP, as set forth in the table below.

NEO	Position	Number of RSUs	Grant Date Value
Richard Maltsbarger	<i>President & Chief Executive Officer</i>	12,685	\$510,375
Linda Drysdale	<i>Chief Financial Officer</i>	4,210	\$169,375
Kendalee MacKay	<i>Chief Merchandising Officer</i>	2,864	\$115,215
Tanbir Grover	<i>Chief Marketing and Digital Officer</i>	2,517	\$101,250
Christine Martin-Bevilacqua	<i>Chief Administrative Officer</i>	2,484	\$99,910
James Grady ¹	<i>Former Chief Financial Officer</i>	-	-
Tammy Nunez ²	<i>Former Acting Chief Financial Officer</i>	1,119	\$45,000

Notes

1. Mr. Grady ceased to be employed as Chief Financial Officer effective January 20, 2023 and did not receive an LTIP award in 2023.
2. Ms. Nunez held the role of Acting Chief Financial Officer between January 21 to March 5, 2023. Ms. Nunez received RSUs based on her continuing role as Vice President Financial Planning & Analysis.

The RSUs vest on the third anniversary of the grant date and will be paid out in cash.

Fiscal 2023 PSUs

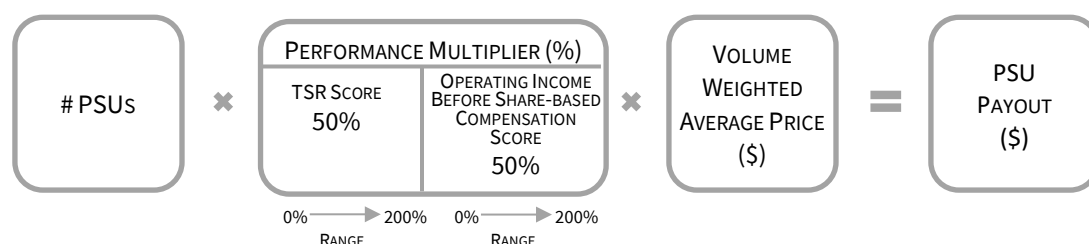
On March 6, 2023, the Company granted PSUs to each of the NEOs under the LTIP, as set forth in the table below.

NEO	Position	Number of PSUs	Grant Date Value
Richard Maltsbarger	<i>President & Chief Executive Officer</i>	25,369	\$1,020,750
Linda Drysdale	<i>Chief Financial Officer</i>	8,419	\$338,750
Kendalee MacKay	<i>Chief Merchandising Officer</i>	5,727	\$230,430
Tanbir Grover	<i>Chief Marketing and Digital Officer</i>	5,033	\$202,500
Christine Martin-Bevilacqua	<i>Chief Administrative Officer</i>	4,967	\$199,820
James Grady ¹	<i>Former Chief Financial Officer</i>	-	-
Tammy Nunez ²	<i>Former Acting Chief Financial Officer</i>	n/a	n/a

Notes

1. Mr. Grady ceased to be employed as Chief Financial Officer effective January 20, 2023, and did not receive an LTIP award in 2023.
2. Ms. Nunez held the role of Acting Chief Financial Officer between January 21, 2023 to March 5, 2023. Ms. Nunez received a 2023 LTIP award based on her role as Vice President Financial Planning & Analysis which does not include PSU grants.

The PSUs vest on the third anniversary of the grant date with a cash payout dependent on actual performance, as shown in the formula below. The PSU awards are intended to reward NEOs for achieving TSR and Operating Income Before Share-based Compensation results over a three-year period.



Performance Periods. Each of TSR and Operating Income Before Share-based Compensation are measured over four performance periods based on specified weights, as set forth in the table below.

Performance Period	Weight
Period 1 – Grant date to end of Fiscal 2023	20%
Period 2 – Fiscal year ended December 28, 2024	20%
Period 3 – Fiscal year ended January 3, 2026	20%
Period 1 to 3 – Grant date to end of fiscal year ended January 3, 2026	40%

TSR. At the end of each performance period, the TSR performance is calculated for each benchmark index, as set forth in the table below.

Benchmark Indices	Weight
S&P/TSX Completion Index	50%
S&P/TSX Capped Composite, Consumer Discretionary Index	25%
S&P/TSX Capped Composite, Consumer Staples Index	25%

The Company's TSR score for each performance period is calculated based on its TSR percentile rank compared to the TSR score at each of the 25th, 50th and 75th percentile, which define the threshold, target and stretch, respectively, as shown in the table below.

Percentile Rank of Corporation TSR Compared to Benchmark Indices	TSR Score ¹
Maximum: Greater than or equal to P75	200%
Target: Equal to P50	100%
Threshold: Less than or equal to P25	0%

Note

1: Scores between Maximum and Threshold are calculated on a straight-line basis.

Operating Income Before Share-based Compensation. At the end of each performance period, the Company's actual Operating Income Before Share-based Compensation is compared to the threshold, target and stretch for that period to determine the score.

Operating Income Before Share-based Compensation ("OIBSBC") Achieved	OIBSBC Score ¹
Maximum: Greater than or equal to Target plus 20%	200%
Target	100%
Threshold: Less than or equal to Target less 20%	0%

Note

1: Scores between Maximum and Threshold are calculated on a straight-line basis.

CEO and CFO One-time Awards

CEO Retention Grant

Under the leadership of our CEO, Richard Maltsbarger, over the past five years Pet Valu has delivered strong financial returns while also achieving significant strategic milestones including improved operational effectiveness, significant store growth, and supply chain transformation initiatives to position the Company for future success.

Given his strong performance and key role in the Company's future, the Compensation Committee views the retention of Mr. Maltsbarger as essential to the ongoing success of Pet Valu. Considering these factors and the highly competitive market to retain executive talent in North America, on the recommendation of the Compensation Committee, the Company granted Mr. Maltsbarger a one-time retention grant consisting of 464,621 time-based options and 564,374 performance-based options, with a total grant-date fair value of \$7,061,476. Consideration was given to the significant equity Mr. Maltsbarger will have vest in 2023 and 2024, resulting in a reduction of the retention value of the CEO's unvested equity, and the award size reflects a holistic review of appropriate CEO compensation over a three-year timeframe. A combined award of time-based and performance-based options was chosen to promote retention and incentivize strong performance against other retail companies in Canada.

The time-based options will vest ratably over three years following the grant date to promote ongoing retention. The performance-based options will vest only if Pet Valu meets or exceeds the total shareholder return (TSR) performance of the consumer markets in which it operates. The performance-based options will vest based on relative TSR compared to three S&P/TSX benchmark indices over a period of three years, and relative total shareholder return at or above the 75th percentile, as shown in the tables below:

Benchmark Indices to Measure Relative TSR	Weighting
S&P/TSX Completion Index (Completion Index)	50%
S&P/TSX Capped Composite, Consumer Discretionary Index (Consumer Discretionary)	25%
S&P/TSX Capped Composite, Consumer Staples Index (Consumer Staples)	25%

The award has three one-year relative TSR performance periods and a three-year true-up if Period 1 to 3 cumulative relative TSR is better than in-year relative, as shown in the table below:

Performance Periods	Vesting %
Period 1 – October 4, 2023 to October 3, 2024	33.3%
Period 2 – October 4, 2024 to October 3, 2025	33.3%
Period 3 – October 4, 2025 to October 3, 2026	33.3%
Period 1 to 3 – October 4, 2023 to October 3, 2026	True- up each Period score to 50% or 100%, if applicable, according to Total Score for Period 1 to 3

Performance-based options vest based on the Company's TSR meeting or exceeding the performance of the three indices, for each year vesting 50% if median relative TSR is achieved or 100% if target relative TSR is achieved, as shown in the table below. Vesting could exceed these levels based on a three-year true-up if Period 1 to 3 cumulative relative TSR is better than in-year relative TSR in any year, as noted in the table above.

Percentile Rank of Pet Valu TSR Compared to TSR Indices	Performance Score determining # of Units to Vest
Target	≥P75 100%
Median	P50 50%
Threshold	<P50 0%

The performance-based options expire seven years after the grant date on October 4, 2030.

CFO One-time Signing Cash Bonus and Equity Awards

Linda Drysdale joined the Company as Chief Financial Officer effective March 6, 2023. As part of her employment agreement, Ms. Drysdale received a one-time signing RSU award with a grant date fair value of \$550,000, representing 13,760 RSUs with 50% vesting in 2024 and the remaining 50% vesting in 2025. RSUs were selected to attract and retain Ms. Drysdale and align to Shareholder interests. Ms. Drysdale's employment agreement also includes a one-time cash signing bonus of \$400,000, payable in two installments: \$200,000 payable immediately upon her appointment as Chief Financial Officer and the remaining \$200,000 payable in the first quarter of fiscal year 2024.

Benefit Plans

The Company provides its executive officers, including the NEOs, with life, disability, health and dental insurance programs on the same basis as other employees, as well as paid time off. The Company offers these benefits consistent with local market practice.

Perquisites

The Company generally does not offer significant perquisites as part of its compensation program, except as summarized below under “– Summary Compensation Table.” Perquisites for NEOs in Fiscal 2023 included the following: for Mr. Maltsbarger a monthly Canadian apartment allowance in the aggregate annual amount of \$36,000, foreign tax equalization benefit of \$36,187, and disability insurance premiums in the amount of \$12,231.

Risk and Executive Compensation

In reviewing the Company’s compensation policies and practices each year, the Compensation Committee seeks to ensure the executive compensation program provides an appropriate balance of risk and reward consistent with the risk profile of the Company. The Compensation Committee also seeks to ensure the Company’s compensation practices do not encourage excessive risk-taking behaviour by the executive team.

The Compensation Committee has not identified any risks that are reasonably likely to have a material adverse effect on the Company. The key risk-mitigating practices incorporated into our compensation program include our Equity Ownership Policy, Insider Trading Policy, and Executive Clawback Policy, discussed below.

Equity Ownership Policy

The Company strongly supports share ownership by its executive officers including the NEOs, as well as certain other members of senior management and, accordingly, the Board has adopted an equity ownership policy (the “**Equity Ownership Policy**”) which implements minimum share ownership guidelines (“**SOGs**”). After review in 2023, the Committee confirmed that the current SOGs continue to be appropriate to meet the goals of the Equity Ownership Policy. NEOs and other employees who are subject to the Equity Ownership Policy can achieve their SOGs requirement through direct or beneficial ownership of the Company’s securities, including vested options and RSUs granted under the LTIP and DSUs granted under the DSU Plan. Employees who are promoted or appointed into a position that is subject to the Equity Ownership Policy have five years from the date of becoming subject to such policy to meet their SOGs requirement. Employees who are subject to the Equity Ownership Policy and receive a raise in their base annual salary, leading to an increase in the applicable SOGs, will have two years from the date of such increase to achieve the incremental SOGs requirement. The NEOs’ SOGs as a multiple of annual base salary are set forth in the table below:

Executive	Multiple of base salary
President & Chief Executive Officer	5x
Chief Financial Officer	4x
Other NEOs	3x

Achievement of the SOGs is calculated as the greater of the acquisition cost and the market value of Shares, vested options, RSUs and DSUs. Each year, management reviews and reports on share ownership to the Compensation Committee. All of the Company’s NEOs have either met their SOGs requirement or have time remaining to do so. If an employee who is subject to the Equity Ownership Policy has not met the SOGs requirement by the relevant date, the employee shall be required to retain all of their Shares then held and automatically have 50% of their STIP compensation paid in Shares or RSUs until they are in compliance with the SOGs.

The following table sets out the status for each NEO on meeting their SOGs requirements, other than James Grady, who ceased to be employed as Chief Financial Officer effective January 20, 2023 and Tammy Nunez who ceased in her role as Acting Chief Financial Officer effective March 5, 2023.

Name	Year Subject to Equity Ownership Policy	Number of Shares, RSUs, Vested DSUs and Vested Options (#) ⁽¹⁾	Greater of Total Acquisition Cost/ Grant Date Value and Total Market Value of Equity Holdings (\$) ⁽²⁾	Multiple of Base Salary	Equity Ownership Requirement Met
Richard Maltsbarger	2021	695,591	\$17,626,768	21.8	Yes
Linda Drysdale	2023	26,314	\$962,104	1.8	In Progress ⁽³⁾
Kendalee MacKay	2021	88,895	\$1,675,230	3.7	Yes
Tanbir Grover	2021	86,929	\$1,656,780	4.1	Yes
Christine Martin-Bevilacqua	2021	121,293	\$2,483,301	6.3	Yes

Notes

1. Based on total directly held Shares, RSUs, vested options and vested DSUs at the end of Fiscal 2023.
2. Shares are valued based on the greater of the closing Share price on the TSX on December 30, 2023 of \$28.78 and the acquisition cost. RSUs and vested DSUs are valued as the greater of the closing Share price on the TSX on December 30, 2023 of \$28.78 and the Grant Date Value. Vested options are valued as the greater of: (i) the difference between the closing Share price on the TSX on December 30, 2023 of \$28.78 and the exercise price of the applicable option; and (ii) the Grant Date Value.
3. Ms. Drysdale became Chief Financial Officer effective March 6, 2023 and is within the permitted period of five years from the date of becoming subject to the Equity Ownership Policy to meet the SOGs requirement.

Trading Restrictions

All of the Company's executive officers, including the NEOs, Directors and employees are subject to its insider trading policy (the "**Insider Trading Policy**"), which prohibits trading in the Company's securities while in possession of material undisclosed information about the Company. Under the Insider Trading Policy, these individuals are also prohibited from entering into certain types of hedging transactions involving the securities of the Company, such as short sales, puts and calls. Furthermore, the Company permits its executive officers, including the NEOs, to trade in the Company's securities, including the exercise of options, only during prescribed trading windows.

Executive Clawback Policy

The Board has adopted an executive clawback policy (the "**Clawback Policy**") relating to any bonus, equity-based or other incentive-based compensation awarded or granted to all Company employees at the vice president level and above, and all Company finance department employees at the director level and above (each, a "**Specified Officer**"), as an additional approach to mitigate compensation risk. The Clawback Policy provides that the independent Directors of the Board will determine the extent of reimbursement of such compensation received by a Specified Officer required in the event of either (i) a restatement of the Company's financial statements included in the Company's public disclosure documents or (ii) due to the Specified Officer having engaged in fraud, intentional misconduct or gross negligence, or committing a material breach of the Company's Code of Business Conduct and Ethics.

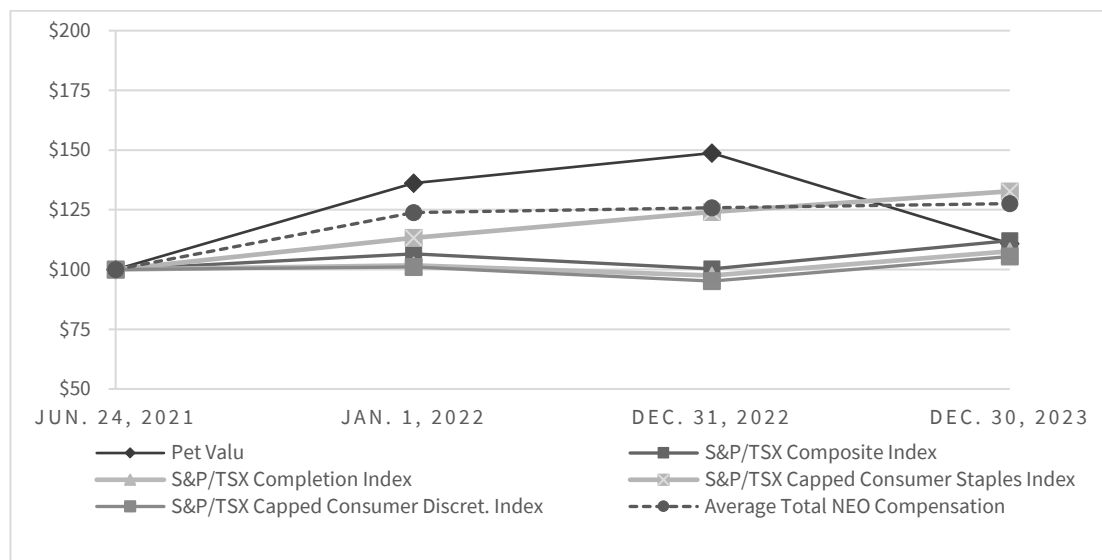
Burn Rate

The annual burn rate for each equity-based compensation arrangement for each of the three most recently completed fiscal years, expressed as a percentage and calculated by dividing the number of awards granted during a fiscal year by the weighted average number of Shares outstanding for that fiscal year, is set forth in the following table:

Burn Rate	Fiscal 2023	Fiscal 2022	Fiscal 2021
Grants under the ARSOP	-	-	431,535
Grants under the LTIP	1,259,961	304,764	276,490
Total Options granted under all equity-based compensation plans	1,259,961	304,764	708,025
Total Number of Options granted / Basic weighted average number of Shares outstanding at year end as a percentage	1.77%	0.43%	1.01%

Performance Graph

The chart below shows the value of a \$100 investment made June 24, 2021, in Shares, the S&P/TSX Composite Index and Pet Valu's Comparator Groups at the end of each of the last three years (assuming reinvestment of dividends throughout the term) and shows the growth in total direct compensation for the NEOs reported in the summary compensation table over the same period. For the purpose of the graph, returns are shown in local currency. Total direct compensation includes base salary, short-term incentive award earned, and the grant value of long-term incentive awards. Average total direct compensation is taken by dividing the total direct compensation from the Summary Compensation Table by the number of NEOs in any given year. The total return on Shares was positive from 2021 to 2022, in alignment with an increase in average NEO compensation. Total return on Shares declined in 2023, due in part to macro-economic factors outside of the Company's control. Average compensation paid to the NEOs remained level from 2022 to 2023.



Date	Pet Valu	S&P/TSX Composite Index	S&P/TSX Completion Index	S&P/TSX Capped Consumer Staples Index	S&P/TSX Capped Consumer Discretionary Index
Jun. 24, 2021	\$100	\$100	\$100	\$100	\$100
Jan. 1, 2022	\$136	\$107	\$102	\$113	\$101
Dec. 31, 2022	\$149	\$100	\$97	\$124	\$95
Dec. 30, 2023	\$111	\$112	\$108	\$133	\$105

Summary Compensation Table

The following table provides a summary of the Fiscal 2023 compensation earned by or awarded to the NEOs. This information is provided as of December 30, 2023, the end of the Company's most recently completed fiscal year.

Name and Principal Position	Year	Salary	Share-based Awards ⁽²⁾	Option-based Awards ⁽³⁾	Non-Equity Incentive Plan Compensation		Pension Value ⁽⁵⁾	All Other Compensation ⁽⁶⁾	Total Compensation
					Annual Incentive Plans ⁽⁴⁾	Long-Term Incentive Plans			
Richard Maltsbarger ⁽¹⁾ <i>President and Chief Executive Officer</i>	2023	\$804,748	\$1,531,125	\$7,571,851 ⁽⁷⁾	--	-	-	\$102,343 ⁽⁸⁾	\$10,009,828
	2022	\$748,133	\$1,374,609	\$555,489	\$1,303,995	-	-	\$56,108	\$4,038,334
	2021	\$720,705	-	\$460,000	\$1,367,898	-	-	\$47,713	\$2,596,316
Linda Drysdale <i>Chief Financial Officer</i>	2023	\$446,703	\$1,058,125 ⁽⁹⁾	\$169,375	\$100,000	-	-	\$403,752 ⁽¹⁰⁾	\$2,177,955
Kendalee MacKay <i>Chief Merchandising Officer</i>	2023	\$457,783	\$345,645	\$115,215	\$34,334	-	-	\$13,653	\$966,630
	2022	\$440,860	\$330,645	\$144,495	\$384,209	-	-	\$16,640	\$1,316,849
	2021	\$429,335	-	\$838,331	\$407,470	-	-	\$16,850	\$1,691,986
Tanbir Grover <i>Chief Marketing and Digital Officer</i>	2023	\$400,385	\$303,750	\$101,250	\$30,029	-	-	\$13,272	\$848,685
	2022	\$375,000	\$281,250	\$122,913	\$326,813	-	-	\$15,903	\$1,121,879
	2021	\$375,000	-	\$838,331	\$355,875	-	-	\$12,700	\$889,161
Christine Martin-Bevilacqua <i>Chief Administrative Officer</i>	2023	\$396,871	\$299,730	\$99,910	\$29,765	-	-	\$20,246	\$846,519
	2022	\$381,640	\$286,230	\$115,666	\$332,599	-	-	\$16,073	\$1,132,208
	2021	\$371,744	-	\$150,000	\$352,736	-	-	\$14,682	\$889,161
James Grady ^{(1),(11)} <i>Former Chief Financial Officer</i>	2023	\$32,097	-	-	-	-	-	\$27,425	\$59,513
	2022	\$563,051	\$517,271	\$209,033	\$736,048	-	-	\$8,782	\$2,034,185
	2021	\$542,409	\$614,350	\$350,000	\$643,433	-	-	\$414,760	\$2,564,952
Tammy Nunez ⁽¹²⁾ <i>Former Acting Chief Financial Officer</i>	2023	\$238,141	\$45,000	\$45,000	\$17,861	-	-	\$28,842	\$374,843

Notes

1. Compensation for Mr. Maltsbarger, and Mr. Grady, was paid in U.S. dollars and has been converted to Canadian dollars based on the Bank of Canada average exchange rate for Fiscal 2023 of US\$1.00 = C\$1.3495 and for Fiscal 2022 of US\$1.00 = C\$1.3011.
2. Amounts for Fiscal 2023 reflect PSUs and RSUs for all NEOs.
3. Amounts for Fiscal 2023 reflect the grant date fair value of options granted under the LTIP. Options granted have been valued using the Black-Scholes model, consistent with the methodology used for valuing the expense for accounting purposes, but subject to different assumptions. Valuation is based on 7 years which represents the average of the maximum term of 10 years and the 4-year vesting period, compared to accounting valuation based on a tiered weighted average approach calculated by vesting tranche. For compensation fair value purposes, no forfeitures of options due to termination of employment is assumed. Awards are made with the assumption that the NEOs will remain employed during the vesting period. For accounting purposes, a forfeiture rate is assumed, with the exception of the CEO retention grant.
4. Amounts shown reflect the bonus earned for each NEO. The Compensation Committee exercised its discretion to approve a partial payout to all STIP participants, excluding the CEO. See "– Principal Elements of Compensation – Short-Term Incentive Compensation".
5. The Company does not currently offer a deferred compensation plan or pension plan.
6. Amounts for all NEOs include Company contributions to retirement savings plans and the Company's employee share purchase plan.
7. Mr. Maltsbarger received a retention option grant on October 4, 2023 with a total grant date fair value of \$7,061,476. See "Long-Term Incentive Compensation – CEO and CFO One-time Awards - CEO Retention Award".
8. Includes a monthly Canadian apartment allowance in the aggregate annual amount of \$36,000, disability insurance premiums in the

amount of \$12,231, and foreign tax equalization benefit of \$36,187.

9. Ms. Drysdale became Chief Financial Officer effective March 6, 2023. Ms. Drysdale's employment agreement includes a one-time signing RSU award with Grant Date Value of \$550,000. See "Long-Term Incentive Compensation – CEO and CFO One-time Awards - CFO One-time Signing Award". Ms. Drysdale's compensation during the period she served as a director of the Company in Fiscal 2023 is included under the heading "Director Compensation".
10. Ms. Drysdale's employment agreement includes a one-time cash signing bonus of \$400,000. See "Long-Term Incentive Compensation – CEO and CFO One-time Awards - CFO One-time Signing Award".
11. Mr. Grady ceased to be employed as Chief Financial Officer effective January 20, 2023. He earned base salary, Company contributions to a retirement savings plan and a foreign tax equalization benefit in Fiscal 2023.
12. Ms. Nunez received a bonus for fulfilling the role of Acting Chief Financial Officer from January 21, 2023 to March 5, 2023.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out information concerning the share-based awards and option-based awards granted to the NEOs outstanding at the end of Fiscal 2023. See "– Equity Incentive Plans – Long Term Incentive Plan" and "– Equity Incentive Plans – Amended and Restated Share Option Plan".

Name and Principal Position	Option-Based Awards				Share-Based Awards		
	Number of Shares underlying unexercised options (#)	Option exercise price	Option expiration date ¹	Total Value of unexercised in-the-money options ²	Number of Shares or units of shares that have not vested (#)	Market or Payout value of share-based awards that have not vested ⁵	Market or payout value of vested share-based awards not paid out or distributed
Richard Maltsbarger <i>President and Chief Executive Officer</i>	652,049	\$9.73	November 15, 2028	\$18,033,158	86,900	\$2,500,982	-
	68,370	\$20.00	June 30, 2031				
	16,282	\$28.14	March 8, 2032				
	34,015	\$32.12	May 9, 2032				
	38,145	\$40.24	March 6, 2033				
	1,028,995	\$23.92	October 4, 2033				
Linda Drysdale <i>Chief Financial Officer</i>	12,659	\$40.24	March 6, 2033	-	26,299	\$756,885	-
Kendalee MacKay <i>Chief Merchandising Officer</i>	139,205	\$9.73	January 27, 2031	\$2,850,155	20,341	\$585,414	-
	22,300	\$20.00	June 30, 2031				
	3,916	\$28.14	March 8, 2032				
	9,091	\$32.12	May 9, 2032				
	8,611	\$40.24	March 6, 2033				
Tanbir Grover <i>Chief Marketing and Digital Officer</i>	139,205	\$9.73	January 27, 2031	\$2,849,781	17,545	\$504,945	-
	22,300	\$20.00	June 30, 2021				
	3,331	\$28.14	March 8, 2032				
	7,733	\$32.12	May 9, 2032				
	7,567	\$40.24	March 6, 2033				
Christine Martin-Bevilacqua <i>Chief Administrative Officer</i>	92,803	\$9.73	April 19, 2027	\$1,965,861	17,623	\$507,190	-
	22,300	\$20.00	June 30, 2021				
	3,390	\$28.14	March 8, 2032				
	7,083	\$32.12	May 9, 2032				
	7,467	\$40.24	March 6, 2033				
James Grady <i>Former Chief Financial Officer³</i>	-	-	N/A	-	-	-	-
Tammy Nunez <i>Former Acting Chief Financial Officer</i>	1,599	\$28.14	March 8, 2032	\$1,023	2,719	\$78,253	-
	3,712	\$32.12	May 9, 2032				
	3,363	\$40.24	March 6, 2033				

Notes

1. All outstanding options, unless otherwise noted, have a 10-year term.
2. Amounts shown reflect the aggregate dollar value of in-the-money vested and unvested unexercised options for all NEOs using the December 30, 2023 closing Share price on the TSX of \$28.78.
3. Mr. Grady ceased to be employed as Chief Financial Officer effective January 20, 2023. Mr. Grady exercised 16,241 of his vested options on March 7, 2023. All remaining unvested options held by Mr. Grady were forfeited effective January 20, 2023.
4. Share-based awards consist of both PSUs and RSUs granted under the LTIP. RSUs cliff vest after three years from the grant date. PSUs vest three years from the grant date based on the overall achievement of the performance measures over the performance periods. The performance measures are described under the heading “– Equity Incentive Plans – Long Term Incentive Plan” and “– Principal Elements of Compensation – Long-Term Incentive Compensation – Fiscal 2023 PSUs”.
5. Amounts shown reflect the aggregate market or payout value for RSUs and PSUs based on the closing Share price on the TSX on December 30, 2023 of \$28.78 and assumes a performance multiplier of 1.0 for PSUs. The actual multiplier for PSUs is determined upon vesting and may range from 0 to 2.

Employment Agreements, Termination and Change of Control Benefits

The Company has written employment agreements with each of the Company’s NEOs and each executive is entitled to receive compensation established by the Company, as well as other benefits in accordance with plans available to the most senior employees.

Richard Maltsbarger, President and Chief Executive Officer and Director

Richard Maltsbarger has an amended and restated employment agreement with PRB Management Services, Inc. (a subsidiary of the Company), which changed its name to PV Management Services Inc. in November 2021. The employment agreement provides that Mr. Maltsbarger will be employed as President and CEO of the Company.

Mr. Maltsbarger’s agreement provides for, among other things, a base salary, eligibility to participate in employee benefit plans and policies, an annual performance bonus (based on the achievement of specific annual performance criteria established by the Board), a monthly Canadian apartment allowance and reimbursement for disability insurance.

The agreement with Mr. Maltsbarger specifies that certain amounts are payable to Mr. Maltsbarger in the event his employment with the Company is terminated, or he resigns.

In the event Mr. Maltsbarger’s employment is terminated without cause or he resigns for good reason and he signs a general release, Mr. Maltsbarger will continue to receive his base salary for a period of 18 months, plus one month for each completed year of employment beyond the first anniversary of his date of hire, to a maximum of 24 months, in lieu of any other severance benefits under employee benefits plans, programs or policies. In addition, Mr. Maltsbarger is to be entitled to receive a lump sum (the “**Lump Sum**”) of US\$35,000 following delivery of the general release, plus his target annual performance bonus for the year of termination, pro rata for days worked during the year prior to his termination date.

A change of control of the Company, in and of itself, does not entitle Mr. Maltsbarger to severance payments.

If Mr. Maltsbarger’s employment is terminated for cause or he resigns other than for good reason, Mr. Maltsbarger is entitled to receive only his base salary earned through his last day of employment and any earned and payable annual bonus for the previous year or other accrued obligations, such as business expenses.

Mr. Maltsbarger’s agreement also contains standard trade secret, confidentiality and non-disparagement covenants which are in effect during his employment and will remain in force following termination of his employment, as well as non-competition and non-solicitation covenants which are in effect during the period of

his employment and for 12 months and 24 months thereafter, respectively.

Linda Drysdale, Chief Financial Officer

Linda Drysdale has an employment agreement with Pet Valu Canada Inc. (“**PVCI**”). The employment agreement provides that Ms. Drysdale will be employed as Chief Financial Officer of the Company, and that the Company recognizes Ms. Drysdale’s service as a member of the Board as if such service were employment with the Company.

Ms. Drysdale’s agreement provides for, among other things, a base salary, eligibility to participate in employee benefit plans and policies and an annual performance bonus (based on the achievement of specific annual performance criteria established by the Board).

The agreement with Ms. Drysdale specifies that certain amounts are payable to Ms. Drysdale in the event her employment with the Company is terminated or she resigns.

In the event Ms. Drysdale’s employment is terminated without cause or she resigns for good reason, and she signs a general release, Ms. Drysdale will continue to receive her base salary and benefits for a period of 12 months, plus one month for each completed year of employment beyond the first anniversary of her date of hire, to a maximum of 18 months. In addition, Ms. Drysdale is entitled to receive her target annual performance bonus for the year of termination, pro rata for days worked during the year prior to her termination date, and accrued wages or vacation pay as required by applicable employment standards legislation.

Ms. Drysdale’s agreement also provides that she will continue to participate in certain of the Company’s benefit programs until the earlier of (i) the date that she secures benefits through alternative employment and (ii) the expiry of the remaining severance payments period.

A change of control of the Company, in and of itself, does not entitle Ms. Drysdale to severance payments.

If Ms. Drysdale’s employment is terminated for cause or she resigns other than for good reason, Ms. Drysdale is entitled to receive only her base salary earned through her last day of employment and any earned and payable annual bonus for the previous year, and any other accrued wages and vacation pay as required by applicable employment standards legislation.

Ms. Drysdale’s agreement also contains standard trade secret, confidentiality and non-disparagement covenants which are in effect during her employment and will remain in force following termination of her employment, as well as non-competition and non-solicitation covenants which are in effect during the period of her employment and for 12 months thereafter.

Kendalee MacKay, Chief Merchandising Officer

Kendalee MacKay has an amended and restated employment agreement with PVCI. The employment agreement provides that Ms. MacKay will be employed as Chief Merchandising Officer of the Company.

Ms. MacKay’s agreement provides for, among other things, a base salary, eligibility to participate in employee benefit plans and policies and an annual performance bonus (based on the achievement of specific annual performance criteria established by the Board).

The agreement with Ms. MacKay specifies that certain amounts are payable to Ms. MacKay in the event her employment with the Company is terminated or she resigns.

In the event Ms. MacKay’s employment is terminated without cause or she resigns for good reason, and

she signs a general release, Ms. MacKay will continue to receive her base salary and benefits for a period of 12 months, plus one month for each completed year of employment beyond the first anniversary of her date of hire, to a maximum of 18 months. In addition, Ms. MacKay is entitled to receive her target annual performance bonus for the year of termination, pro rata for days worked during the year prior to her termination date, and accrued wages or vacation pay as required by applicable employment standards legislation.

Ms. MacKay's agreement also provides that she will continue to participate in certain of the Company's benefit programs until the earlier of (i) the date that she secures benefits through alternative employment and (ii) the expiry of the remaining severance payments period.

A change of control of the Company, in and of itself, does not entitle Ms. MacKay to severance payments.

If Ms. MacKay's employment is terminated for cause or she resigns other than for good reason, Ms. MacKay is entitled to receive only her base salary earned through her last day of employment and any earned and payable annual bonus for the previous year, and any other accrued wages and vacation pay as required by applicable employment standards legislation.

Ms. MacKay's agreement also contains standard trade secret, confidentiality and non-disparagement covenants which are in effect during her employment and will remain in force following termination of her employment, as well as non-competition and non-solicitation covenants which are in effect during the period of her employment and for 12 months thereafter.

Tanbir Grover, Chief Marketing and Digital Officer

Tanbir Grover has an amended and restated employment agreement with PVCI. The employment agreement provides that Mr. Grover will be employed as Chief Marketing & Digital Officer of the Company.

Mr. Grover's agreement provides for, among other things, a base salary, eligibility to participate in employee benefit plans and policies and an annual performance bonus (based on the achievement of specific annual performance criteria established by the Board).

The agreement with Mr. Grover specifies that certain amounts are payable to Mr. Grover in the event his employment with the Company is terminated or he resigns.

In the event Mr. Grover's employment is terminated without cause or he resigns for good reason, and he signs a general release, Mr. Grover will continue to receive his base salary and benefits for a period of 12 months, plus one month for each completed year of employment beyond the first anniversary of his date of hire, to a maximum of 18 months. In addition, Mr. Grover is entitled to receive his target annual performance bonus for the year of termination, pro rata for days worked during the year prior to his termination date, and accrued wages or vacation pay as required by applicable employment standards legislation.

Mr. Grover's agreement also provides that he will continue to participate in certain of the Company's benefit programs until the earlier of (i) the date that he secures benefits through alternative employment and (ii) the expiry of the remaining severance payments period.

A change of control of the Company, in and of itself, does not entitle Mr. Grover to severance payments.

If Mr. Grover's employment is terminated for cause or he resigns other than for good reason, Mr. Grover is entitled to receive only his base salary earned through his last day of employment and any earned and payable annual bonus for the previous year, and any other accrued wages and vacation pay as required by applicable employment standards legislation.

Mr. Grover's agreement also contains standard trade secret, confidentiality and non-disparagement covenants which are in effect during his employment and will remain in force following termination of his employment, as well as non-competition and non-solicitation covenants which are in effect during the period of his employment and for 12 months thereafter.

Christine Martin-Bevilacqua, Chief Administrative Officer

Christine Martin-Bevilacqua has an amended and restated employment agreement with PVCI. The employment agreement provides that Ms. Martin-Bevilacqua will be employed as Chief Administrative Officer of the Company.

Ms. Martin-Bevilacqua's agreement provides for, among other things, a base salary, eligibility to participate in employee benefit plans and policies and an annual performance bonus (based on the achievement of specific annual performance criteria established by the Board).

The agreement with Ms. Martin-Bevilacqua specifies that certain amounts are payable to Ms. Martin-Bevilacqua in the event her employment with the Company is terminated or she resigns.

In the event Ms. Martin-Bevilacqua's employment is terminated without cause or she resigns for good reason and she signs a general release, Ms. Martin-Bevilacqua will continue to receive her base salary and benefits for a period of 24 months. In addition, Ms. Martin-Bevilacqua is entitled to receive her target annual performance bonus for the year of termination, pro rata for days worked during the year prior to her termination date, and accrued wages and vacation pay as required by applicable employment standards legislation.

Ms. Martin-Bevilacqua's agreement also provides that she will continue to participate in certain of the Company's benefit programs until the earlier of (i) the date that she secures benefits through alternative employment and (ii) the expiry of the remaining severance payments period.

A change of control of the Company, in and of itself, does not entitle Ms. Martin-Bevilacqua to severance payments.

If Ms. Martin-Bevilacqua's employment is terminated for cause or she resigns, Ms. Martin-Bevilacqua is entitled to receive only her base salary earned through her last day of employment and any earned and payable annual bonus for the previous year, and any other any other accrued wages and vacation pay as required by applicable employment standards legislation.

Ms. Martin-Bevilacqua's agreement also contains standard trade secret, confidentiality and non-disparagement covenants which are in effect during her employment and will remain in force following termination of her employment, as well as non-competition and non-solicitation covenants which are in effect during the period of her employment and for 12 months thereafter.

Termination Benefits

Each NEO is a party to an employment agreement with the Company which provides for certain entitlements under various post-employment scenarios.

The table below shows the payments that the Company would make to a NEO when employment is terminated.

Reason for Termination of Employment	Termination Payment	Grants
Termination by the Company Without Cause	Termination Payment	<u>LTIP Grants:</u> Vested options must be exercised within the earlier of the expiration date of the options (“ Expiration Date ”) or 60 days after the effective date of termination (“ Termination Date ”). Unvested Grants are forfeited immediately. <u>ARSOP Options:</u> Vested options must be exercised within 60 days of the Termination Date. Unvested options are forfeited immediately.
Termination by the Company With Cause	None	Grants expire and are forfeited in full immediately.
Executive Resigns	None	<u>LTIP Grants:</u> Vested options must be exercised within the earlier of the Expiration Date or 60 days after the Termination Date. Unvested Grants are forfeited immediately. <u>ARSOP Options:</u> Vested options must be exercised within 60 days of the effective date of resignation. Unvested options are forfeited immediately.
Death or Disability	None	<u>LTIP Grants:</u> Unvested Grants granted prior to the year of death or Termination Date as a result of disability (“ Disability Date ”) continue to vest and may be exercised during the 12-month period following death or Disability Date. Vested options as of death or Disability Date are exercisable during the 12-month period following death or Disability Date. <u>ARSOP Options:</u> Vested options must be exercised within 90 days after the Death or Disability. Unvested options are forfeited immediately.

Reason for Termination of Employment	Termination Payment	Grants
Change in Control ¹ With Termination by the Company Without Cause within One Year of Change in Control	Termination Payment	<u>LTIP Grants:</u> Vested options¹ must be exercised within the earlier of the Expiration Date or 60 days after the Termination Date. Each Grant previously granted to such Participant prior to such Change in Control shall become fully vested and, as applicable, exercisable. <u>ARSOP Options:</u> Vested options¹ must be exercised within five calendar days after receipt of notice of the Change in Control. Unvested options previously granted to such Participant prior to such Change in Control shall become fully vested and, as applicable, exercisable.

Notes

1. The terms of the Company's ARSOP and LTIP stipulate that certain awards may be accelerated in certain circumstances in the event of a "Change in Control" (as defined in the ARSOP and LTIP). The Company's ARSOP and LTIP, are subject to a "double trigger" which means that outstanding unvested option awards become fully vested and exercisable on termination without cause within one year following a Change in Control.

The following table sets out the potential incremental payments to NEOs as if their employment had been terminated without cause, including in the event of a Change in Control, on December 29, 2023, the last business day prior to the Fiscal 2023 year end.

Name and Principal Position	Triggering Event	Months used to calculate Termination Payment	Value of Termination Payment	Target STI	Value of LTI	Lump Sum	Total Value
Richard Maltzbarger ¹ <i>President and Chief Executive Officer</i>	Termination by the Company Without Cause	23	\$1,551,925	\$1,005,637	-	\$47,233	\$2,604,795
	Change of Control and Termination by the Company Without Cause ²	23	\$1,551,925	\$1,005,637	\$10,561,760	\$47,233	\$13,166,555
Linda Drysdale <i>Chief Financial Officer</i>	Termination by the Company Without Cause	13 ³	\$587,167	\$335,027	-	-	\$922,194
	Change of Control and Termination by the Company Without Cause ²	13 ³	\$587,167	\$335,027	\$756,885	-	\$1,679,079
Kendalee MacKay <i>Chief Merchandising Officer</i>	Termination by the Company Without Cause	15	\$576,075	\$228,892	-	-	\$804,967
	Change of Control and Termination by the Company Without Cause ²	15	\$576,075	\$228,892	\$2,043,706	-	\$2,848,673
Tanbir Grover <i>Chief Marketing and Digital Officer</i>	Termination by the Company Without Cause	15	\$506,250	\$200,192	-	-	\$706,442
	Change of Control and Termination by the Company Without Cause ²	15	\$506,250	\$200,192	\$1,962,956	-	\$2,669,398
Christine Martin-Bevilacqua <i>Chief Administrative Officer</i>	Termination by the Company Without Cause	24	\$799,280	\$198,435	-	-	\$997,715
	Change of Control and Termination by the Company Without Cause ²	24	\$799,280	\$198,435	\$816,133	-	\$1,813,848

Name and Principal Position	Triggering Event	Months used to calculate Termination Payment	Value of Termination Payment	Target STI	Value of LTI	Lump Sum	Total Value
Tammy Nunez	Termination by the Company Without Cause						
		6	\$120,913	\$71,442	-	-	\$192,355
Former Acting Chief Financial Officer	Change of Control and Termination by the Company Without Cause ⁴	-	-	-	-	-	-

Notes

1. Salary, STI and Lump Sum for Mr. Maltsbarger are paid in U.S. dollars and have been converted to Canadian dollars based on the Bank of Canada average exchange rate for Fiscal 2023 of US\$1.00 = C\$1.3495.
2. Represents the value of the unvested grants that would vest and be paid under the Change in Control and termination scenario assuming the triggering event occurred on December 30, 2023.
3. Ms. Drysdale's employment agreement recognizes Ms. Drysdale's service as a member of the Board from August 12, 2021 to March 6, 2023 as employment with the Company.
4. Change of control is not applicable for Ms. Nunez's employment letter.

The following table sets out the actual payments to the NEO whose employment with the Company ended effective during Fiscal 2023.

Name and Principal Position	Cash	STI	Value of LTI	Total Value
James Grady ¹ Former Chief Financial Officer	-	-	-	-

Notes

1. Mr. Grady ceased to be employed as Chief Financial Officer effective January 20, 2023.

Equity Incentive Plans

Prior to the completion of the Company's IPO on June 30, 2021, the Company historically granted to certain Directors, officers and employees options to purchase non-voting common shares of the Company under the ARSOP. In connection with the IPO, Pet Valu amended the ARSOP to, among other things, prohibit further awards under this plan.

In connection with the IPO, the Company adopted the LTIP, which allows the Board to grant long-term equity-based awards to eligible participants. The LTIP provides flexibility to the Company to grant equity-based incentive awards in the form of options, SARs, Tandem SARs, RSUs, PSUs, and restricted stock, as described in further detail below.

Long-Term Incentive Plan

The LTIP is administered by the Board, which may delegate its authority to the Compensation Committee, and the Board has the authority to interpret the LTIP, including in respect of any award granted thereunder. The LTIP permits the Board to grant awards of options, SARs, Tandem SARs, RSUs, PSUs, and restricted stock to eligible participants ("**Grants**"). The following discussion is qualified in its entirety by the full text of the LTIP.

The purpose of the LTIP is to (i) promote further alignment of interests between officers, employees and other eligible service providers of the Company and Shareholders, (ii) to associate a portion of the compensation

payable to officers, employees and other eligible service providers of the Company with the returns achieved by Shareholders; and to attract and retain officers, employees and other eligible service providers with the knowledge, experience and expertise required by the Company.

Eligibility

Any individual employed by the Company, including a service provider, who, by the nature of his or her position or job is, in the opinion of the Board, in a position to contribute to the success of the Company shall be eligible to receive Grants under the LTIP, provided that only officers and employees of the Company shall be eligible to receive options under the LTIP. Non-employee Directors shall not be eligible to receive Grants under the LTIP. See “Director Compensation – Deferred Share Unit Plan”.

Shares reserved for issuance

The aggregate number of Shares that may be issued pursuant to Grants made under the LTIP together with all other security-based compensation arrangements of the Company shall be a number equal to 10% of the aggregate number of issued and outstanding Shares from time to time. For purposes of computing the total number of Shares available for grant under the LTIP or any other security-based compensation arrangement of the Company, Shares subject to any Grant (or any portion thereof) that are forfeited, surrendered, cancelled or otherwise terminated, including if a number of Shares covered by an option have not been issued due to the exercise of a Tandem SAR connected with such option prior to the issuance of such Shares, shall again be available for grant under the LTIP.

Insider participation limit

The maximum number of Shares that are (i) issued to insiders within any one-year period; and (ii) issuable to insiders, at any time, under the LTIP, or when combined with all of the Company’s other security-based compensation arrangements, shall not exceed 10% of the number of the aggregate issued and outstanding Shares.

Options

The LTIP provides that options issued, unless otherwise designated by the Board, shall vest one-third of each grant on the first three anniversaries of the date of the grant based on continued employment, and may be exercised during a period determined by the Board, which may not exceed 10 years. The exercise price for each Share subject to an option shall be fixed by the Board but under no circumstances may any exercise price be less than 100% of the market price (being the volume weighted average trading price per share on the TSX during the immediately preceding trading day (the “**Market Price**”)) on the date of grant of the option. The exercise of options may be subject to vesting conditions, including specific time schedules for vesting and performance-based conditions. If the normal expiry date of any Option falls within any period of time when, pursuant to any policies of the Company, any securities of the Company may not be traded by certain persons (a “**Blackout Period**”) or within ten business days following the end of any Blackout Period, then the expiry date of such Option will be extended to the date that is ten business days following the end of such Blackout Period.

Stock appreciation rights

The LTIP provides that participants under the LTIP (“**Participants**”) may be granted standalone SARs, being a right to receive a cash amount equal to the amount, if any, by which the Market Price on the date of exercise of the SAR exceeds the exercise price at the time of the grant (the “**Base Price**”). Such amounts may also be payable by the issuance of Shares (at the discretion of the Board). The exercise of SARs may also be subject to conditions similar to those which may be imposed on the exercise of options. If the normal expiry date of any SAR falls within any Blackout Period or within ten business days following the end of any Blackout Period, then the

expiry date of such SAR will be extended to the date that is ten business days following the end such Blackout Period.

Share units

The LTIP provides that Participants may be allocated share units in the form of RSUs or PSUs (collectively, “**Share Units**”), which represent the right to receive an equivalent number of Shares or the Market Price on the vesting date. The issuance of such Share Units may be subject to vesting requirements similar to those described above with respect to the exercisability of options and SARs, including such time or performance-based conditions as may be determined from time to time by the Board in its discretion. The LTIP provides for the express designation of Share Units as either RSUs, which have time-based vesting conditions, or PSUs, which have performance-based vesting conditions over a specified period.

Restricted stock

The LTIP provides that Participants may be granted restricted stock in such amounts and with such terms and conditions as determined by the Board. Restricted stock are Shares that are registered in the recipient’s name, but are subject to transfer and/or other restrictions for a period of time. During the period that any restrictions apply, the transfer of restricted stock is generally prohibited. The terms of the award of restricted stock shall provide that during the period of restriction the grantee will not have voting rights with respect to the restricted stock. All ordinary cash dividend payments or other ordinary distributions paid upon a restricted stock award will be retained by the Company and paid to the grantee (without interest) during the vesting period and will revert back to the Company if for any reason the restricted stock award upon which such dividends or other distributions were paid reverts back to the Company.

Transferability

No Grants and no rights or interests therein may be assigned, transferred, sold, exchanged, encumbered, pledged or otherwise hypothecated or disposed of by a Participant other than by testamentary disposition by the Participant or the laws of intestate succession. A Participant may designate a beneficiary, in writing, to receive any benefits that are provided under the LTIP upon the death of such Participant.

Adjustments

The LTIP contains provisions for the equitable treatment of Grants in relation to any capital changes and with regard to a dividend, split, recapitalization, reclassification, amalgamation, arrangement, merger, consolidation, combination or exchange of Shares or distribution of rights to holders of Shares or any other relevant changes to the authorized or issued capital of the Company.

Change in control

The LTIP provides that in the event of a Change in Control (for the purposes of this section, as defined in the LTIP) prior to the vesting of a Grant, and subject to the terms of a Participant’s employment agreement and the applicable Grant agreement, the Board shall have full authority to determine in its sole discretion the effect, if any, of a Change in Control on the vesting, exercisability, settlement, payment or lapse of restrictions applicable to a Grant.

Termination of employment

See “– Termination Benefits” for a summary description of the termination provisions under the LTIP.

Postponed settlement

The LTIP provides that if a Participant's Grant would be settled within a Blackout Period applicable to such Participant, such settlement will be postponed until the earlier of the Trading Day following the date on which such Blackout Period ends (or as soon as practicable thereafter) and the otherwise applicable date for settlement of the Participant's Grant as determined in accordance with the LTIP, and the Market Price of any RSUs or PSUs being settled in cash will be determined as of the earlier of the Trading Day on which the Blackout Period ends and the day prior to the settlement date.

Amendment and termination

The LTIP and any Grant made pursuant to the LTIP may be amended, modified or terminated by the Board without approval of Shareholders, provided that no amendment may be made without the consent of a Participant if it adversely affects the rights of the Participant in respect of any Grant previously made to such Participant. For greater certainty, the LTIP may not be amended without Shareholder approval to do any of the following:

- (a) increase in the maximum number of Shares issuable pursuant to the LTIP;
- (b) reduce the exercise price of an outstanding option or the Base Price of a standalone SAR, except as otherwise provided under "– Adjustments";
- (c) amend the maximum term of the options to a date more than 10 years from the date of the Grant;
- (d) extend the maximum term of any Grant made under the LTIP, except as otherwise provided under "– Adjustments";
- (e) amend the assignment provisions described above under "– Transferability";
- (f) permit a non-employee member of the Board to be eligible for Grants under the LTIP;
- (g) increase the number of Shares that may be issued or issuable to insiders above the restriction or deleting the restriction on the number of Shares that may be issued or issuable to insiders;
- (h) include other types of equity compensation involving the issuance of Shares under the LTIP; or
- (i) amend the amendment provisions of the LTIP to amend or delete any of (a) through (g) or grant additional powers to the Board to amend the LTIP or entitlements without Shareholder approval;

provided that, Shareholder approval shall not be required for, among other things, the following amendments:

- (a) amendments of a "housekeeping" nature;
- (b) a change to the vesting provisions of any Grants;
- (c) a change to the termination provisions of any Grant that does not entail an extension beyond the original term of the Grant; or
- (d) amendments to the provisions relating to a Change in Control.

Subject to the foregoing, the Board may also, from time to time, amend the LTIP for purposes of establishing one or more sub-plans for the benefit of eligible individuals subject to the laws of a jurisdiction other than Canada in connection with their participation in the LTIP.

Amended and Restated Share Option Plan

Eligible participants under the ARSOP are the Directors, employees and consultants of the Company and its affiliates. The Board is responsible for administering the ARSOP (subject to its right to delegate authority to a

committee of the Board) and has the full and complete authority to interpret the ARSOP and to take such other actions in the administration and operation of the ARSOP as it deems equitable under the circumstances.

At the end of Fiscal 2023, options to acquire 1,258,963 Shares were outstanding under the ARSOP. The Shares issuable upon exercise of such options represent, in the aggregate, approximately 1.8% of the total Shares issued and outstanding at the end of Fiscal 2023. No additional grants will be made under the ARSOP, but all options previously granted under the plan will remain outstanding and will continue to vest in accordance with their existing vesting schedules, unless otherwise determined by the Board in accordance with the terms of the ARSOP.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out, for each of the NEOs, the value of the option-based and share-based awards vested in accordance with their terms during Fiscal 2023 (assuming the continued employment of each NEO).

Name and Principal Position	Option-Based Awards – Value Vested During the Year ⁽¹⁾	Share-Based Awards – Value Vested During the Year	Non-Equity Incentive Plan Compensation – Value Vested During the Year
Richard Maltsbarger <i>President and Chief Executive Officer</i>	\$5,506,393	-	-
Linda Drysdale ⁽²⁾ <i>Chief Financial Officer</i>	-	-	-
Kendalee MacKay <i>Chief Merchandising Officer</i>	\$596,259	-	-
Tanbir Grover <i>Chief Marketing and Digital Officer</i>	\$596,166	-	-
Christine Martin-Bevilacqua <i>Chief Administrative Officer</i>	\$242,588	-	-
James Grady <i>Former Chief Financial Officer</i>	-	-	-
Tammy Nunez <i>Former Acting Chief Financial Officer</i>	\$256	-	-

Notes

1. This column contains the aggregate dollar value of in-the-money unexercised options that vested in Fiscal 2023 for all NEOs using the December 30, 2023 closing Share price on the TSX of \$28.78.
2. Ms. Drysdale became Chief Financial Officer effective March 6, 2023. See “Incentive Plan Awards – Value Vested or Earned During the Year” under the heading “Directors Compensation” for the aggregate value of DSUs that were awarded to Ms. Drysdale and vested during the period she served as a Director of the Company in Fiscal 2023.

Securities Authorized for Issuance under Equity Incentive Plans

Plan	Number of Shares to be Issued upon Exercise of Outstanding Options	Weighted-Average Exercise Price of Outstanding Options (\$)	Number of Shares Remaining Available for Future Issuance
LTIP ⁽¹⁾	1,671,279	\$26.53	4,216,157
ARSOP	1,258,963	\$9.72	N/A

Notes

1. RSUs and PSUs awarded under the LTIP are cash settled, and therefore, are excluded.

As at December 30, 2023, a maximum of 5,887,435 Shares may be issued upon exercise of outstanding options under the LTIP and a maximum of 1,258,963 Shares may be issued upon exercise of outstanding options under the ARSOP. As at December 30, 2023, an aggregate of 2,930,242 options remain outstanding under the LTIP and the ARSOP, representing 4.1% of issued and outstanding Shares on a non-diluted basis. As at such date, a total of 4,216,156 Shares remained available for issuance under the LTIP, representing 5.9% of issued and outstanding Shares on a non-diluted basis. No further options are available for grant under the ARSOP.

DIRECTOR COMPENSATION

General

The following discussion describes the significant elements of the compensation program for members of the Board and its committees. The compensation of the Directors is designed to attract and retain committed and qualified Directors and to align their compensation with the long-term interests of its Shareholders.

Director Compensation

The Company's Director compensation program is designed to attract and retain the most qualified individuals to serve on the Board. The Board, on the recommendation of the Governance and Nominating Committee, will be responsible for reviewing and approving any changes to the Directors' compensation arrangements. A review of the Director compensation was completed in May 2023, and changes to committee member retainers were made to increase retainers from \$5,000 to \$8,000, and to the retainer of the Compensation Committee Chair from \$15,000 to \$20,000 based on that market information.

In consideration for serving on the Board, each non-employee Director, other than Directors affiliated with Roark (each, a "**Non-Employee Director**"), will be paid an annual retainer, which was set following a review in Fiscal 2023 of Canadian and U.S. benchmark peers as described in the "Market Position and Benchmarking" section under Compensation Discussion and Analysis. The Company's Director compensation policy is comprised of a mix of cash and equity. The Company does not pay meeting fees. The retainer is prorated from the date of the Director's appointment to the Board or a particular committee. The Company also reimburses Directors for their reasonable out-of-pocket expenses incurred while serving as Directors.

The chart below outlines the Company's Director compensation program for its Non-Employee Directors.

Position	Type of Fee		Amount Per Year
	Cash Retainer	Equity Retainer	
Chair of the Board	\$175,000	\$100,000	\$275,000
Member of the Board	\$75,000	\$100,000	\$175,000
Audit Committee Chair	\$20,000	-	\$20,000
Compensation Committee Chair	\$20,000	-	\$20,000
Governance and Nominating Committee Chair	\$15,000	-	\$15,000
Committee Member	\$8,000	-	\$8,000

The equity retainer is paid in DSUs. Each Non-Employee Director may also elect to receive up to 100% of their cash retainer in the form of DSUs. The cash and equity retainers are paid on a quarterly basis with the number of DSUs to be issued being determined based on the Market Price (as defined in the DSU Plan) on the date of each such issuance. One quarter of the number of DSUs paid vest each fiscal quarter during the one-year period following issuance, unless otherwise determined by the Compensation Committee or as set out in such Director's DSU award agreement. See "– Deferred Share Unit Plan".

There are no service contracts or agreements, or predetermined plans or arrangements, between the Company and any of the Directors with respect to payments upon termination of their services as a Director.

In Fiscal 2023, Board members were awarded DSUs for the equity retainer, as set forth in the table below.

Name	DSU Award #
Sarah Davis	2,792
Linda Drysdale ⁽¹⁾	-
Rick Puckett ⁽²⁾	-
Steven Townsend ⁽²⁾	-
Anthony Truesdale	2,792
Erin Young	2,792
Lawrence Malloy	2,792
Danielle Barran ⁽³⁾	2,468

Notes

1. Ms. Drysdale resigned as a Director effective March 6, 2023. As a result, Ms. Drysdale did not receive a 2023 DSU award.
2. Mr. Puckett and Mr. Townsend retired as Directors effective May 9, 2023. As a result, they did not receive 2023 DSU awards.
3. Ms. Barran was appointed as a Director effective July 2, 2023. Ms. Barran's DSU award represents the prorated amount of her 2023 equity retainer.

The table below shows the total compensation in Fiscal 2023 earned by or awarded to each Non-Employee Director.

Name	Fees Earned	Share-based Awards	Option-based Awards	Non-Equity Incentive Plan Compensation	Pension Value	All Other Compensation	Total Compensation
Danielle Barran	\$45,500	\$75,000 ⁽¹⁾	-	-	-	-	\$120,500
Sarah Davis	-	\$200,187 ⁽²⁾	-	-	-	-	\$200,187
Linda Drysdale	-	\$14,611 ⁽³⁾	-	-	-	-	\$14,611
Lawrence Molloy	\$66,780	\$100,000 ⁽⁴⁾	-	-	-	-	\$166,780
Rick Puckett	\$63,525	-(5)	-	-	-	-	\$63,525
Steven Townsend	\$33,668	-(5)	-	-	-	-	\$33,668
Anthony Truesdale	\$175,000	\$100,000 ⁽⁴⁾	-	-	-	-	\$275,000
Erin Young	\$56,057	\$137,371 ⁽⁴⁾	-	-	-	-	\$193,428

Notes

1. The DSU award for Ms. Barran reflects the proportionate fee based on appointment to the Board on July 2, 2023. One third of the DSUs credited to Ms. Barran vest on the last day of each fiscal quarter up to March 30, 2024.
2. Ms. Davis elected to receive 100% of her cash retainer in the form of DSUs. Ms. Young elected to receive 40% of her cash retainer in the form of DSUs. The DSUs granted as a result of their respective elections to receive their cash retainer in the form of DSUs represent the fair value effective at each fiscal quarter-end.
3. Ms. Drysdale received cash retainer fees as a Board member from January 1, 2023 to March 5, 2023 and as the Audit Committee Chair from January 1, 2023 to January 26, 2023 and elected to receive 100% of her cash retainer in the form of DSUs. The DSUs granted represent the fair value effective at fiscal quarter-end April 1, 2023. Ms. Drysdale's compensation as Chief Financial Officer in Fiscal 2023 is included in the table under the heading "Executive Compensation – Summary Compensation Table".
4. Amounts include the grant date fair value of DSUs granted in the second quarter of Fiscal 2023 for the annual equity retainer. One quarter of the DSUs credited to each Director vest on the last day of each fiscal quarter for the one-year period following the grant date.
5. Following their May 9, 2023 retirement, each of Mr. Puckett and Mr. Townsend redeemed total vested DSUs and DSUs credited as dividend equivalents outstanding of 7,906.9897 effective November 9, 2023 based on the market price per the DSU Plan.

Deferred Share Unit Plan

Effective June 30, 2021, the Board adopted a deferred share unit plan (the "**DSU Plan**") as a component of the Company's long-term incentive compensation arrangements available for each Non-Employee Director (as defined in the DSU Plan). The DSU Plan is administered by the Board (which may delegate its authority to the Compensation Committee), and the Board has the authority to interpret the DSU Plan, including in respect of any DSU awarded thereunder. The following discussion is qualified in its entirety by the full text of the DSU Plan.

The DSU Plan provides Non-Employee Directors with the opportunity to receive a portion of their compensation in the form of DSUs, representing, at any particular date, a unit equivalent in value equal to the Market Price of a Share. Each Non-Employee Director who elects to receive DSUs shall be entitled to redeem their vested DSUs following such Non-Employee Director's death, disability, resignation or retirement from the Board and, if such Director becomes an employee of the Company, upon their termination (with or without cause) as an employee. DSUs will be settled in cash based on the Fair Market Value (as defined in the DSU Plan) of the Shares on the settlement date.

The DSU Plan contains provisions for the equitable treatment of DSUs granted under the DSU Plan in relation to any capital changes and with regard to a dividend, split, recapitalization, reclassification, amalgamation, arrangement, merger, consolidation, combination or exchange of Shares or distribution of rights to holders of Shares or any other relevant changes to the authorized or issued capital of the Company.

DSUs granted under the DSU Plan are generally not assignable or transferable, whether voluntarily, involuntarily, by operation of law or otherwise, other than by will or the laws of descent and distribution.

The DSU Plan and any grant of DSUs under the DSU Plan may be amended or modified by the Board

without approval of Shareholders, provided that such amendment (i) may not be made without the consent of a Non-Employee Director if it adversely affects the rights of such Director in respect of any amount which such Director has elected to receive DSUs or has been granted DSUs, and (ii) shall be in compliance with applicable law and subject to any regulatory approvals including, where required, the approval of the TSX.

The Board may terminate the DSU Plan at any time but no such termination shall, without the consent of the Non-Employee Directors or unless required by law, adversely affect the rights of a Non-Employee Director with respect to any amount in respect of which a Non-Employee Director has elected to receive DSUs or DSUs which the Non-Employee Director has then been granted under the DSU Plan.

Equity Ownership Policy

The Company strongly supports share ownership by members of the Board and, accordingly, the Board has adopted an Equity Ownership Policy which implements minimum share ownership requirements. Directors can meet share ownership requirements through direct or beneficial ownership of the Company's securities, including DSUs granted under the DSU Plan. The Equity Ownership Policy requires each Director to own, directly or indirectly, a minimum of securities of the Company representing a market value equal to three times their annual cash retainer. The value required to meet the ownership requirement is calculated as the greater of the acquisition cost and market value of the Shares, vested options and DSUs at the date of measurement. The ownership requirements must be achieved within five years of the later of (i) the closing date of the IPO, and (ii) the date the Director was first appointed or elected to the Board. During a period when a Director has not achieved (or otherwise maintained) the ownership requirements by the deadline set out in the Equity Ownership Policy, such director shall be required to receive either all or that portion of their annual cash retainer in the form of DSUs up to the amount of DSUs necessary to bring such Director in compliance with the ownership requirements. Directors affiliated with Roark do not receive compensation in consideration for serving on the Board and are therefore exempt from the Equity Ownership Policy.

The table below shows the equity ownership for each current Director who is not also a NEO and is not exempt from the equity ownership requirements as at the end of Fiscal 2023.

Name	Year Joined Board	Number of Shares and Vested Options and DSUs Held (#) ¹	Greater of Total Acquisition Cost/Grant Date Value and Market Value of Equity Holdings (\$) ²	Multiple of Annual Cash Retainer	Equity Ownership Requirement Met ³
Danielle Barran ⁽⁴⁾	2023	1,664	\$50,580	1.1	In Progress
Sarah Davis	2021	14,598	\$451,680	4.5	Yes
Lawrence Molloy ⁽⁴⁾	2023	2,124	\$76,068	1.1	In Progress
Anthony Truesdale	2019	185,703	\$4,530,210	25.9	Yes
Erin Young	2021	12,818	\$368,897	5.0	Yes

Notes

1. Based on total directly held Shares, vested share options, vested DSUs and DSUs credited as dividend equivalents at the end of Fiscal 2023.
2. Shares and vested DSUs are valued based on the greater of acquisition cost or Grant Date Value and the closing Share price on the TSX on December 30, 2023 of \$28.78. Vested in-the-money options are valued as the greater of Grant Date Value and the difference between the closing Share price on the TSX on December 30, 2023 of \$28.78 and the exercise price of the applicable option.
3. Ms. Davis, Mr. Truesdale and Ms. Young exceed or meet the required equity ownership of three times Annual Cash Retainer as at the end of Fiscal 2023.
4. Ms. Barran and Mr. Molloy joined the Board on July 2, 2023 and May 9, 2023, respectively, and were within the permitted period of five years from the date of becoming a Director to meet the equity ownership requirements.

Outstanding Option-Based and Share-Based Awards

The following table sets out for each Director of the Company who is not also a NEO or exempt from the Equity Ownership Policy, information concerning all option-based and Share-based awards that were outstanding at the end of Fiscal 2023. The option-based awards were issued under the ARSOP. See “Executive Compensation – Equity Incentive Plans – Amended and Restated Option Plan”. Directors are no longer eligible to receive share options.

Name	Option-Based Awards				Share-Based Awards		
	Number of Shares underlying unexercised options (#)	Option exercise price	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾	Number of Shares or units of Shares that have not vested (#)	Market or payout value of share-based awards that have not vested ⁽²⁾	Market or payout value of vested share-based awards not paid out or distributed
Danielle Barran	-	-	-	-	822	\$23,657	\$47,894
Sarah Davis	-	-	-	-	698	\$20,088	\$420,132
Linda Drysdale ⁽³⁾	-	-	-	-	-	-	-
Lawrence Molloy	-	-	-	-	698	\$20,088	\$61,118
Rick Puckett ⁽⁴⁾	-	-	-	-	-	-	-
Steven Townsend ⁽⁴⁾	-	-	-	-	-	-	-
Anthony Truesdale	11,108	\$9.73	August 15, 2029	\$1,594,333	698	\$20,088	\$303,313
	72,584	\$9.73	December 12, 2029				
Erin Young	-	-	-	-	698	\$20,088	\$368,897

Notes

1. Calculated based on the difference between the closing Share price on the TSX on December 30, 2023 of \$28.78 and the exercise price of the options times the number of Shares underlying the unexercised options.
2. Calculated based on the closing Share price on the TSX on December 30, 2023 of \$28.78.
3. Ms. Drysdale resigned as a Director effective March 6, 2023. See “Executive Compensation - Outstanding Share-Based Awards and Option-Based Awards”.
4. Following their May 9, 2023 retirement, each of Mr. Puckett and Mr. Townsend redeemed total vested DSUs and DSUs credited as dividend equivalents outstanding of 7,906.9897 effective November 9, 2023 based on the market price per the DSU Plan.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out for each Director of the Company who is not also a NEO, the value of the option-based and Share-based awards vested in accordance with their terms during Fiscal 2023.

Name	Option-Based Awards – Value Vested During the Year ⁽¹⁾	Share-Based Awards – Value Vested During the Year	Non-Equity Incentive Plan Compensation – Value Vested During the Year
Danielle Barran ⁽²⁾	-	\$47,894	-
Sarah Davis ⁽²⁾	-	\$209,996	-
Linda Drysdale ⁽³⁾	-	\$31,052	-
Lawrence Molloy ⁽²⁾	-	\$61,118	-
Rick Puckett ⁽⁴⁾	-	\$34,670	-
Steven Townsend ⁽⁴⁾	-	\$34,670	-
Anthony Truesdale ⁽²⁾	\$790,137	\$111,169	-
Erin Young ⁽²⁾	-	\$148,475	-

Notes

1. Calculated based on the difference between the closing Share price on the TSX on December 30, 2023 of \$28.78 and the exercise price of the options times the number of Shares underlying the unexercised options that vested during Fiscal 2023.
2. Calculated based on the closing Share price on the TSX on December 30, 2023 of \$28.78 times the number of units under the DSU Plan credited to the Director for fees earned plus dividends up to the end of Fiscal 2023.
3. Ms. Drysdale received cash retainer fees as a Board member from January 1, 2023 to March 5, 2023 and as the Audit Committee Chair from January 1, 2023 to January 26, 2023 and elected to receive 100% of her cash retainer in the form of DSUs.
4. Mr. Puckett and Mr. Townsend retired as Directors effective May 9, 2023. Value vested amounts are calculated based on the closing Share price on the TSX on December 30, 2023 of \$28.78 times the number of units under the DSU Plan credited to Mr. Puckett and Mr. Townsend for fees earned plus dividends up to their retirement date.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of our Directors, executive officers, employees, former Directors, former executive officers or former employees, or any of our subsidiaries, and none of their respective associates, is or has within 30 days before the date of this Circular or at any time since the beginning of the Company's last fiscal year been indebted to us or any of our subsidiaries or another entity whose indebtedness is subject of a guarantee, support agreement, letter of credit or other similar agreement or understanding provided by us or any of our subsidiaries, other than indebtedness that has been repaid entirely at the date of this Circular.

DIRECTORS AND OFFICERS LIABILITY INSURANCE

The Company's Directors and officers are covered under Directors' and officers' liability insurance, for claims in the aggregate of up to \$70 million, with \$50 million shared between non-indemnifiable claims, indemnifiable claims, and securities claims, and an additional \$20 million available specifically for non-indemnifiable claims. Under this insurance coverage, the Company will be reimbursed for insured claims where payments have been made under indemnity provisions on behalf of the Company's Directors and officers, subject to any applicable deductible for each loss, which will be paid by the Company. The Company's individual Directors and officers will also be reimbursed for insured claims arising during the performance of their duties for which they are not indemnified by the Company. Excluded from insurance coverage are certain wrongful acts, acts which result in personal profit and certain other acts. If the Company is sold or enters into any business combination or other transaction as a result of which the Directors' and officers' liability insurance policy is terminated, and a party who is indemnified under the policy resigns or ceases to continue as an officer or Director of the continuing entity, the Company will cause "tail" insurance to be purchased for the benefit of the departing indemnitee with substantially the same coverage to remain in place for six years following such departure.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed in this Circular, none of (a) the Company's Directors or executive officers, (b) the Shareholders who beneficially own, control or direct, directly or indirectly, more than 10% of the Company's voting securities, or (c) any associate or affiliate of the persons referred to in (a) and (b), has or has had any material interest, direct or indirect, in any transaction within the three years before the date of this Circular that has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries.

CORPORATE GOVERNANCE

Statement of Corporate Governance Practices

The Company's corporate governance disclosure obligations are set out in National Instrument 52-110 *Audit Committees* ("**NI 52-110**"), National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**") and National Policy 58-201 *Corporate Governance Guidelines*. These instruments set out a series of guidelines and requirements for effective corporate governance (collectively, the "**Guidelines**"). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of Board members. NI 58-101 requires the disclosure by each listed Company of its approach to corporate governance with reference to the Guidelines.

The Company recognizes that good corporate governance plays an important role in the Company's success and in enhancing Shareholder value and, accordingly, the Company has adopted certain corporate governance policies and practices. Set out below is a description of the Company's approach to corporate governance.

Board Composition

Mandate of the Board

The Board has adopted a written mandate (the "**Mandate of the Board**") describing, *inter alia*, the Board's role and overall responsibility for the stewardship of the Company. The Board, directly and through its Board committees and the Chair of the Board, supervises the management of the business and affairs of the Company, generally through the CEO, to pursue the best interests of the Company.

The Board has overall responsibility for the Company's strategic planning, risk management, financial information and internal controls (including approval of annual and interim financial reports and nomination of the Company's auditor), human resource management (including matters relating to the CEO and other senior management of the Company, succession planning, Director remuneration, and the Company's equity compensation plans), Board nomination matters, corporate governance, and communications with Shareholders.

The text of the Mandate of the Board is reproduced in its entirety in Appendix "C".

Composition of the Board

In accordance with the Articles, the number of Directors is currently set at nine. Pursuant to Article 14.8 of the Articles, between successive annual general meetings, the Board may appoint additional Directors, but the number of additional Directors must not at any time exceed one-third of the number of the current Directors. The Investor Rights Agreement provides that for so long as the Principal Shareholders have the right to nominate at least two Directors, the Board shall not be comprised of more than nine Directors unless agreed to by the Principal Shareholders. Under the *Business Corporations Act* (British Columbia), a director may be removed with or without cause by a resolution passed by a majority of the votes cast by Shareholders present in person or by proxy at a

meeting and who are entitled to vote. The Directors are appointed at the annual general meeting of Shareholders and the term of office for each of the Directors will expire at the time of the Company's next annual general meeting of Shareholders.

The Board currently consists of nine Directors: Anthony Truesdale, Danielle Barran, Sarah Davis, Clayton Harmon, Patrick Hillegass, Kevin Hofmann, Richard Maltsbarger, Lawrence Molloy and Erin Young.

Nomination

The Governance and Nominating Committee is responsible for, annually or as required, recruiting and identifying, and recommending to the Board for nomination, individuals qualified to become new Board members, as well as recommending individual Directors to serve on the various Board committees. In making its recommendations, the Governance and Nominating Committee shall consider the competencies, skills and other qualities it considers to be necessary for the Board, as a whole, to possess, the competencies, skills and other qualities it considers each existing Director to possess, and the competencies, skills and other qualities each new nominee will bring to the Board.

The Governance and Nominating Committee shall also consider the amount of time and resources that nominees have available to fulfill their duties as a Board member. The Governance and Nominating Committee is composed of independent directors within the meaning of NI 58-101. The chair of the Governance and Nominating Committee will lead the nominating process in accordance with and pursuant to the criteria for Board membership as set forth in the mandate of the Governance and Nominating Committee. See “– Committees of the Board – Governance and Nominating Committee”.

Majority Voting Policy

The Board has adopted a majority voting policy (the “**Majority Voting Policy**”) to the effect that a nominee for election as a director who does not receive a greater number of votes “for” than votes “withheld” with respect to the election of directors by shareholders will be expected to offer to tender his or her resignation to the Chair of the Board promptly following the meeting of shareholders at which the director was elected. The Governance and Nominating Committee will consider such offer and make a recommendation to the Board whether to accept it or not. The Board will promptly accept the resignation unless it determines, in consultation with the Governance and Nominating Committee, that there are exceptional circumstances that should delay the acceptance of the resignation or justify rejecting it. The Board will make its decision and announce it in a press release within 90 days following the meeting of shareholders. A director who tenders a resignation pursuant to the Majority Voting Policy will not participate in any meeting of the Board or the Governance and Nominating Committee at which the resignation is considered.

Director Term Limits/Mandatory Retirement

The Board believes that the advantages that accrue from experience and long service on the Board need to be balanced against the benefits of renewal. Accordingly, the Board has adopted term limits for its independent Directors (the “**Director Tenure Policy**”). Pursuant to the Director Tenure Policy, no candidate will be appointed or nominated for election as an independent Director to the Board if he or she has completed 12 years of continuous service on the Board or has reached 75 years of age. On a case-by-case basis, and on the recommendation of the Governance and Nominating Committee, the Board may, in exceptional circumstances and to further the best interests of the Company, nominate a Director for re-election as an independent Director to the Board after the expiry of their maximum term.

The Governance and Nominating Committee also conducts an annual process for the assessment of the Board, each Board committee and each Director regarding in respect to effectiveness and performance, and to

report evaluation results to the Board. See also “– Committees of the Board – Governance and Nominating Committee”.

Independence of the Board

Under NI 58-101, a Director is considered to be independent if the Director is independent within the meaning of NI 52-110. Pursuant to NI 52-110, an “independent director” is a Director who is free from any direct or indirect relationship which could, in the view of the Board, be reasonably expected to interfere with such member’s independent judgment. In determining whether a particular Director is an “independent director” or a “non-independent director”, the Board considers the factual circumstances of each Director in the context of the Guidelines.

Based on information provided by each Director concerning their background, employment and affiliations, the Board has determined that four Directors, Clayton Harmon, Patrick Hillegass, Kevin Hofmann and Richard Maltsbarger, are not considered independent as a result of their employment relationship with the Principal Shareholders or the Company. Five of the nine current members of the Board, Anthony Truesdale (Chair), Danielle Barran, Sarah Davis, Lawrence Molloy and Erin Young are independent for the purposes of NI 58-101.

Chair of the Board and Lead Director

The Board recognizes the importance of independent leadership on the Board, and has appointed Anthony Truesdale, an independent Director, as Chair of the Board, responsible for overseeing the operations and affairs of the Board. The Board has adopted a written position description for the Chair of the Board, which sets out the Chair of the Board’s key responsibilities, including, among others, providing leadership, setting Board meeting agendas, chairing Board and Shareholder meetings, and supporting the orientation of new Directors and continued education of incumbent Directors.

If at any time the Chair of the Board is not independent, the Board shall appoint an independent Director as a Lead Director and consider other possible steps and processes to ensure that independent leadership is provided for the Board. The Board has adopted a written position description for the Lead Director, which sets out the Lead Director’s key responsibilities (if and when applicable), including, among others, ensuring the Board functions effectively and independently of management of the Company and chairing meetings of independent Directors without management present.

Meetings

The Board holds regularly scheduled quarterly meetings as well as *ad hoc* meetings from time to time. At each Board meeting, an *in camera* meeting of independent Directors takes place, which session is chaired by the Chair of the Board or Lead Director if the Chair of the Board is not independent within the meaning of NI 52-110. The independent Directors may also, at their discretion, hold *ad hoc* meetings that are not attended by the Company’s management and non-independent Directors.

The Board may invite to a meeting any officer or employee of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities. Meeting attendees who are not Board members will be excused for any agenda items which are reserved for discussion among Directors only.

If a Director holds an interest in a transaction or agreement under consideration at a Board meeting or a Board committee meeting, that Director shall not be present at the time the Board or Board committee deliberates such transaction or agreement and shall abstain from voting on the matter.

Orientation and Continuing Education

The Governance and Nominating Committee reviews, monitors and makes recommendations with respect to new Director orientation. All newly elected Directors are provided with an orientation as to the nature and operation of the business and affairs of the Company and as to the role of the Board and its committees. Each new Director meets with the Chair of the Board, individual Directors and members of the senior management team to discuss the Company's business and activities. Orientation is designed to assist new Directors in fully understanding the nature and operation of the Company's business, the role of the Board and its committees, and the contributions that individual Directors are expected to make to the Board, its committees (as applicable) and the Company, including the time and effort the Company expects them to devote to the execution of their functions.

In addition, the Governance and Nominating Committee reviews, monitors and makes recommendations with respect to Director continuing education opportunities designed to maintain or enhance the skills and abilities of the Directors and to ensure that their knowledge and understanding of the Company's business remains current. Directors are provided with educational presentations and materials by management and consultants of the Company, and are invited to participate in tours of operations. Directors may also attend conferences, seminars and courses to expand their knowledge and skills, and have full access to the Company's records. Directors are expected to keep themselves current with industry trends and developments and are encouraged to communicate with management and, where applicable, auditors, advisors and other consultants of the Company. Directors have access to the Company's in-house and external legal counsel in the event of any questions or matters relating to the Directors' corporate and director responsibilities and to keep themselves current with changes in legislation.

During Fiscal 2023, the Directors received educational and informational briefings on cybersecurity and data protection and participated in store tours, as well as tours and briefings in connection with the Company's new distribution centre in the Greater Toronto Area and the Chico distribution centre in Varennes, Quebec. Directors were also provided with access to bulletins and updates prepared by the Company's external auditor on key audit matters and operating risks. Director education sessions on generative artificial intelligence and cybersecurity and data protection are planned for Fiscal 2024.

At least annually, the Board reviews the adequacy of the orientation and continuing education program for its members and reviews the recommendations of the Governance and Nominating Committee concerning proposed changes to the Company's orientation and continuing education program and if deemed advisable, approves, with or without variation, the adoption of any such changes.

Assessments

The Governance and Nominating Committee oversees the periodic evaluation of the Board and its committees. The Governance and Nominating Committee also monitors Director performance throughout the year (with a view to ensuring that they are fulfilling their respective responsibilities and duties and working together effectively).

Succession Planning

The Board, at least annually, reviews the succession plans of the Company for the Chair of the Board and, if applicable, the Lead Director. The Governance and Nominating Committee periodically reviews and makes recommendations to the Board with respect to succession planning matters concerning the CEO and other members of senior management of the Company. The Board periodically reviews the recommendations of the Governance and Nominating Committee and, if applicable, develops the succession plans for the Company.

Position Descriptions

The Board has written position descriptions for the Chair of the Board, the Lead Director, the Chair of the Compensation Committee, the Chair of the Audit Committee, the Chair of the Governance and Nominating Committee and the CEO. Each position description sets out, without limitation, the requirements and responsibilities of each such position. See “– Director Term Limits/Mandatory Retirement”, “– Chair of the Board and Lead Director” and “– Committees of the Board”.

Committees of the Board

The Board has established three committees: the Audit Committee, which is required by Canadian securities laws for all reporting issuers, the Compensation Committee and the Governance and Nominating Committee. The Board will delegate to the applicable committee those duties and responsibilities set out in each committee’s mandate.

The Board has adopted a written position description for the Chair of each of the Audit Committee, the Compensation Committee and the Governance and Nominating Committee which set out each of the committee Chair’s key responsibilities, including, among others, duties relating to preparing committee meeting agendas, chairing committee meetings and providing leadership to foster the effectiveness of each committee in carrying out the duties and responsibilities described in each committee’s mandate.

Audit Committee

Mandate of the Audit Committee

The Board has adopted a written mandate of the Audit Committee that establishes, among other things, the Audit Committee’s purpose and responsibilities. Within the purview of its mandate, the Audit Committee is responsible for overseeing the Company’s financial statements and financial disclosure and shall review and, if advisable, approve and recommend the annual financial statements and interim financial statements for Board approval. The Audit Committee’s responsibilities also include the selection, recommendation and oversight of the Company’s independent auditor, as well as the oversight of the Company’s internal controls over financial reporting and disclosure and the performance of the Company’s internal audit function.

The text of the Mandate of the Audit Committee is reproduced in its entirety in Appendix “D”.

Composition of the Audit Committee

The Audit Committee consists of a minimum of three Directors. The Audit Committee is currently comprised of Lawrence Molloy, who is Chair of this committee, Danielle Barran, Sarah Davis and Anthony Truesdale. It is the Board’s determination that each of the members of the Audit Committee is financially literate within the meaning of NI 52-110. A Director is “financially literate” within the meaning of NI 52-110 if the Director has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements. Each of Mr. Molloy, Ms. Barran, Ms. Davis and Mr. Truesdale have been determined by the Board to be independent within the meaning of NI 52-110.

Each of the Audit Committee members has an understanding of the accounting principles used to prepare the Company’s financial statements and varied experience as to the general application of such accounting principles, as well as an understanding of the internal controls and procedures necessary for financial reporting. For additional details regarding the relevant education and experience of each member of the Audit Committee, see “Matters to be Acted upon at Meeting – Nominees for Election to the Board”.

The members of the Audit Committee will be appointed annually by the Board, and each member of the Audit Committee serve at the discretion of the Board until the member resigns, is removed or ceases to be a member of the Board.

Policies and procedures for the engagement of audit and non-audit services

The Audit Committee is responsible for pre-approving any and all audit services and permitted non-audit services to be provided by the Company's independent auditor and adopts and implements policies for such pre-approval. The Audit Committee considers the impact of such non-audit services and fees on the independence of the auditor and monitors and evaluates on an ongoing basis the independence of the independent auditor by obtaining written confirmation from the independent auditor affirming that it is objective and independent within the meaning of the applicable Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of chartered accountants to which the auditor belongs and other applicable requirements.

External audit service fees

For Fiscal 2023 and Fiscal 2022, the Company incurred the following fees with its external auditor, Ernst & Young LLP:

	Fiscal 2023	Fiscal 2022
Audit fees ⁽¹⁾	\$1,158,500	1,139,000
Audit-related fees ⁽²⁾	25,000	187,828
Tax fees ⁽³⁾	48,500	135,000
All other fees	\$-	\$-
Total	\$1,232,000	\$1,461,828

Notes:

1. The aggregate fees incurred for the services associated with the annual audit of the Company's financial statements, interim reviews, secondary offerings and translation services. Fiscal 2022 figures include a reclassification of certain amounts from Audit-Related Fees and All Other Fees to Audit Fees.
2. The aggregate fees incurred for a statutory review of financial statements in Fiscal 2022 and 2023 and in Fiscal 2022 services related to a due diligence for an acquisition. Fiscal 2022 figures include a reclassification of certain amounts from Audit-Related Fees to Audit Fees and All Other Fees to Audit-Related Fees.
3. The aggregate fees incurred for professional services rendered for tax advice and tax planning.

For additional details regarding the Audit Committee, see "Directors and Executive Officers – Audit Committee" in the Company's most recent Annual Information Form, available under the Company's profile on SEDAR+ at www.sedarplus.com.

Compensation Committee

The Compensation Committee consists of a minimum of two Directors. The Compensation Committee assists the Board in discharging its responsibilities regarding executive compensation and administration of the Company's equity-based compensation plans.

The Compensation Committee is currently comprised of Sarah Davis, who is Chair of this committee, Danielle Barran, Clayton Harmon, Patrick Hillegass and Erin Young. Mr. Harmon and Mr. Hillegass are not considered independent for the purposes of NI 58-101, while Ms. Barran, Ms. Davis and Ms. Young are considered independent for the purposes of NI 58-101. No member of the Compensation Committee is an executive officer of the Company, and as such, the Board believes that the Compensation Committee will be able to conduct its activities in an objective manner. Each member of the Compensation Committee has previous experience as a director or an advisor in formulating, reviewing and/or approving executive compensation policies, strategies and programs. For additional details regarding the relevant education and experience of each member of the Compensation Committee, see "Matters to be Acted upon at Meeting – Nominees for Election to the Board".

The members of the Compensation Committee will be appointed annually by the Board and serve at the discretion of the Board until the member resigns, is removed or ceases to be a member of the Board.

The Board has adopted a written mandate setting forth the purpose, composition, authority and responsibility of the Compensation Committee consistent with the Company's corporate governance guidelines. In accordance therewith, the Compensation Committee is responsible for, among other things:

1. Setting the overall philosophy, strategy and policies for compensation of the Company's executive officers and determining the forms and amount of compensation appropriate to achieve the Company's strategic objectives.
2. At least annually, reviewing and approving the Company's corporate goals and objectives relevant to the compensation of the CEO and other executive officers and evaluating the performance of the executive officers other than the CEO, to determine such officers' compensation level relative to this evaluation in respect to (1) the annual incentive opportunity level and any related goals and (2) the long-term incentive opportunity level and any related goals.
3. Annually, reviewing the Governance and Nominating Committee's evaluation of the performance of the CEO in light of the Company's corporate goals and objectives relevant to the compensation of the CEO, and determining the CEO's compensation level based on this evaluation, including (1) the annual base salary level, (2) annual incentive opportunity level and any related goals, (3) the long-term incentive opportunity level and any related goals, and (4) any supplemental benefits or perquisites.
4. Reviewing and approving the key terms and conditions of all employment and other agreements between the Company and the CEO.
5. Reviewing the recommendations of the CEO respecting the appointment, compensation and other terms of employment of other executive officers and, if advisable, approving and recommending for Board approval any such appointment, compensation and other terms and conditions of employment.
6. Reviewing and making recommendations to the Board concerning the adoption, terms, amendment and operation of the Company's compensation plans for all executive officers and other officers, including incentive-compensation plans and equity based plans.
7. Making recommendations to the Board with respect to equity awards under the Company's equity based compensation plans to be approved by the Board.
8. Interpreting, administering and making appropriate determinations under any incentive-based compensation recoupment policy adopted by the Company.
9. Reviewing and approving any compensation disclosure of the Company before it is publicly disclosed.
10. On an annual basis, reviewing compliance by the executive officers and Directors with the Company's share ownership guidelines, and recommending for approval by the Board any changes to the Company's share ownership guidelines.

11. On an annual basis, reviewing and recommending for approval by the Board the compensation for members of the Board and its committees, and reviewing and recommending changes in such compensation and plans relating to Director compensation, including any equity awards.
12. Considering and recommending to the Board the frequency of the Company's advisory vote on executive compensation and assessing the results of each such advisory vote.

Further particulars of the process by which compensation for the NEOs is determined is provided under the heading "Executive Compensation".

Governance and Nominating Committee

The Governance and Nominating Committee consists of a minimum of three Directors. The Governance and Nominating Committee assists the Board in fulfilling its responsibilities in connection with the composition of the Board, corporate governance policies, the Code (as defined herein), management succession and development, and the remuneration for Board and committee service.

The Governance and Nominating Committee is currently comprised of Erin Young, who is Chair of this committee, Clayton Harmon and Lawrence Molloy. Mr. Harmon is not considered independent for the purposes of NI 58-101, while Ms. Young and Mr. Molloy are considered independent for the purposes of NI 58-101. No member of the Governance and Nominating Committee is an executive officer of the Company, and as such, the Board believes that the Governance and Nominating Committee will be able to conduct its activities in an objective manner. For additional details regarding the relevant education and experience of each member of the Governance and Nominating Committee, see "Matters to be Acted upon at Meeting – Nominees for Election to the Board".

The members of the Governance and Nominating Committee are appointed annually by the Board and serve at the discretion of the Board until the member resigns, is removed or ceases to be a member of the Board.

The Board has adopted a written mandate setting forth the purpose and scope, composition, and responsibilities of the Governance and Nominating Committee consistent with the Company's corporate governance guidelines. In accordance therewith, the Governance and Nominating Committee is responsible for, among other things:

1. Ensuring that an appropriate system is in place to annually evaluate the size, composition and effectiveness of the Board, as well as the Board committees and individual Directors.
2. Annually assessing the effectiveness of the senior management appointment process at achieving the Company's diversity objectives.
3. Periodically reviewing and recommending to the Board with respect to succession planning matters concerning the CEO and other key executive officers.
4. Periodically reviewing and making recommendations to the Board with respect to the position description of the CEO, including the corporate goals and objectives that the CEO has responsibility for meeting, and the basis upon which the CEO is to interact with and report to the Board, and to ensure compliance with applicable laws, and where necessary recommending changes to the Board for approval.
5. Annually evaluating the performance of the CEO in light of the Company's corporate goals and objectives relevant to the compensation of the CEO and providing the results of such evaluation

to the Compensation Committee to determine the CEO's compensation level based on this evaluation.

6. Periodically reviewing the Code, disclosure policy of the Company, Insider Trading Policy (as defined herein), Diversity Policy (as defined herein), Majority Voting Policy (as defined herein) and similar or other governance policies of the Company, to ensure compliance with applicable laws, and where necessary recommending changes to the Board for approval.
7. Monitoring conflicts of interest (real or perceived) of members of the Board and management in accordance with the Code.
8. Reviewing, monitoring and making recommendations regarding new director orientation and the continuing education of existing Directors.
9. Reviewing all Shareholder proposals submitted to the Company in connection with meetings of Shareholders and recommending to the Board appropriate action on each such proposal.
10. Overseeing the Company's activities and disclosure on corporate responsibility and environmental, social and governance matters.
11. Making recommendations to the Board establishing policies and procedures for (i) identifying and selecting potential nominees for the Board, and (ii) considering all nominees to the Board including those recommended by Shareholders.
12. Developing a long-term succession plan for the Board and annually or as required, identifying and recruiting potential nominees for election or appointment to the Board.
13. Periodically, and not less frequently than annually, undertaking an assessment of the independence of the members of the Board.
14. Periodically undertaking an examination of the size of the Board and each Board committee, with a view to determining the impact of the number of Directors on the effectiveness of the Board and its committees in fulfilling their responsibilities, and recommending to the Board, if necessary, a reduction or increase in the size of the Board or any Board committee.
15. Annually or as required, recommending to the Board the individual Directors to serve on (or to depart from) the standing committees of the Board.
16. Annually (i) assessing the effectiveness of the Board appointment/nomination process at achieving the objectives of the Diversity Policy and (ii) considering and, if determined advisable, recommending to the Board for adoption, measurable objectives for achieving diversity on the Board.
17. Making recommendations to the Board with respect to the appointment of a Chair of each committee, the Chair of the Board, the Lead Director (if applicable), the CEO and senior management of the Company.

Insider Trading Policy

The Board has adopted an insider trading policy (the “**Insider Trading Policy**”) relating to the trading in securities of the Company by Directors, officers, employees and other insiders of the Company and its subsidiaries. Among other things, the following are prohibited by the Insider Trading Policy: (a) speculating in

securities of the Company; (b) short selling securities of the Company; (c) transacting in puts and calls; and (d) purchasing financial instruments that are designed to hedge or offset a decrease in the market value of securities of the Company granted as compensation or held, directly or indirectly, by a Director or senior officer of the Company.

The Insider Trading Policy also provides for “blackout periods” during which persons who are subject to trading pre-clearance pursuant to the policy are prohibited from trading in securities of the Company. The blackout periods for quarterly earnings run from the first trading day following the 15th day of the third month of a fiscal quarter until the completion of two full trading days following the date on which a press release has been issued in respect of the Company’s interim or annual financial statements. For blackouts outside of the earnings blackouts, the time period over which such blackouts will run will be determined at the time of implementation of the blackout and will be based on the facts of a particular situation.

Executive Clawback Policy

The Board has adopted an executive clawback policy (the “**Executive Clawback Policy**”) applicable to the CEO, the CFO, any executive officer of the Company identified in a management information circular of the Company, all Company employees at the vice president level and above, all Company finance department employees at the director level and above, and any other employee specifically designated by the Compensation Committee, (each a “**Specified Officer**”). The Executive Clawback Policy provides for the right of the Company to require disgorgement or reimbursement and/or reduction, cancellation or termination of all or a portion of any bonus, equity-based or other incentive-based compensation awarded or granted to a Specified Officer, as the case may be, of the Company upon the occurrence of one or more Specified Officers having been determined in the discretion of the independent Directors to have engaged in fraud, intentional misconduct or gross negligence, or committed a material breach of the Code, or if the Company is required to publicly issue a material accounting restatement of all or a portion of the Company’s interim or annual financial statements included in the Company’s public disclosure documents (each, a “**Malfeasance Event**”), in each case in the 36 month period prior to the date on which the Board determines that a Malfeasance Event has occurred.

Enterprise Risk Management

The Board is accountable for overseeing the development of a comprehensive risk management program for identifying, assessing, managing, monitoring, mitigating and reporting on the Company’s key risks. Management monitors the business to identify and assess key risks that could have a significant adverse impact on the Company’s brand, financial position, or ability to achieve its strategic and business objectives.

Though the Board is ultimately responsible for risk oversight, the Audit Committee oversees the Company’s risk management processes and reports to the Board on management’s assessment of key risks, including mitigation tactics and control activities.

Additional information on the Company’s risk management program and risk factors is included in the MD&A for the year ended December 30, 2023 and Annual Information Form for the year ended December 30, 2023, which are available under the Company’s profile on SEDAR+ at www.sedarplus.com and at www.petvalu.ca.

Environment Social and Governance (“ESG”) Factors

Our mission, values and strategy are anchored in the belief that utilizing sustainable business practices helps deliver profitable growth and create value over the long-term. As a result, our approach to managing many ESG factors, and particularly those that can reasonably be expected to affect the Company’s prospects and

influence decisions by existing and potential investors (“**Primary ESG Factors**”), is consistent with our approach to other business factors.

ESG Governance

The Board has delegated oversight of the Company’s ESG activities and disclosure to the Governance and Nominating Committee of the Board (the “**Governance and Nominating Committee**”). To demonstrate the Company’s commitment to managing ESG matters, in Fiscal 2023, the Board adopted an ESG policy (the “**ESG Policy**”) outlining the Company’s governance, strategy, risk management, measurement and disclosure of Primary ESG Factors relevant to our operations.

We have designated Pet Valu’s executive leadership team, comprised of the Company’s CEO and the CEO’s direct reports, as our ESG steering committee. This committee, supported by appropriate working groups and accountable executive sponsors, is responsible for identification of Primary ESG Factors, implementation and adherence to appropriate procedures and disclosure of key performance indicators. The Governance and Nominating Committee receives quarterly progress updates on ESG matters from this committee.

ESG Reporting

On November 15, 2023, the Company issued its first ESG report (the “**2022 ESG Report**”) that provides a comprehensive overview of nine Primary ESG Factors, which were identified through a materiality assessment completed in early Fiscal 2023 as having a critical role in the delivery of Pet Valu’s strategic, operational and financial aspirations. The 2022 ESG Report focuses on the importance of our approach to, performance on, and outlook for each of the Primary ESG Factors, discussed across five distinct sections:

Section	Franchisee Relationships	ACE Working Environment	Energy and Emissions Management	Responsible Stewardship	Product Safety and Quality
Primary ESG Factor(s)	Franchisee Relationships	Labour Practices and Retention Diversity, Equity and Inclusion Development and Training	Greenhouse Gas Emissions Energy Management	Corporate Governance Data Privacy and Information Security	Product Safety and Quality

Pet Valu’s 2022 ESG Report, along with other related materials are available on our investor relations website at investors.petvalu.com. The information on our website does not form part of this Circular and our ESG report is not incorporated by reference herein.

Diversity Commitment and Oversight

Pet Valu is committed to fostering an open and inclusive workplace culture. Pet Valu believes diverse representation throughout the Company is necessary to provide the range of perspectives, experience and expertise required to achieve the Company’s objectives and deliver value for its stakeholders. The Company and the Board define diversity as any dimension that can be used to differentiate groups and people from one another and includes gender identity and sexual orientation, age, persons with disabilities, race, nationality, culture, language and other ethnic distinctions, education, regional and industry experience, and expertise. To demonstrate its commitment to diversity, the Board updated its written diversity policy in 2024 (the “**Diversity**

Policy”), which outlines Pet Valu’s strategy, governance and commitments to fostering diversity throughout the Company to expand its diversity initiatives to encourage diversity at all employee levels as well as within its franchisee population. The Board measures the effectiveness of its Diversity Policy over time by tracking diversity metrics and reviewing director nominee pools for diversity criteria. The Governance and Nominating Committee values and considers diversity as part of its overall annual evaluation of nominees for appointment or election to the Board, as well as candidates for senior management positions.

Board Diversity

Pet Valu is committed to a merit-based system for Board composition within a diverse and inclusive culture that solicits multiple perspectives and views and is free of conscious or unconscious bias and discrimination. When assessing Board composition or identifying suitable candidates for appointment or election to the Board, the Company will consider candidates on merit against objective criteria having due regard to the benefits of diversity and the needs of the Board. While our past practices emphasized gender representation, future appointee and nominee selection processes will also focus on broadening our recruitment to attract potential Board appointees and nominees who are racially or ethnically diverse.

The Company recognizes that gender, as well as racial and ethnic diversity, are significant aspects of diversity and acknowledges the important role of qualified women and racially and ethnically diverse individuals in contributing to diversity of perspective on the Board. Accordingly, in order to promote the specific objectives of gender, racial and ethnic diversity on the Board, the selection process for Board appointees and nominees for appointment or election will continue to involve appropriate efforts to include women and racially and ethnically diverse candidates in the list of those being considered for Board positions.

If, at the end of the selection process, no women or racially or ethnically diverse individuals are selected from the list of candidates, the Board must be satisfied that there are objective reasons to support this determination.

In furtherance of Board diversity, the Diversity Policy provides that the Company will target, on or prior to the Company’s annual general meeting of Shareholders in 2024, and thereafter, that at least 30% of the members of the Board will identify as women. Currently, the Company has met this target with three of nine (33.3%) members of the Board identifying as women.

The Company also recognizes the importance of racial and ethnic diversity on the Board. Accordingly, the Company will target, on or prior to the Company’s annual general meeting of Shareholders in 2025, and thereafter, that the Board will consist of at least one racially or ethnically diverse director.

Executive Officer and Senior Management Diversity

Similar to practices at the Board level, the Company is broadening its diversity practices within the executive officer and senior management levels to facilitate representation of a broad range of perspectives, expertise and experience. In order to promote the specific objective of gender, racial or ethnic diversity, the Company (i) is identifying, and will implement policies to address impediments to gender, racial or ethnic diversity in the workplace, and will review their availability and utilization, (ii) proactively identifies high-potential individuals who identify as women, as well as racially or ethnically diverse individuals for leadership training programs and encourages them to apply for more senior roles, (iii) will continue to develop flexible scheduling programs and other family friendly policies for mid-career individuals who identify as women to assist with recruitment and retention, (iv) regularly reviews the proportion of persons at all levels of the Company who identify as women or who are racially or ethnically diverse, (v) monitors the effectiveness of, and continues to expand on, existing initiatives designed to identify, support and develop talented individuals who identify as women or ethnically or racially diverse employees with senior management potential, and (vi) will continue to

identify new ways to entrench diversity as a cultural priority across the Company. As of the date of this Circular, approximately 66% of Pet Valu employees in management roles identify as women, including over 62% of executive officers, 46% of those with a director title or above (excluding executive officers), and 83% of our Store Managers and District Managers. Approximately 66% of all other Pet Valu employees that are not in management roles also identify as women. On an annual basis, the Governance and Nominating Committee assesses the effectiveness of the senior management appointment process at achieving the Company's diversity objectives and consider and, if determined advisable, recommend to the Board for adoption, measurable objectives for achieving diversity in senior management.

The Company does not intend to establish a target regarding the number of individuals who identify as women, or racially or ethnically diverse individuals in executive officer or senior leadership positions. The Company believes that the most effective way to achieve its goal of increasing the representation of a more diverse leadership group at all levels of the organization is to identify and retain high-potential diverse individuals within the Company and work with them to develop the skills, acquire the experience and have the opportunities necessary to become effective leaders. The Company will, however, evaluate the appropriateness of adopting targets in the future.

The following tables set out the number and percentage of Board members and executive officers who identify as women, and the Company's target and progress in achieving such target in respect to Board diversity. The Company has not adopted a target in respect to executive officer diversity.

	Number	%
Women on Board of Directors	3 of 9	33.3%
Women in Executive Officer Positions	5 of 8	62.5%

	Target		Specific Date for Achievement of Target	Progress in Achieving Target
	Number	%		
Board of Directors	3 of 9	30%	2024 Annual General Meeting of Shareholders	Achieved
Executive Officer Positions	N/A	N/A	N/A	N/A

Ethical Business Conduct

The Board has adopted a written code of business conduct and ethics (the "**Code**") that applies to all of the Directors, officers and employees of the Company and its subsidiaries. The Code provides a set of standards and principles for conducting the business of the Company by acting ethically and with integrity, operating safely, and treating others in a respectful and compassionate manner. The Code sets out guidance with respect to conduct in dealing with retaliation, conflicts of interest, competition and fair dealing, workplace harassment and discrimination, privacy, insider trading, information technology systems and security, confidentiality and disclosure, financial reporting, compliance with laws, customers and business partners, health and safety, political activity and reporting any illegal or unethical behaviour.

The Board has ultimate responsibility for monitoring compliance with the Code and it monitors compliance through the Governance and Nominating Committee. The Board is also responsible for considering any waivers of the application of the Code. The Code is filed with the Canadian securities regulatory authorities under our profile on SEDAR+ at www.sedarplus.com.

Data Privacy & Information Security

Our reputation and ability to acquire, retain and serve our customers are dependent upon the reliable performance of our network infrastructure and digital platforms. We have invested and expect to continue to invest in technology including third-party subscriptions and related network infrastructure to support the operations of digital platforms and internal systems. Pet Valu has implemented a wide range of measures including quarterly security consulting and assessments, identity and data protection, incident management, security intelligence and analysis, and security remediation to support availability, integrity and confidentiality of data. Importantly, we do not store customer payment information on our systems. In addition, an independent third-party undertakes an annual audit of our data and cyber security and provides a report to the senior management of Pet Valu.

Our Board has ultimate responsibility for data privacy and information security and has delegated oversight responsibility to the Audit Committee. The Audit Committee receives comprehensive quarterly updates from management, which include details of any significant instances of unauthorised access to or disruption of systems, the results of third-party audits undertaken on our environment, and additional reporting on proactive “phishing” or other simulations the Company undertakes to improve employee training and awareness of cybersecurity. As part of the Board’s continuing education, a Director education session on cybersecurity and data protection was provided in Fiscal 2023, and sessions on generative artificial intelligence and cybersecurity and data protection are planned for Fiscal 2024.

In Fiscal 2023, there were no known instances of unauthorised access to confidential or sensitive information, or disruptions to Pet Valu systems.

Articles

The Articles include Advance Notice Provisions and provisions related to forum selection. A copy of the Articles may be obtained by contacting the Company and are available under the Company’s profile on SEDAR+ at www.sedarplus.com. For additional details regarding the content of the Advance Notice Provisions, see “Matters to be Acted Upon at Meeting – Advance Notice Provisions”.

MANAGEMENT CONTRACTS

No management functions of the Company are performed to any degree by a person other than the Directors or executive officers of the Company.

OTHER BUSINESS

The management of the Company and the Directors are not aware of any matters intended to come before the Meeting other than those items of business set forth in the attached Notice of Meeting accompanying this Circular. If any other matters properly come before the Meeting, it is the intention of the persons designated by management in the form of proxy to vote in respect of those matters in accordance with their judgment.

ADDITIONAL INFORMATION

Additional information relating to the Company is available under the Company's profile on SEDAR+ at www.sedarplus.com. Financial information about the Company is provided in the Annual Financial Statements and MD&A for its most recently completed financial year.

Shareholders may request copies of the Annual Financial Statements and MD&A for the Company's most recently completed financial year by contacting the Senior Director, Investor Relations of the Company at 130 Royal Crest Court, Markham, Ontario, L3R 0A1, Telephone (905) 946-1200.

* * * * *

DIRECTORS' APPROVAL

The contents and the sending of this Circular have been approved by the Board.

Dated as of March 19, 2024.

(signed) "Anthony Truesdale"

Anthony Truesdale
Chair of the Board

APPENDIX “A”

RESOLUTION APPROVING THE CONTINUED GRANTING OF UNALLOCATED GRANTS UNDER THE LONG-TERM INCENTIVE PLAN OF PET VALU HOLDINGS LTD. (THE “COMPANY”)

WHEREAS pursuant to the policies of the Toronto Stock Exchange, holders of common shares (excluding those holders entitled to receive a benefit under the Company’s existing long-term incentive plan (“**LTIP**”)) are required to pass a resolution approving unallocated entitlements granted pursuant to the LTIP every three years;

AND WHEREAS the approval of said unallocated entitlements granted pursuant to the LTIP last occurred on June 30, 2021;

NOW BE IT RESOLVED THAT:

1. All unallocated entitlements under the LTIP be and are hereby approved.
2. The Company shall have the ability to continue granting entitlements pursuant to the LTIP until May 7, 2027, which is the date that is three (3) years from the date of the shareholder meeting at which shareholder approval is being sought.
3. Any one officer or director of the Company is authorized to do all such acts and things and to execute such other documents, whether under the corporate seal of the Company or otherwise, that may be necessary to give effect to this resolution.

APPENDIX “B”

Virtual Meeting Guide

USER GUIDE – VIRTUAL MEETING



To start

This year, the meeting will take place virtually. You will be able to participate online using your smartphone, tablet or computer.

You will be able to view a live webcast of the meeting, ask the board questions and submit your votes in real time.

You may also provide voting instructions before the meeting by completing the Form of Proxy or voting information form that has been provided to you.

Important Notice for Non-Registered Holders

Non-registered holders (being shareholders who hold their shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxy may attend as guests but will not be able to vote.

If you are a non-registered holder and wish to attend and participate at the meeting, you should carefully follow the instructions set out on your voting information form and in the management information circular relating to the meeting, in order to appoint and register yourself as proxy, otherwise you will be required to login as a guest.

To participate online

Make sure the browser on your device is compatible. You will need the latest version of Chrome, Safari, Edge, or Firefox. Internet Explorer is not supported.

Using your smartphone, tablet or computer, go to the following address:

Meeting Access

web.lumiagm.com/448370416

You will need the following information to login:

Meeting ID

448-370-416

Password

petvalu2024

Registered Shareholders

The control number listed on your form of proxy.

Appointed Proxy

The control number or username provided by the transfer agent.

Caution

Internal network security protocols including firewalls and VPN connections may block access to the Lumi platform for your meeting. If you are experiencing any difficulty connecting or watching the meeting, ensure your VPN setting is disabled or use a computer on a network not restricted to security settings of your organization.

Registered Shareholders and Appointed Proxy

Select “I have a login”.

Guests

Select “I am a guest” and fill in the form.



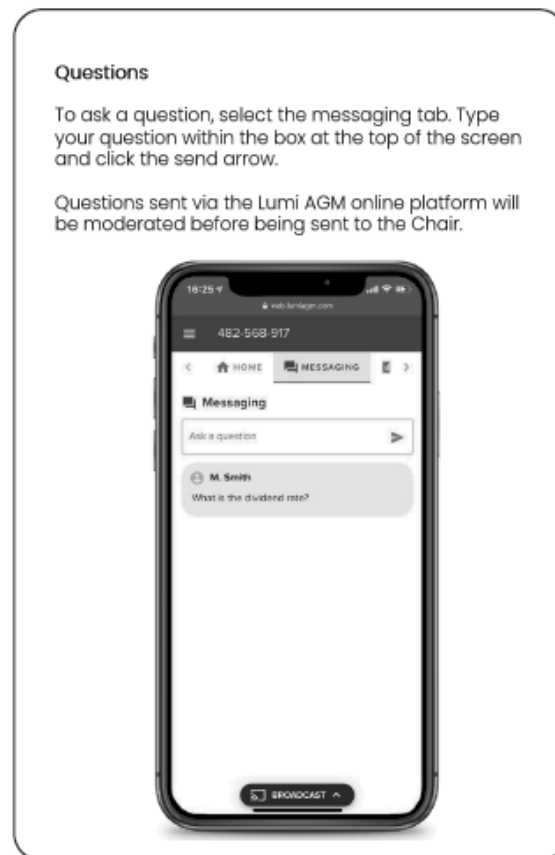
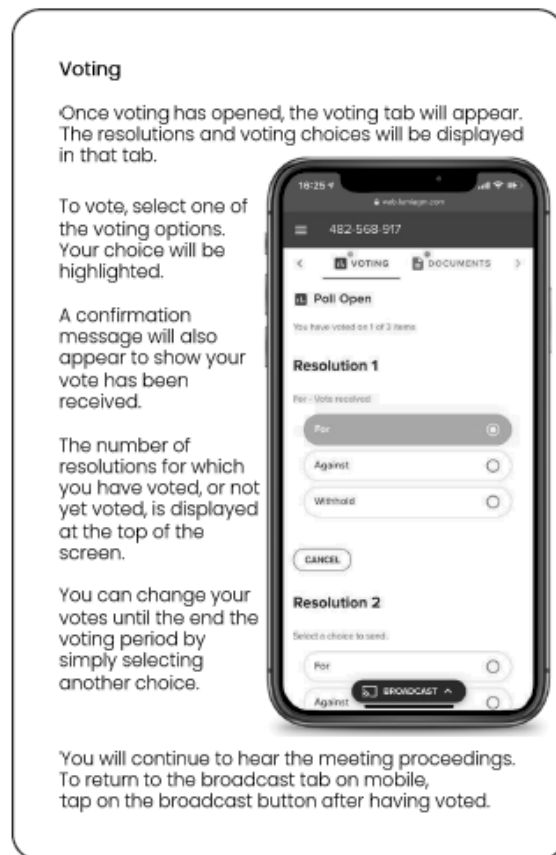
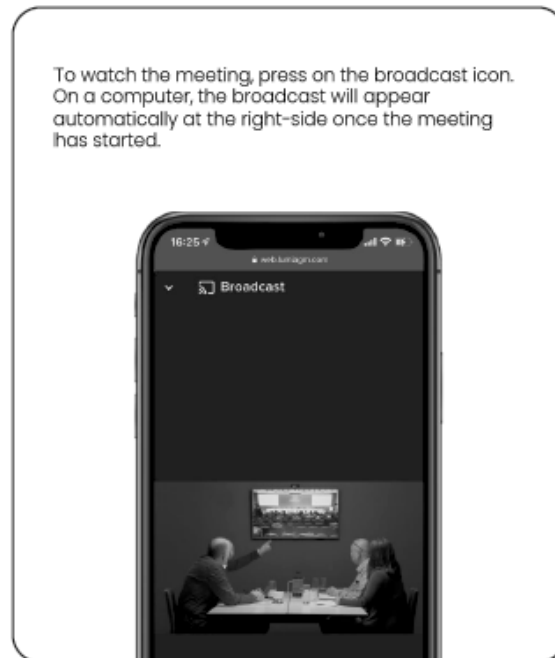
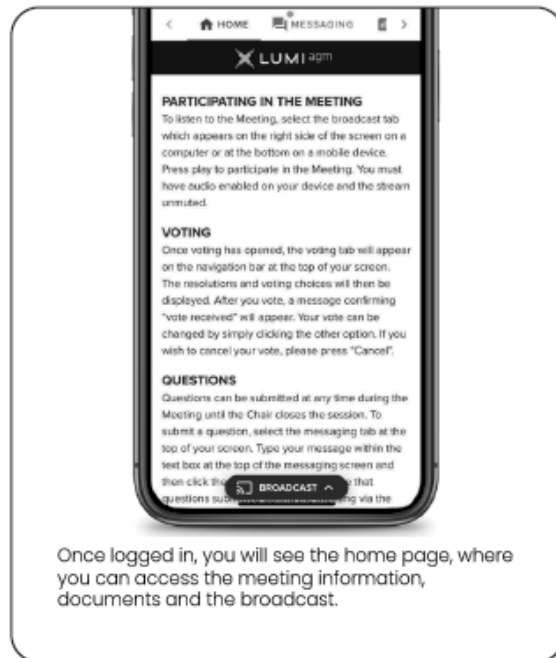
Registered Shareholders

Enter the control number listed on your form of proxy and the password above.

Appointed Proxy

Enter the control number or username provided by the transfer agent and the password above.





APPENDIX “C”

PET VALU HOLDINGS LTD.

BOARD OF DIRECTORS MANDATE

Effective Date: June 30, 2021

Updated: August 4, 2023

1. Purpose

The members of the Board of Directors (the “**Board**”) are responsible for the stewardship of Pet Valu Holdings Ltd. (the “**Company**”). The Board, directly and through its committees and the chair of the Board (the “**Chair**”) (and, if applicable, the lead director of the Board (the “**Lead Director**”)), shall supervise the management of the business and affairs of the Company, generally through the Chief Executive Officer, to pursue the best interests of the Company.

2. Membership

Number of Members

Subject to compliance with applicable law, the Company’s constating documents, and any agreements or other arrangements concerning the size of the Board, the Board shall be comprised of such number of members as determined by the Board from time to time.

Independence of Members

A majority of the members of the Board shall be independent within the meaning of the provisions of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, as may be amended from time to time.

Term of Members

At each annual meeting of the Company’s shareholders, the Board must permit shareholders to vote on the election of all members of the Board. Each member of the Board shall serve until immediately before the election of directors at each annual meeting of the Company’s shareholders, at which time each member of the Board shall cease to hold office but is eligible for re-election, or until the member resigns, ceases to be qualified for service as a member of the Board or is removed in compliance with applicable law.

Chair of the Board

Subject to compliance with any agreements or other arrangements concerning such matter, the members of the Board shall designate a Chair by majority vote of the full Board membership, following consideration of the recommendation of the governance and nominating committee of the Board (the “**Governance and Nominating Committee**”).

The Chair shall be an independent member of the Board, unless the Board determines that it is in the best interests of the Company to not require the Chair to be independent, in which case the independent directors shall select from among their number, following consideration of the recommendation of the Governance and Nominating Committee, a further director who will act as “Lead Director”.

In the absence of the Chair, the Lead Director shall chair any meeting of the Board and in the absence of both the Chair and the Lead Director, the members of the Board present may appoint a chair from their number for such meeting.

General

Each director must have an understanding of the Company's principal operational and financial objectives, plans and strategies, and financial position and performance. Directors are expected to have read and considered, in advance of each meeting, the materials sent to them and to actively participate in the meetings.

Directors must have sufficient time to carry out their duties and not assume responsibilities that would materially interfere with, or be incompatible with, Board membership. Directors who experience a significant change in their personal circumstances, including a change in their principal occupation, are expected to advise the chair of the Governance and Nominating Committee.

Directors may serve on the board of directors of other public issuers so long as these commitments do not materially interfere and are compatible with their ability to fulfill their duties as a member of the Board. Directors must advise the Chair in advance of accepting an invitation to serve on the board of directors of another public issuer.

Each director must comply with, and conduct business in accordance with the Code (as defined herein) that governs the behaviour of employees, directors and officers, including advising the Board of any conflicts, or potential conflicts of interest, and abstaining from voting on matters in which the director has an interest.

3. Meetings

Number of Meetings

The Board shall meet as often as the Board considers appropriate to fulfill its responsibilities, but in any event at least four times per year.

Attendance

Each director is expected to attend all meetings of the Board and any Board committee of which he or she is a member, except in exceptional circumstances. A director may participate in a meeting in person or by telephone or other communications medium if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other.

Quorum

No business may be transacted by the Board at a meeting unless a quorum of the Board is present, as specified in the Company's Articles, in person or by telephone or other electronic means that permits all persons participating in the meeting to speak and hear each other.

Secretary and Minutes

The corporate secretary, his or her designate, or any other person the Board requests shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained in sufficient detail to convey the substance of all discussions held and shall be, on a timely basis, subsequently presented to the Board for approval.

Attendance of Non-Members

The Board may invite to a meeting any officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

Meetings of Independent Directors

As part of each meeting of the Board, the independent directors shall hold an *in camera* session, at which management and non-independent directors are not present, and the agenda for each Board meeting will afford an opportunity for such a session. The independent directors may also, at their discretion, hold *ad hoc* meetings that are not attended by management and non-independent directors.

Access to Management and Books and Records

The Board shall have free and unrestricted access at all times, either directly or through its duly appointed representatives, to the Company's management and employees and the books and records of the Company.

4. Responsibilities

The Board shall have the specific functions and responsibilities outlined below and may delegate any such responsibilities to a committee of the Board. In addition to these functions and responsibilities, the Board shall perform the functions and responsibilities required of a Board by the Company's governing corporate statute, applicable Canadian securities laws, any exchange upon which securities of the Company are listed, or any governmental or regulatory body exercising authority over the Company, as are in effect from time to time (collectively, the "**Applicable Requirements**") or as the Board otherwise deems necessary or appropriate.

Strategic Planning

(a) Strategic Plans

The Board has adopted a strategic plan for the Company. The Board shall periodically review and, if advisable, approve the Company's strategic planning process and, at least annually, review and, if advisable, approve the Company's strategic planning process and short- and long-term strategic and business plans prepared by management. In discharging this responsibility, the Board shall review the plans in light of management's assessment of emerging trends, the competitive environment, the capital markets, the significant business practices and products, the opportunities and risks for the businesses of the Company, and industry practices.

(b) Business and Capital Plans

The Board shall periodically review and, if advisable, approve the policies and processes generated by management relating to the authorization of major investments and significant allocations of capital and, at least annually, review and, if advisable, approve the Company's annual business and capital plans.

(c) Monitoring

The Board shall periodically review management's implementation of the Company's strategic, business and capital plans and review and, if advisable, approve any material amendments to, or variances from, such plans.

Risk Management

(d) Identification and Management of Risks

The Board shall oversee the development by management of a comprehensive risk management program. At least annually, the Board shall review reports provided by management and committees of the Board on the principal risks associated with the Company's business and operations, review the implementation by management of appropriate systems to identify, assess, manage and mitigate these risks, and review reports by management relating to the operation of, and any material deficiencies in, these systems.

(e) Verification of Controls

The Board shall verify that appropriate internal, financial, non-financial and business control and management information systems have been established, and are being maintained, by management.

Financial Information and Internal Controls

(f) Financial Reporting

The Board shall oversee the financial reporting and disclosure obligations imposed on the Board, the Company and Senior Management (as defined herein) by laws, regulations, rules, policies and other applicable requirements. The Board shall oversee the integrity of the Company's management information systems.

(g) Internal Controls

The Board shall oversee the effectiveness of the Company's internal controls and the preparation of, and processes relating to, reports and attestations with respect to the Company's internal control and disclosure control procedures. The Board shall obtain reasonable assurance that due diligence processes and controls in connection with the Company's annual and interim filings are in place and monitor their continued effectiveness.

(h) Approval of Annual Financial Reports

The Board shall, with the assistance of the audit committee of the Board (the "**Audit Committee**"), review the annual consolidated audited financial statements of the Company, the independent auditors' report thereon and, if required pursuant to the Applicable Requirements, the related management's discussion and analysis of the Company's financial condition and financial performance ("**MD&A**"), as well as the Audit Committee's recommendations in respect of the approval thereof. After completing its review, if advisable, the Board shall approve the annual financial statements and, if applicable, the related MD&A.

(i) Approval of Interim Financial Reports

If required pursuant to the Applicable Requirements, the Board shall review the interim consolidated financial statements of the Company, the independent auditors' review report thereon and the related MD&A, as well as the Audit Committee's recommendations in respect of the approval thereof. After completing its review, if advisable, the Board shall approve the interim financial statements and, if applicable, the related MD&A.

(j) Nomination of External Auditors

The Board shall review the recommendations of the Audit Committee concerning the external independent auditors to be nominated and, if advisable, approve such nomination.

(k) Policies for Pre-Approval of Non-Audit Services

The Board shall review the recommendations of the Audit Committee concerning the policies and procedures for the retainer of the Company's external independent auditors to perform any non-audit service for the Company or its subsidiary entities and, if advisable, approve, with or without modifications, such policies and procedures.

Human Resource Management

(l) Chief Executive Officer

The Board shall review the recommendations of the compensation committee of the Board (the "**Compensation Committee**") concerning the organizational goals and objectives relevant to Chief Executive Officer compensation and, if advisable, approve, with or without modifications, such goals and objectives.

The Board shall review the recommendations of the Compensation Committee concerning (i) the appointment and other terms of employment (including any severance arrangements or plans and any benefits to be provided in connection with a change in control) for the Chief Executive Officer, including the adoption, amendment and termination of such agreements, arrangements or plans and, if advisable, approve, with or without modifications, such appointment and other terms of employment and (ii) the Chief Executive Officer's compensation level and, if advisable, approve, with or without modifications, such compensation.

(m) Senior Management

The Board shall review the recommendations of the Compensation Committee concerning the appointment of the Chief Financial Officer, all senior management reporting directly to the Chief Executive Officer and all other officers appointed by the Board (collectively "**Senior Management**") and, if applicable and advisable, after consideration of the objectives of the Diversity Policy, is applicable, approve any such appointment.

The Board shall review the recommendations of the Compensation Committee respecting the compensation and other terms of employment (including any severance arrangements or plans and any benefits to be provided in connection with a change in control) of members of Senior Management and, if advisable, approve, with or without modifications, such compensation and other terms of any employment agreements and any severance arrangements or plans.

(n) Succession Review

At least annually, the Board shall review the succession plans of the Company for the Chair and, if applicable, the Lead Director. The Board shall also periodically review the recommendations of the Compensation Committee with respect to succession planning matters concerning the Chief Executive Officer and other members of Senior Management, as well as general executive development programs, and, after consideration of the objectives of the Diversity Policy, if applicable, develop the succession plans of the Company.

(o) Integrity of Senior Management

The Board shall, to the extent feasible, satisfy itself as to the integrity of the Chief Executive Officer and other members of Senior Management and that the Chief Executive Officer and other members of Senior Management strive to create a culture of integrity throughout the Company.

(p) Director Remuneration

The Board shall review the recommendations of the Compensation Committee concerning the remuneration (fees and/or retainer) to be paid to, and the benefits to be provided, to members of the Board for service in applicable capacities and, if advisable, approve, with or without modifications, such remuneration.

(q) Equity-Based Compensation Plans

The Board shall review the recommendations of the Compensation Committee concerning the adoption or amendment of equity-based compensation plans of the Company and, if advisable, approve, with or without modifications, the adoption or amendment of such plans.

Nomination Matters

(r) General

The Governance and Nominating Committee is responsible for recommending candidates for Board membership, in accordance with the mandate of the Governance and Nominating Committee. The Board shall periodically review reports of the Governance and Nominating Committee concerning nomination matters.

(s) Nominee Identification

The Board shall review the recommendations of the Governance and Nominating Committee concerning the potential nominees for election or appointment to the Board and, after considering (i) the results of the Board and director effectiveness evaluation process, (ii) the competencies, skills and other qualities that the Governance and Nominating Committee considers to be necessary for the Board as a whole to possess, the competencies, skills and other qualities that the Governance and Nominating Committee considers each existing director to possess, and the competencies, skills and other qualities each new nominee would bring to the boardroom, (iii) the amount of time and resources that nominees have available to fulfill their duties as Board members, (iv) the objectives of the Diversity Policy, if applicable, and (v) any applicable independence, residency and/or other requirements, approve, if advisable, with or without modifications, the individual nominees for consideration by, and presentation to, the shareholders at the Company's next annual meeting of shareholders or appointment to the Board between such meetings.

(t) Committees of the Board

The Board shall annually evaluate the performance, and review the work, of its committees. The Board shall annually, or as otherwise required or deemed advisable, review the recommendations of the Governance and Nominating Committee concerning the individual directors to serve on (or to depart from) the committees of the Board and, after considering (i) the qualifications for membership on each committee, (ii) the extent to which there should be a policy of periodic rotation of directors among the committees, and (iii) the number of boards and other committees on which the directors serve, approve the appointment of such directors to (or departure from) the committees as the Board deems advisable.

(u) Director Independence

The Board shall periodically review the Board's and the Board committees' ability to act independently from management in fulfilling their responsibilities and in doing so the Board shall (i) review the application and evaluation by the Governance and Nominating Committee of the director independence standards applicable to members of the Board and (ii) review the recommendations of the Governance and Nominating Committee concerning a reduction or increase in the number of independent directors and, if advisable, approve, such reduction or increase.

(v) Board and Committee Size

The Board shall review the recommendations of the Governance and Nominating Committee concerning a reduction or increase to the size of the Board or any Board committee and if advisable, approve, such a reduction or increase.

(w) Board Renewal

The Board shall review the recommendations of the Governance and Nominating Committee concerning mechanisms of Board renewal, and if advisable, approve, with or without modifications, the adoption of any such mechanisms. The Company has a director tenure policy, under which the maximum period of time a director can be on the Board is the earlier of 12 years after joining the Board or 75 years of age. A director would not stand for re-election at the annual meeting of the Company's shareholders following that event. The Governance and Nominating Committee might recommend a director for re-election after the expiry of their maximum term if it is in the best interests of the Company to do so.

(x) Diversity Policy

If required pursuant to the Applicable Requirements, the Board will adopt a diversity policy (the "**Diversity Policy**"). If applicable, the Board shall review any recommendations of the Governance and Nominating Committee concerning the adoption of measurable objectives for achieving diversity on the Board and if advisable, approve, with or without modifications, the adoption of any such objectives.

(y) Majority Voting

If required pursuant to the Applicable Requirements, the Board will adopt a Majority Voting Policy. If applicable, the Board shall review the recommendations of the Governance and Nominating Committee concerning resignations of directors pursuant to the Company's Majority Voting Policy in respect of the election of directors and if advisable, accept or reject any such resignation, in accordance with the terms of the Company's Majority Voting Policy.

Corporate Governance

(z) General

The Board shall periodically review reports of the Governance and Nominating Committee concerning corporate governance matters.

(aa) Position Descriptions

The Board has approved or will approve position descriptions for the Chair, the Lead Director (if any), the Chief Executive Officer, and the chair of each Board committee which will specify the responsibilities and duties of such offices, and shall be reviewed with the assistance of the Governance and Nominating Committee, as appropriate. The Board shall periodically review the recommendations of the Governance and Nominating Committee concerning changes to such position descriptions and if advisable, approve, with or without modifications, the adoption of any such changes.

(bb) Governance Policies

The Board has adopted a Disclosure Policy, Insider Trading Policy, Whistleblowing Policy, Equity Ownership Policy and Clawback Policy and similar or other governance policies of the Company. The Board shall periodically review the recommendations of the Governance and Nominating Committee concerning changes to such policies or the

adoption of such further governance policies and if advisable, approve, with or without modifications, the adoption of any such changes or new governance policies.

(cc) Board of Directors Mandate Review

The Board shall periodically review the recommendations of the Governance and Nominating Committee concerning changes to this Mandate and if advisable, approve, with or without modifications, the adoption of any such changes.

(dd) Committees of the Board

The Board has established an Audit Committee, a Compensation Committee and a Governance and Nominating Committee. Subject to applicable law, the Board may establish other Board committees or merge or dissolve any Board committee at any time.

The Board has delegated to each Board committee those responsibilities set out in each Board committee's mandate and shall approve mandates for any new Board committee. The Board shall periodically review the recommendations of the Governance and Nominating Committee concerning changes to the mandates for each Board committee and if advisable, approve, with or without modifications, the adoption of any such changes.

The Board shall annually, or as otherwise required or deemed advisable, review the recommendations of the Governance and Nominating Committee concerning the individual directors to serve on the standing committees of the Board and, after considering (i) the qualifications for membership on each committee, (ii) the extent to which there should be a policy of periodic rotation of directors among the committees, and (iii) the number of boards and other committees on which the directors serve, approve the appointment of such directors to the committees as the Board deems advisable.

The chair of each Board Committee shall serve a maximum term of five years. The Board may approve an extension of the maximum term if it is in the best interests of the Company to do so.

(ee) Ethics Reporting

The Board has adopted a written Code of Business Conduct and Ethics (the “**Code**”) applicable to directors, officers and employees of the Company. On an annual basis, the Board shall review the recommendations and reports of the Governance and Nominating Committee regarding the adequacy of the Code and compliance with, waivers and material departures from, and investigations and any resolutions of complaints received under, the Code by employees, officers or directors. The Board shall also review the recommendations of the Governance and Nominating Committee concerning changes to the Code and if advisable, approve, with or without modifications, the adoption of any such changes.

(ff) Director Development and Evaluation

Each new director shall participate in the Company's initial orientation program and each director shall participate in the Company's continuing education programs. At least annually, the Board shall, with the assistance of the Governance and Nominating Committee, review the adequacy of the orientation and continuing education program for members of the Board, and review the recommendations of the Governance and Nominating Committee concerning proposed changes to the Company's orientation and continuing education programs for members of the Board and if advisable, approve, with or without modifications, the adoption of any such changes.

Communications

(gg) General

The Board has adopted a Disclosure Policy for the Company. If consensus cannot be reached at a meeting of the disclosure committee created pursuant to the Disclosure Policy, the Board shall consider the matter.

(hh) Shareholders

If required pursuant to the Applicable Requirements, the Company will inform the Company's shareholders of its progress through an annual report, annual information form, quarterly interim reports and periodic press releases. Directors and management meet with the Company's shareholders at the annual meeting and are available to respond to questions at that time.

In addition, the Company shall maintain on its website a contact email address that will permit the Company's shareholders to provide feedback directly to the Chair or, in the event the Board has determined it is in the best interests of the Company to not require the Chair to be independent, the Lead Director.

5. Outside Advisors

The Board shall have the authority to retain and terminate, from a source independent of management, external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective reasonable compensation of these advisors without consulting or obtaining the approval of any officer of the Company. The Company shall provide appropriate funding, as determined by the Board, for the services of these advisors.

6. No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Articles, it is not intended to establish any legally binding obligations.

APPENDIX “D”

PET VALU HOLDINGS LTD.

AUDIT COMMITTEE MANDATE

Effective Date: June 30, 2021

Updated: May 5, 2022

1. Purpose

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Pet Valu Holdings Ltd. (the “**Company**”) is to exercise the responsibilities and duties set out in this Mandate, including to assist the Board in its oversight of (1) the integrity of the Company’s financial statements, (2) the Company’s compliance with legal and regulatory requirements, (3) the independent auditors’ qualifications and independence, (4) the performance of the Company’s independent auditors, (5) the review and oversight of the Company’s control environment, and (6) the design and implementation of the Company’s internal audit function and the performance of the internal audit function.

The Committee’s role is one of oversight. Management is responsible for the preparation, presentation and integrity of the Company’s financial statements and financial disclosures, design and execution of the control environment and for the appropriateness of the accounting principles and the reporting policies used by the Company. The independent auditors are responsible for auditing the Company’s annual consolidated financial statements and reviewing the Company’s unaudited interim financial statements. It is not the responsibility of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate or are in compliance with International Financial Reporting Standards (“**IFRS**”).

2. Composition

The Committee shall be comprised of not less than three members of the Board. Each member of the Committee must be independent in accordance with applicable requirements established by the *Business Corporations Act* (British Columbia), National Instrument 52-110 – *Audit Committees*, as may be amended or replaced from time to time, the rules and regulations of any exchange on which securities of the Company are traded and any other regulator or governmental authority having jurisdiction over the Company from time to time (the “**Applicable Requirements**”), provided however that the Company may avail itself of any exemption available pursuant to the Applicable Requirements.

Each member of the Committee shall have, or shall acquire within a reasonable time following appointment to the Committee, the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

Each member of the Committee shall be appointed annually by the Board and shall serve at the discretion of the Board until the member resigns, is removed or ceases to be a member of the Board. Any vacancies on the Committee shall be filled by the Board. The Committee Chair shall be appointed by the Board on the recommendation of the Governance and Nominating Committee, provided that if the Board does not so appoint a Committee Chair, the members of the Committee shall designate a Committee Chair by majority vote of the full Committee membership.

In the absence of the Committee Chair at a meeting of the Committee, the members of the Committee present may appoint a chair from their number for such meeting.

3. Meetings and Operations

The Committee will meet as often as the Committee considers appropriate to fulfill its responsibilities, but in any event at least once during each fiscal quarter. Meetings may be called by the Committee Chair, any member of the Committee, the independent auditors, the chair of the Board (if any), the lead director of the Board (if any), the Chief Executive Officer or the Chief Financial Officer. The Committee Chair will, in conjunction with appropriate members of the Committee and management, establish the meeting calendar and set the agenda for each meeting.

No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present in person or by telephone or other electronic means that permits all persons participating in the meeting to speak and hear each other. A majority of the members of the Committee shall constitute a quorum.

The independent auditors are entitled to receive notice of, to attend and be heard at each Committee meeting. In addition, the Committee may invite to a meeting any officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

The Committee must meet at least once a year, in separate sessions, with each of management, the independent auditors and the Company personnel primarily responsible for the design and implementation of the internal audit function. With respect to Committee meetings with the independent auditors, the Committee shall discuss with the auditors such matters as are required by applicable auditing standards to be discussed by the auditors with the Committee.

In connection with each meeting of the Committee, the Committee shall hold an *in camera* session, at which management and non-independent directors of the Board are not present, and the agenda for each Committee meeting will afford an opportunity for such a session.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

The Committee shall maintain minutes or other records of meetings and activities of the Committee. Following each of its meetings, the Committee Chair shall report at the next regularly scheduled meeting of the Board, as required by the Applicable Requirements or as deemed necessary by the Committee or as requested by the Board, on material matters arising, or significant issues considered, at Committee meetings, including any issues as to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, management's responsibility for assessing and reporting on the effectiveness of internal control over financial reporting and disclosure controls and procedures, the performance and independence of the Company's independent auditors, or the performance of the Company's internal audit function, and such other matters delegated by the Board, and where applicable, shall present the Committee's recommendation to the Board for its approval.

The time and place of the Committee meetings and the further procedures for such meetings not otherwise specified in this Mandate shall in all respects be determined by the Committee, in accordance with the Applicable Requirements.

4. Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

Financial Reporting and Disclosure

- (a) To oversee the accounting and financial reporting processes of the Company and the audits of the financial statements.
- (b) To review the annual consolidated audited financial statements of the Company, the independent auditors' report thereon and, if required pursuant to the Applicable Requirements, the related management's discussion and analysis of financial condition and financial performance ("**MD&A**"), and, after completing its review, if advisable, recommend for Board approval such annual financial statements and the related MD&A.
- (c) To review the interim consolidated financial statements of the Company, the independent auditors' review report thereon and, if required pursuant to the Applicable Requirements, the related MD&A, and, after completing its review, if advisable, recommend for Board approval such interim financial statements and any related MD&A.
- (d) In conducting its review of the annual financial statements or the interim financial statements and any related MD&A, the Committee shall:
 - (i) meet with management and the independent auditors, as applicable, to discuss the financial statements and, if applicable, the MD&A;
 - (ii) review the disclosures in the financial statements;
 - (iii) review the audit report or report prepared by the independent auditors;
 - (iv) discuss with management, the auditors and internal legal counsel, as requested, any litigation claim or other contingency that could have a material effect on the Company's financial statements;
 - (v) regularly review the Company's critical accounting policies followed and critical accounting and other significant estimates, judgments and reserves underlying the financial statements as presented by management, including reviewing with the auditors alternative accounting treatments under applicable accounting principles discussed with management and the effects on the financial statements of same;
 - (vi) consider the effect of significant accounting principles followed and financial statement presentations, including any significant changes to the Company's selection or application of accounting principles and alternative treatments under IFRS;
 - (vii) review any material changes in accounting policies and any significant changes in accounting practices and their impact on the financial statements as presented by management;
 - (viii) consider the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus;

- (ix) inquire at least annually of both management, accounting group and the independent auditors as to whether either has any concerns relative to the quality or aggressiveness of management's accounting policies;
 - (x) review management's process for formulating sensitive accounting estimates and the reasonableness of these estimates;
 - (xi) review significant recorded and unrecorded audit adjustments;
 - (xii) review with management any significant changes in IFRS, as well as emerging accounting and auditing issues, and their potential effects;
 - (xiii) review management's report on the effectiveness of internal controls over financial reporting and disclosure controls and procedures, including major issues as to their adequacy and any special audit steps adopted in light of material control deficiencies;
 - (xiv) review analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues;
 - (xv) review any material effects of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements as presented by management, including requirements relating to complex or unusual transactions;
 - (xvi) review with management matters that may have a material effect on the financial statements;
 - (xvii) review factors identified by management as factors that may affect future financial results;
 - (xviii) review responses received under the Internal Reporting Procedures (as defined below); and
 - (xix) review any other matters related to the Company's financial statements that are brought forward by the independent auditors or management or which are required to be communicated to the Committee under accounting policies, auditing standards or Applicable Requirements.
- (e) To review and, if advisable, recommend for Board approval, financial disclosure in a prospectus or other securities offering document of the Company, the Annual Information Form of the Company, as well as earnings press releases.
 - (f) The Committee is responsible for ensuring that satisfactory procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assessing those procedures.

Company Policies and Compliance

- (g) To review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Company's present and former external auditors.
- (h) To review reports from the Chief Legal Officer and General Counsel on: (i) any significant legal, compliance, or regulatory matters that may have a material impact on the Company's financial statements and financial condition; (ii) the effectiveness of the Company's compliance policies; and (iii) any material communications received from regulators or governmental agencies that raise issues regarding the Company's financial statements or continuous disclosure.

- (i) To review with management the status of material tax matters for the Company and its subsidiaries.
- (j) To review with management tax assessments that could have a material effect upon the financial position or operating results of the Company, and the manner in which these matters are disclosed in the financial statements.
- (k) To review management's evaluation of and representations relating to compliance with specific applicable law and guidance, and management's plans to remediate any deficiencies identified.
- (l) To adopt as directed by the Board and upon adoption oversee the Company's Policy on Related Party Transactions and review and approve, ratify or disapprove all related party transactions as required by such policy, including all payments to be made pursuant to any related party transactions involving executive officers and members of the Board, and the Committee shall consider the results of any review of the Policy on Related Party Transactions by the independent auditors.
- (m) With the assistance of the Governance and Nominating Committee, to develop, as directed by the Board, and oversee the Company's Business Conduct and Compliance Program, including a Company Code of Business Conduct and Ethics (collectively, the "Code"), and, at least annually, meet to review the implementation and effectiveness of the Company's legal and ethical compliance programs with the Chief Legal Officer and General Counsel.
- (n) To establish, as directed by the Board, and periodically monitor, procedures in compliance with applicable law for (i) the receipt, retention, and treatment of complaints received by the Company and submitted to the Committee, whether through the whistleblower hotline or otherwise, regarding questionable accounting, internal accounting controls, or auditing matters (the "Internal Reporting Procedures").
- (o) To review any complaints or concerns that are received through the Internal Reporting Procedures on a quarterly basis and, if the Committee determines that the matter requires further investigation, to direct the Committee Chair to engage outside advisors, as necessary or appropriate, to investigate the matter and to work with management and the Chief Legal Officer and General Counsel to reach a satisfactory conclusion.

Risk Management

- (p) To provide oversight and review of the Company's risk management processes for identification and assessment of the principal risks to the operations of the Company.
- (q) To review and recommend to the Board for approval the Company's risk management program, pursuant to which the Committee will be responsible for determining that the Company has in place an effective process for identifying, assessing, managing and monitoring key risks in the business on a continuous basis as the business evolves, with a view to achieving a proper balance between risks incurred and potential return to holders of securities of the Company and to the long-term viability of the Company.
- (r) To:
 - (i) at least annually, require management to report to the Committee and to review reports prepared by management that assess the risks in the business (including appropriate crisis preparedness, business continuity, information system controls, cybersecurity and disaster recovery plans), identify the risk controls that are in place to mitigate and manage these risks and the appropriate degree of risk mitigation and control, overall compliance with and the effectiveness of the Company's risk management program;

- (ii) periodically monitor risk and risk management capabilities within the Company including crisis preparedness, business continuity and disaster recovery plans; and
- (iii) at least annually, report to the Board on its review of the Company's risk management program, including with respect to the principal risks faced by the Company, the steps implemented by management to manage these risks and an assessment of whether the program is being followed and is effective.
- (s) To review quarterly reports from management containing its assessment of the adequacy of the Company's computerized information system controls and security and related risks, including cybersecurity and data protection risk.
- (t) To review the adequacy and quality of insurance coverages maintained by the Company and approve new insurance coverage and renewals thereof, as applicable.

Independent Auditors

- (u) To review and, if advisable, recommend for Board approval the independent auditors to be nominated for the purpose of preparing or issuing an auditors' report or performing other audit, review or attest services for the Company and to approve the compensation of the independent auditors. The Committee shall have ultimate authority to approve all audit engagement terms and fees, including the auditors' audit plan. The Company's independent auditors shall report directly to the Committee.
- (v) To approve in advance all audit and permitted non-audit services to be provided by the independent auditors to the Company or its subsidiary entities that it deems advisable in accordance with Applicable Requirements and Board approved policies and procedures and adopt and implement policies for such pre-approval. The Committee shall consider the impact of such service and fees on the independence of the auditors.
- (w) To review, at least annually, a summary of the independent auditors' annual audit plan. The Committee shall consider and review with the auditors any material changes to the scope of the plan.
- (x) To establish and maintain a policy under which all requests for permitted non-audit services to be provided by the independent auditors shall be brought to the attention of the Committee Chair before such work is commenced. The Committee Chair is authorized to approve all such requests, but if any such service exceeds or is expected to exceed \$200,000 in fees, or the service is of a sensitive or unusual nature, the Committee Chair shall consult with the Committee before approving the service. The Committee Chair has the responsibility to inform the Committee of all pre-approved services at its next Committee meeting.
- (y) To review a report prepared by the independent auditors in respect of each of the interim financial statements of the Company.
- (z) To assess the effectiveness of the working relationship of the independent auditors with management and resolve any disagreements between management and the independent auditors as to financial reporting matters brought to its attention.
- (aa) To meet regularly with the independent auditors in the absence of management to discuss any restrictions that may have been placed on the scope and extent of the audit examinations by the independent auditors or the reporting of their findings to the Committee.

- (bb) To review all issues related to a proposed change of the independent auditors, including the information required to be disclosed by applicable legal requirements and the planned steps for an orderly transition.
- (cc) To review all reportable events, including disagreements, unresolved issues and consultations with the independent auditors, whether or not there is to be a change of independent auditors.
- (dd) To monitor and evaluate the qualifications, performance, and independence of the independent auditors on an ongoing basis, and, in conducting such evaluations, to:
 - (i) receive, at least annually, an oral and/or written report from the external auditors describing their internal quality assurance policies and procedures as well as any material issues raised in the most recent internal quality assurance reviews, quality reviews conducted by the Canadian Public Accountability Board, or any inquiry or investigation conducted by government or regulatory authorities;
 - (ii) obtain written confirmation from the independent auditors, and to affirm that they are objective and independent within the meaning of the applicable Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of chartered accountants to which the independent auditors belong and other Applicable Requirements;
 - (iii) at least annually, review and evaluate the qualifications, performance, and independence of the lead audit partner of the independent auditors;
 - (iv) discuss with management the timing and process for implementing the rotation of the lead audit partner, the concurring partner, and any other active audit engagement team partner and consider whether there should be a regular rotation of the audit firm itself; and
 - (v) discuss with the independent auditors any material written communications between the independent auditors and management, such as any “management” letter or schedule of unadjusted differences.
- (ee) Provide the independent auditors and the internal auditors with access to the Board, including access without representatives of management present.
- (ff) To periodically discuss with the independent auditors such other matters as are required by applicable auditing standards to be discussed by the independent auditors with the Committee.

Internal Audit

- (gg) The Committee should:
 - (i) review and concur with management’s appointment, termination or replacement of the head of the internal audit function and the selection of vendors for any outsourcing of the internal audit function;
 - (ii) confirm with the head of the internal audit function that he or she is aware of his or her obligation to report directly to the Committee on matters affecting the Committee’s duties, irrespective of his or her other reporting relationships;
 - (iii) review the resources, adequacy, authority and independence of the internal audit function;

- (iv) review proposed internal audit plans, receive reports on and review the results of internal audits and examinations conducted by the internal audit function with respect to those controls that mitigate strategic, financial and operational risks and any other matters appropriate to the Committee's duties, and the remediation status of internal audit findings; and;
- (v) direct management to make changes that the Committee deems advisable in respect of the internal audit function.

Internal Controls

- (hh) To review the Company's system of internal controls.
- (ii) To require management to implement and maintain appropriate systems of internal controls in accordance with Applicable Requirements, including internal controls over financial reporting and disclosure controls and procedures, and to review these controls and procedures and, at least annually, to consider and review with management and the independent auditors:
 - (i) the effectiveness of, or weaknesses or deficiencies in: the design or operation of the Company's internal controls (including computerized information system controls and security); the overall control environment for managing business risks; and accounting, financial and disclosure controls and procedures (including, without limitation, controls over financial reporting), non-financial controls, and legal and regulatory controls and the impact of any identified weaknesses in internal controls on management's conclusions;
 - (ii) any significant changes in internal controls over financial reporting that are disclosed, or considered for disclosure, including those in the Company's periodic regulatory filings, if such filings are required pursuant to the Applicable Requirements;
 - (iii) any material issues raised by any inquiry or investigation by the Company's regulators;
 - (iv) the Company's fraud prevention and detection program, including deficiencies in internal controls that may impact the integrity of financial information, or may expose the Company to other significant internal or external fraud losses and the extent of those losses and any disciplinary action in respect of fraud taken against management or other employees who have a significant role in financial reporting; and
 - (v) any related significant issues and recommendations of the auditors together with management's responses thereto, including the timetable for implementation of recommendations to correct weaknesses in internal controls over financial reporting and disclosure controls and procedures.

General

- (jj) To, annually, review this Mandate and recommend changes to the Mandate for Board approval.
- (kk) To, annually, evaluate the performance of the Committee in light of this Mandate in accordance with the evaluation process developed by the Governance and Nominating Committee, and implement any changes in its own performance suggested by such review.
- (ll) To perform any other responsibilities the Board specifically delegates to the Committee, in each case subject to the limitations on the Board or any committee thereof contained in the Company's Certificate of Incorporation or the Applicable Requirements, as each is in effect from time to time.

- (mm) In addition to any of the functions and responsibilities noted within this Mandate, the Committee shall perform the functions and duties required of an audit committee by any Applicable Requirements.

Audit Committee Disclosures

- (nn) To prepare, review and approve any audit committee disclosures required by Applicable Requirements in the Company's disclosure documents.

5. Delegation to Subcommittee

To the extent permitted by the Applicable Requirements, the Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. The Committee may, in its discretion, delegate to the Committee Chair the authority to pre-approve any audit or non-audit services to be performed by the independent auditors. Any actions taken pursuant to any such delegations shall be reported to the full Committee at its next scheduled Committee meeting.

6. Resources and Authority of the Committee

The Committee shall have unrestricted access to management and employees and the books and records of the Company, and, from time to time may hold unscheduled or regularly scheduled meetings or portions of meetings in executive session or otherwise with the independent auditors, the Chief Financial Officer, the Chief Executive Officer and the Chief Legal Officer and General Counsel.

The Committee will have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, advisors, accountants or other experts and advice from a source independent of management, at the expense of the Company, with notice to either the chair of the Board (if any) or the Chief Executive Officer, as it deems appropriate to carry out its duties. The Company shall provide appropriate funding, as determined by the Committee, for the services of these advisors.

