Notice of annual meeting of shareholders and management proxy circular

Wednesday, May 15, 2019
Montréal, Québec

YellowPages™

March 25, 2019

Dear Shareholders:

This year's Annual Meeting will be held at the office of Osler, Hoskin & Harcourt S.E.N.C.R.L./s.r.l. located at 1000 Rue De La Gauchetière West, Suite 2100, Montréal, Québec H3B 4W5 on Wednesday, May 15, 2019, at 11:00 a.m. (Eastern Time). Items to be considered at this meeting, namely the election of Directors and the appointment of auditors, are described in the accompanying Notice of Annual Meeting of Shareholders and management proxy circular. The contents and filing of this proxy circular have been approved by the Board of Directors.

We hope you find that this year's proxy circular contains all the information you require in order to make well-informed decisions. We take our disclosure obligations seriously and we invite you to read the entire proxy circular carefully. The Corporation is using notice-and-access to send the Notice of Annual Meeting of Shareholders and management proxy circular to beneficial owners and registered holders of its common shares.

Your participation in the affairs of the Corporation is important to us and we encourage you to exercise your voting right. If you are unable to attend the Annual Meeting in person, you may complete and return the proxy form or voting instructions form in the envelope provided for this purpose. It is also possible for you to vote directly online by following the instructions on the proxy forms.

The past year has been a trying one for the Corporation and all its stakeholders as we took difficult actions to lay a solid foundation on which to build the Corporation's future. We would like to thank everyone for their continued confidence and support, and in particular our talented employees. We look forward to your participation at the meeting.

Sincerely,

Susan Kudzman

Chair

Notice of 2019 Annual Meeting of Shareholders and Meeting Materials

You are receiving this notice as a shareholder of Yellow Pages Limited (the "**Corporation**"). It is very important that you read the meeting materials before voting your shares

When

Wednesday, May 15, 2019 at 11:00 a.m. (Eastern Time)

Where

Osler, Hoskin & Harcourt S.E.N.C.R.L./s.r.l.
1000 De La Gauchetière Street West, Suite 2100
Montréal, Québec H3B 4W5

What the Meeting is About

1. Receiving the consolidated financial statements of the Corporation for the year ended December 31, 2018, including the auditor's report;
2. Electing the Directors of the Corporation for the ensuing year;
3. Appointing the auditors of the Corporation for the ensuing year; and
4. Considering such other business as may properly come before the meeting or any adjournment thereof.

Right to Vote

Please note that you cannot vote by returning this notice.

You may vote your shares on the Internet, by phone or mail. Please refer to the instructions on your separate proxy or voting instruction form on how to vote using these methods.

You may also vote in person by following the instructions in the section of the circular entitled "Questions and Answers on Voting".

Registered Shareholders

AST Trust Company (Canada), our transfer agent, must receive your proxy form or you must have voted by Internet or telephone before Monday, May 13, 2019 at 4:00 p.m. (Eastern Time).

Non-Registered Shareholders

Your intermediary must receive your voting instructions with sufficient time for your vote to be processed before Monday, May 13, 2019 at 4:00 p.m. (Eastern Time).

If you vote by Internet or telephone, you must do so prior to Monday, May 13, 2019 at 4:00 p.m. (Eastern Time).

Alternatively, you may be a non-registered shareholder who will receive from your intermediary a proxy form that has been pre-authorized by your intermediary indicating the number of shares to be voted, which is to be completed, dated, signed and returned to AST Trust Company (Canada) by mail or fax before Monday, May 13, 2019 at 4:00 p.m. (Eastern Time).

Meeting Materials

The Corporation is using "notice-and-access" to deliver the management proxy circular to both registered and non-registered shareholders. This means that the circular is being posted online to access, rather than being mailed out. Notice-and-access substantially reduces printing and mailing costs and is environmentally friendly as it reduces paper and energy consumption.

You will find enclosed with this notice a form of proxy or a voting instruction form that you can use to vote your shares of the Corporation.

How to Access the Circular

The circular is available at www.meetingdocuments.com/ASTCA/YP, the Corporation's website at corporate.yp.ca or on SEDAR at www.sedar.com.

How to Request a Paper Copy of the Circular

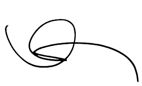
The Corporation will provide a paper copy of the circular to any Shareholder, free of charge, for a period of 1 year from the date the circular is filed on SEDAR.

You may request a paper copy at any time before the meeting on the web at www.meetingdocuments.com/ASTCA/YP or by contacting AST at 1-888-433-6443 (toll free in Canada and the United States) or 416-682-3801 (other countries).

After the meeting, requests may be made by calling 1-877-956-2003 (toll free in Canada and the United States).

Please allow a period of 3 business days for processing your request as well as typical mailing times.

By Order of the Board of Directors,



Treena Cooper
Vice-President, Secretary and General Counsel

Montréal, Québec
March 25, 2019

MANAGEMENT PROXY CIRCULAR

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GENERAL INFORMATION

This Proxy Circular is furnished in connection with the solicitation of proxies by and on behalf of Management for use at the Meeting. The information contained herein is given as at March 25, 2019, except where otherwise indicated.

In this Proxy Circular, the words “we”, “us”, “our”, the “Company”, the “Corporation”, “Yellow Pages” and “YP” refer to Yellow Pages Limited (formerly Yellow Media Limited) and its subsidiaries (including Yellow Pages Digital & Media Solutions Limited, which is the amalgamated entity resulting from the vertical short-form amalgamation of Yellow Pages Digital & Media Solutions Limited, Yellow Pages Homes Limited and 9778748 Canada Inc., wholly-owned subsidiaries of the Corporation, on October 1, 2018).

FORWARD-LOOKING STATEMENTS

This Proxy Circular may include forward-looking statements within the meaning of applicable securities laws. These statements relate to analysis and other information that are based on forecasts of future results or events and estimates of amounts not yet determinable. The statements may involve, but are not limited to, comments relating to strategies, expectations, planned operations or future actions. These forward-looking statements are identified by the use of terms such as “aim”, “anticipate”, “believe”, “could”, “estimate”, “expect”, “goal”, “guidance”, “intend”, “objective”, “may”, “plan”, “predict”, “seek”, “should”, “strive”, “target”, “will”, “would”, and similar terms and phrases, including references to assumptions.

Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such performance or results will be achieved. A number of factors could cause actual results to differ materially from the performance or results discussed in the forward-looking statements, including, but not limited to, the factors discussed under “Risk Factors” in the Annual Information Form of the Corporation dated March 26, 2019, in respect of the Corporation’s year ended December 31, 2018 (the “AIF”), which are incorporated by reference in this cautionary statement. The AIF is available on SEDAR at www.sedar.com and on our corporate website at https://corporate.yp.ca. Additional risks and uncertainties not currently known to Management or that are currently deemed to be immaterial may also have a material adverse effect on the Corporation’s business, financial position or financial performance. Although the forward-looking statements contained in this Proxy Circular are based upon what Management believes are reasonable assumptions, the Corporation cannot assure investors that actual results will be consistent with these forward-looking statements and cautions readers not to place undue reliance on them. These forward-looking statements are made as at the date of this Proxy Circular, and the Corporation assumes no obligation to update or revise them to reflect new events or circumstances, except as required under applicable securities laws.

QUESTIONS AND ANSWERS ON VOTING

The following questions and answers provide guidance on how to vote your common shares of the Corporation (the “**Shares**”).

WHO CAN VOTE?

Only Shareholders of record as at the close of business on March 18, 2019 (the “**Record Date**”) are entitled to receive notice of and to vote at the Meeting, and no person becoming a Shareholder after the Record Date shall be entitled to receive notice of and to vote at the Meeting or any adjournment thereof. The failure of any Shareholder to receive notice of the Meeting does not deprive the Shareholder of the right to vote at the Meeting.

WHAT WILL I BE VOTING ON?

Shareholders will be voting: (i) to elect the Directors of the Corporation (the “**Directors**”) for the ensuing year; (ii) to appoint the auditors of the Corporation for the ensuing year; (iii) on any other business matter as may properly come before the Meeting and that may require the vote of the Shareholders.

HOW WILL THESE MATTERS BE DECIDED AT THE MEETING?

A simple majority of the votes cast by Shareholders, in person or by proxy, will constitute approval of these matters.

WHO IS SOLICITING MY PROXY?

Management is soliciting your proxy. It is expected that the solicitation will be made primarily by mail but proxies may also be solicited by telephone, over the Internet, in writing or in person, by Directors, officers or regular employees of the Corporation, who will receive no other compensation therefore in addition to their regular remuneration. The Corporation may also reimburse brokers and other persons holding Shares in their name or in the name of nominees for their costs incurred in sending proxy materials to their principals in order to obtain their proxies. Such costs are expected to be nominal.

WHO CAN I CALL WITH QUESTIONS?

If you have questions about the information contained in this Proxy Circular or require assistance in completing your form of proxy, please call AST Trust Company (Canada), the Corporation’s transfer agent, by telephone toll-free in North America at 1-800-387-0825 or at 416-682-3860 outside of North America.

HOW DO I VOTE?

If you are eligible to vote and you are a Shareholder of record as at the close of business on the Record Date, you can vote your Shares in person at the Meeting or by proxy, as explained below. If your Shares are held in the name of a depositary or a nominee such as a trustee, financial institution or securities broker, please see the instructions below under “How do I vote if I am a Non-Registered Shareholder?”

HOW DO I VOTE IF I AM A REGISTERED SHAREHOLDER?

1. VOTING BY PROXY

If you are eligible to vote you may appoint someone else to vote for you as your proxy holder by using the form of proxy. The persons named in the form of proxy are Susan Kudzman and David A. Eckert. **Each Shareholder is entitled to appoint a person other than the individuals named in the form of proxy to represent such Shareholder at the Meeting.**

A Shareholder who wishes to appoint some other person (who need not be a Shareholder) to represent him, her or it at the Meeting may do so either by striking out the names set forth in the form of proxy and by inserting such person’s name in the blank space provided therein or by completing another proper form of proxy.

WHERE DO I SEND MY FORM OF PROXY AND WHAT IS THE DEADLINE FOR RECEIVING THE FORM OF PROXY?

You can return the completed form of proxy in the pre-addressed return envelope provided for that purpose to AST Trust Company (Canada) no later than 4:00 p.m. (Eastern Time) on May 13, 2019, or if the meeting is adjourned, by no later than 48 hours prior to the time of such adjourned meeting (excluding Saturdays, Sundays and holidays).

HOW WILL MY SHARES BE VOTED IF I GIVE MY PROXY?

The Shares represented by the form of proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any show of hands or ballot that may be called for and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. **If no specification has been made with respect to the matters described in items 2, 3, and 4 of the accompanying Notice of Annual Meeting (the "Notice of Meeting"), the persons named in the form of proxy intend to cast the votes represented by such proxy IN FAVOUR of such matters.**

The form of proxy confers discretionary authority upon the person named therein with respect to amendments or variations to matters identified in the Notice of Meeting and other matters which may properly come before the Meeting. At the date of this Proxy Circular, the Directors know of no such amendments, variations or other matters. If matters which are not known at the date hereof should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the person named in the proxy.

IF I CHANGE MY MIND, HOW CAN I REVOKE MY PROXY?

A Shareholder who has given a proxy has the power to revoke it as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy and may do so: (i) by depositing an instrument in writing executed by the Shareholder or by the Shareholder's legal representative authorized in writing or, if the Shareholder is a corporation, under the corporate seal or by an officer or legal representative thereof duly authorized: (a) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used; or (b) with Susan Kudzman, the Chair of the Meeting, before the start of the Meeting, or any adjournment thereof; or (ii) in any other manner permitted by law. The registered office of the Corporation is located at 1751 Rue Richardson, Suite 2.300, Montréal, Québec H3K 1G6.

2. VOTING IN PERSON

If you wish to vote in person, you may present yourself to a representative of AST Trust Company (Canada) at the registration table at the Meeting. Your vote will be taken and counted at the Meeting.

HOW DO I VOTE IF I AM A NON-REGISTERED SHAREHOLDER?

All of the Shares beneficially owned by a non-registered Shareholder (a "**Non-Registered Shareholder**") are registered in the name of a depositary or a nominee such as a trustee, financial institution or securities broker. For example, Shares listed in an account statement provided by the broker of a Shareholder are not registered in the Shareholder's name. There are two (2) ways, listed below, for Non-Registered Shareholders to vote their Shares.

1. GIVING YOUR VOTING INSTRUCTIONS

Applicable securities laws require Shareholders' nominees to seek voting instructions from them in advance of the Meeting. Accordingly, Shareholders will receive or have already received from their nominees a request for voting instructions for the number of Shares they beneficially own. Every nominee has its own mailing procedures and provides its own signature and return instructions, which should be carefully followed by Non-Registered Shareholders to ensure that their Shares are voted at the Meeting.

2. VOTING IN PERSON

If Non-Registered Shareholders wish to vote in person at the Meeting, they have to insert their own name in the space provided on the request for voting instructions provided by their nominee to appoint themselves as a proxy holder and follow the signature and return instructions of their nominee. Non-Registered Shareholders who appoint themselves as proxy holders should present themselves to a representative of AST Trust Company (Canada) at the registration table at the Meeting. Such Shareholders do not otherwise have to complete the request for voting instructions sent to them as they will be voting at the Meeting.

BUSINESS OF THE MEETING

As part of the business set out in the Notice of Meeting, the Financial Statements will be placed before Shareholders by the Corporation and Shareholders will be asked to consider and vote on:

(i) the election of the Directors for the ensuing year;

(ii) the appointment of the auditors of the Corporation for the ensuing year; and

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

OUTSTANDING SHARES AND PRINCIPAL SHAREHOLDERS

Pursuant to the articles of the Corporation, the Corporation is authorized to issue an unlimited number of Shares. As at March 25, 2019, 28,075,308 Shares were outstanding, each carrying the right to one vote on all matters to come before the Meeting.

As at March 25, 2019, other than GoldenTree Asset Management LP ("**GoldenTree**"), Canso Investment Counsel Ltd. ("**Canso**"), and Empyrean Capital Partners, LP ("**Empyrean**"), no person or company, to the knowledge of the Directors or executive officers of the Corporation, owned beneficially or exercised control or direction over, directly or indirectly, 10% or more of the Shares.

Based on the latest Alternative Monthly Report filed under National Instrument 62-103 *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* ("**NI 62-103**") dated December 10, 2018 GoldenTree had control over 8,496,447 Shares of the Corporation, representing, as at March 25, 2019, approximately 30.26 % of the Shares. Based on the latest Alternative Monthly Report filed under NI 62-103 dated October 10, 2018 Empyrean had control over 4,969,100 Shares of the Corporation and Exchangeable Debentures which are exchangeable under the terms thereof for approximately 56,438 Shares, representing an aggregate of approximately 17.86% of the Shares. Based on the latest Alternative Monthly Report filed under NI 62-103 dated February 9, 2018, as at January 31, 2018, Canso had control over 7,722,849 Shares of the Corporation, representing, as at March 25, 2019, approximately 27.51% of the Shares, and $39,538,639 principal amount of senior subordinated exchangeable debentures of Yellow Pages Digital & Media Solutions Limited due November 30, 2022, which are exchangeable into an additional 2,076,609 Shares. In addition, Canso had control over $136,500,000 principal amount of the 10.00% senior secured notes of Yellow Pages Digital & Media Solutions Limited due November 1, 2022.

PRESENTATION OF FINANCIAL STATEMENTS

The Financial Statements to be placed before Shareholders are included in the Corporation's 2018 Annual Report and are available on SEDAR at **www.sedar.com** and on our corporate website at **https://corporate.yp.ca**. Copies of such statements will also be available at the Meeting.

ELECTION OF THE BOARD OF DIRECTORS

NUMBER AND ELECTION OF DIRECTORS

The Articles of the Corporation provide for a minimum of three (3) and a maximum of twelve (12) Directors. The Board has fixed the number of Directors to be elected at the Meeting at seven (7).

Directors are elected annually. Each Director elected at the Meeting will hold office until the next annual meeting of Shareholders unless the Director resigns, or the Director's office becomes vacant for any reason.

NOMINEES

The persons named in the form of proxy intend to vote FOR the election of the nominees whose names are set forth below, all of whom are now Directors, and have been since the dates indicated below.

Shareholders may vote for each Director individually. In addition, the Corporation has adopted a majority voting policy. See "Schedule "A" Disclosure of Corporate Governance Practices – Majority Voting Policy".

The following charts provide detailed information on the nominees proposed for election as Directors and show the date on which each nominee first became a Director of the Corporation.

Age 63

Massachusetts, United States

NOT INDEPENDENT

Director since May 10, 2017

AREAS OF EXPERTISE:
- Senior Executive Leadership
- Financial
- Strategic Planning
- Industry Specific Experience
- Human Resources
- Legal

DAVID A. ECKERT

PRESIDENT AND CHIEF EXECUTIVE OFFICER, YELLOW PAGES LIMITED

David A. Eckert has served over the past 30 years as a Chief Executive Officer of international companies in a wide range of industries including, recently, the Hibu Group Limited, a business providing digital marketing services and print advertising to small and medium enterprise customers. He was Vice-President and Partner at Bain & Company and was Chief Executive Education Officer at Kellogg School of Management.

He has been a director and/or chair of numerous public and private boards of directors, including the Hibu Group, X-Rite, Inc., Clean Harbors, Inc. (NYSE: CLH) and Italiaonline S.p.A. Mr. Eckert is an economics and engineering graduate of Northwestern University and earned an MBA from the Harvard Business School, where he was a Baker Scholar and a Loeb Rhoades Fellow.

BOARD/COMMITTEE MEMBERSHIP	ATTENDANCE		OTHER PUBLIC BOARD MEMBERSHIP DURING LAST FIVE YEARS		
			ENTITY	INDUSTRY	POSITION
Board of Directors	11 of 11	100%	Italiaonline S.p.A. (2015 – 2018)	Media	Director
Ad Hoc Committee	4 of 4	100%			

SECURITIES HELD	SHARES		RESTRICTED SHARE UNITS		DEFERRED SHARE UNITS		TOTAL NUMBER AND VALUE OF SHARES, RESTRICTED SHARE UNITS AND DEFERRED SHARE UNITS	
	(#)	($)	(#)	($)	(#)	($)	(#)	($)
As at March 18, 2019 (1)	Nil	Nil	156,839	928,487	24,937	147,627	181,776	1,076,114

*(1) The value is calculated based on the closing price of the Shares of the Corporation on the Toronto Stock Exchange ("***TSX***") on the Record Date, being March 18, 2019, which was $5.92. The same method was used for all Directors.*

Age 57
California, United States
INDEPENDENT
Director since January 26, 2012

AREAS OF EXPERTISE:
- Senior Executive Leadership
- Financial
- Strategic Planning
- Industry Specific Experience
- Sales
- Marketing
- Information Technology
- Legal
- Public Policy and Corporate Relations

CRAIG FORMAN

PRESIDENT AND CHIEF EXECUTIVE OFFICER OF MCCLATCHY COMPANY

Craig Forman has been President and Chief Executive Officer of McClatchy Company, a Sacramento, California-based digital media company since January 2017 and a director of McClatchy Company since July 2013. Prior to his appointment as President and Chief Executive Officer, Mr. Forman was a private investor and entrepreneur. From 2006 until 2009, Mr. Forman served as President of Consumer Access and Audience business of the Atlanta-based internet services provider Earthlink Inc. Earlier, Mr. Forman served as the Vice-President and General Manager for Yahoo! Inc.'s media and information divisions, overseeing Yahoo! News, Yahoo! Sports and Yahoo! Finance. Mr. Forman led internet and new media divisions at Time Warner Inc., a cable television company, was the Vice-President for Product Development and Editor at the search engine Infoseek Corporation and was the Director and Editor of International Business Information Services for Dow Jones & Company, Inc., a publishing and financial information firm. Since 2009, Mr. Forman has served as a director on a variety of public and private company boards. Until March 2015, Mr. Forman was the Executive Chairman of the board of Appia, Inc., a Durham, North Carolina-based mobile applications marketer and distributor. In connection with the completion of Digital Turbine, Inc.'s merger with Appia, Inc. in March 2015, Mr. Forman was appointed to Digital Turbine, Inc.'s board of directors; he resigned from the Digital Turbine, Inc.'s board upon his appointment as McClatchy Company's President and Chief Executive Officer. Mr. Forman has served on the Board of Yellow Pages Limited since 2012. Previously, Mr. Forman served as Executive Chairman of WHERE, Inc., a leading mobile advertising technology network, until it was acquired by eBay Inc. in 2011. Mr. Forman began his career as a Foreign Correspondent and Editor for *The Wall Street Journal*. He worked as a Deputy Bureau Chief in *The Wall Street Journal*'s London bureau and later served as Bureau Chief in the newspaper's Tokyo bureau.

Mr. Forman has an undergraduate degree in Public and International Affairs from the Woodrow Wilson School of Public and International Affairs of Princeton University and a Master's degree in law from Yale Law School. Mr. Forman has completed the Directors Consortium executive education program at Stanford University and the Making Corporate Boards More Effective program at Harvard Business School.

Mr. Forman is the Chair of the Corporate Governance and Nominating Committee and a member of the Human Resources and Compensation Committee.

BOARD/COMMITTEE MEMBERSHIP	ATTENDANCE		OTHER PUBLIC BOARD MEMBERSHIP DURING LAST FIVE YEARS		
			ENTITY	INDUSTRY	POSITION
Board of Directors	11 of 11	100%	McClatchy Company (2013 – present)	News and information provider	Director
Corporate Governance and Nominating Committee	5 of 5	100%	Digital Turbine Inc. (2015 – 2017)	Media and mobile communications	Director
Human Resources and Compensation Committee	3 of 3	100%	YuMe, Inc. (2015 – 2016)	Digital video brand advertising solutions	Director

SECURITIES HELD	SHARES		DEFERRED SHARE UNITS		TOTAL NUMBER AND VALUE OF SHARES AND DEFERRED SHARE UNITS	
	(#)	($)	(#)	($)	(#)	($)
As at March 18, 2019	4,000	23,680	51,457	304,625	55,457	328,305

Age 43
Cheshire, United Kingdom
INDEPENDENT
Director since December 4, 2017

AREAS OF EXPERTISE:
- Senior Executive Leadership
- Financial
- Industry Specific Experience

ROB HALL

CORPORATE DIRECTOR

Rob Hall was Chief Financial Officer of the Hibu Group Limited, a business providing digital marketing services and print advertising to small and medium enterprise customers in the UK and US, from March 2014 to July 2018. Mr. Hall remains a Director of Hibu Group Limited, a company he joined in 2003 and where he has held several financial roles in the UK and US. Mr. Hall holds a Bachelor of Science in Business Studies from the University of Swansea, United Kingdom and is a Chartered Management Accountant.

Mr. Hall is the Chair of the Audit Committee and a member of the Human Resources and Compensation and Ad Hoc Committees.

BOARD/COMMITTEE MEMBERSHIP	ATTENDANCE		OTHER PUBLIC BOARD MEMBERSHIP DURING LAST FIVE YEARS		
			ENTITY	INDUSTRY	POSITION
Board of Directors	11 of 11	100%	n/a	n/a	n/a
Audit Committee	7 of 7	100%			
Human Resources and Compensation Committee	3 of 3	100%			
Ad Hoc Committee	4 of 4	100%			

SECURITIES HELD	SHARES		DEFERRED SHARE UNITS		TOTAL NUMBER AND VALUE OF SHARES AND DEFERRED SHARE UNITS	
	(#)	($)	(#)	($)	(#)	($)
As at March 18, 2019	Nil	Nil	30,007	177,641	30,007	117,641

Age 56
Québec, Canada
INDEPENDENT
Director since October 15, 2014

AREAS OF EXPERTISE:
- Senior Executive Leadership
- Financial
- Strategic Planning
- Human Resources
- Public Policy and Corporate Relations

SUSAN KUDZMAN

CORPORATE DIRECTOR

Susan Kudzman has recently retired as the Executive Vice-President, Chief Risk Officer and Corporate Affairs of Laurentian Bank. Ms. Kudzman was formerly a partner at Mercer (Canada) Limited where she directed the risk management practice. Before that time, Ms. Kudzman was Executive Vice-President and Chief Risk Officer at Caisse de dépôt et placement du Québec where she was responsible for risk management, depositor services, performance calculation and analysis and strategic planning. Ms. Kudzman currently serves on the board of directors, the human resources committee and the risk and governance committee of Transat A.T. Inc., an international tour operator and airline. She is a member of the Board, HR and Audit committes of Medavie, a health services company and insurer. She is currently Vice-Chair of the Montreal Heart Institute Foundation.

Ms. Kudzman holds a Bachelor's degree in Actuarial Science and the titles of Fellow of the Canadian Institute of Actuaries (FCIA), Fellow of the Society of Actuaries (FSA) and Certified Enterprise Risk Analyst (CERA).

Ms. Kudzman is the Chair of the Board and an ex-officio member of all committees of the Board.

BOARD/COMMITTEE MEMBERSHIP	ATTENDANCE		OTHER PUBLIC BOARD MEMBERSHIP DURING LAST FIVE YEARS		
			ENTITY	INDUSTRY	POSITION
Board of Directors	11 of 11	100%	Transat A.T. Inc. (2014 – present)	International tour operator and airline	Director and member of the human resources, risk and governance committees
Human Resources and Compensation Committee	3 of 3	100%	AtmanCo, Inc. (2013 – 2015)	Online employee assessment	Director and member of the audit committee
Ad Hoc Committee	4 of 4	100%			

SECURITIES HELD	SHARES		DEFERRED SHARE UNITS		TOTAL NUMBER AND VALUE OF SHARES AND DEFERRED SHARE UNITS	
	(#)	($)	(#)	($)	(#)	($)
As at March 18, 2019	Nil	Nil	71,287	422,019	71,287	422,019

Age 66
Ontario, Canada
INDEPENDENT

Director since March 20, 2013

AREAS OF EXPERTISE:
- Senior Executive Leadership
- Strategic Planning
- Sales
- Marketing
- Human Resources

DONALD H. MORRISON

CORPORATE DIRECTOR

Donald H. Morrison retired in July 2011 from Research in Motion Limited, now BlackBerry Limited (“**BlackBerry**”) where he had served since September 2000 as Chief Operating Officer with a mandate to strengthen BlackBerry’s international operations and help build a world-class service organization. During his tenure, BlackBerry expanded to more than 175 countries around the world and BlackBerry’s fiscal year revenues grew from approximately $200 million to nearly $20 billion. Before joining BlackBerry, Mr. Morrison held a number of senior leadership positions in Canada, Europe and the United States with AT&T Inc. and Bell Canada. Mr. Morrison is the founder and was the Chairman of The Ontario Global 100, a not-for-profit organization established to accelerate the growth of Ontario’s most promising companies through globalization and served as Director and member of the audit committee of the Mastercard Foundation. Mr. Morrison also founded and serves as Chairman of New Seeds: The Thomas Merton Center, an organization created to foster interreligious dialogue on matters of spirituality and chairs the Dalai Lama Center for Ethics and Transformative Values at the Massachusetts Institute of Technology.

Mr. Morrison holds an MBA and Bachelor of Arts degrees from the University of Toronto and also participated in the Executive Program at the University of Virginia, Darden Business School.

Mr. Morrison is a member of the Corporate Governance and Nominating Committee.

BOARD/COMMITTEE MEMBERSHIP	ATTENDANCE		OTHER PUBLIC BOARD MEMBERSHIP DURING LAST FIVE YEARS		
			ENTITY	INDUSTRY	POSITION
Board of Directors	11 of 11	100%	n/a	n/a	n/a
Human Resources and Compensation Committee	2 of 3	67%			
Corporate Governance and Nominating Committee	2 of 2	100%			

SECURITIES HELD	SHARES		DEFERRED SHARE UNITS		TOTAL NUMBER AND VALUE OF SHARES AND DEFERRED SHARE UNITS	
	(#)	($)	(#)	($)	(#)	($)
As at March 18, 2019	2,595	15,362	42,049	248,930	44,644	264,292

Age 63
New York, United States
INDEPENDENT

Director since December 20, 2012

AREAS OF EXPERTISE:
- Financial
- Strategic Planning
- Industry Specific Experience
- Human Resources
- Public Policy and Corporate Relations

KALPANA RAINA

MANAGING PARTNER, 252 SOLUTIONS, LLC (CONSULTING FIRM)

Kalpana Raina is Managing Partner of 252 Solutions, LLC, a consulting firm. Ms. Raina was formerly with The Bank of New York (the “**BNY**”) from 1988 to 2006, where she last served as Executive Vice-President. Ms. Raina’s client portfolio at the BNY included clients in the media and telecommunications, healthcare, retailing, and hotels and leisure industries. Throughout her tenure, she served on numerous committees including the BNY’s credit and risk and planning committees. Ms. Raina also served on the board of directors of John Wiley & Sons, Inc., a provider of content and content-enabled digital services to customers worldwide. She serves on the board of directors of Information Services Group, Inc., a leading technology insight, market intelligence and advisory services company. Previously, she was on the board of directors, the audit committee and Chair of the nominating and corporate governance committee of RealNetworks, Inc. and on the board of directors of the World Policy Institute.

Ms. Raina holds a Master’s degree in English Literature from McMaster University and undergraduate and graduate degrees from Panjab University, India.

Ms. Raina is a member of the Audit and Corporate Governance and Nominating Committees.

BOARD/COMMITTEE MEMBERSHIP	ATTENDANCE		OTHER PUBLIC BOARD MEMBERSHIP DURING LAST FIVE YEARS		
			ENTITY	INDUSTRY	POSITION
Board of Directors	9 of 11	82%	John Wileys & Sons, Inc. (2009 – 2017)	Publishing and digital content services	Director, member of the audit committee
Audit Committee	3 of 3	100%	Information Services Gro up, Inc. (2009 – present)	Technology consulting	Director, member of compensation Committee, audit committee and the nominating and corporate governance committee
Corporate Governance and Nominating Committee	5 of 5	100%	RealNetworks, Inc. (2001 – 2013)	Internet media software	Director, member of the audit committee and Chair of the nominating and corporate governance committee

SECURITIES HELD	SHARES		DEFERRED SHARE UNITS		TOTAL NUMBER AND VALUE OF SHARES AND DEFERRED SHARE UNITS	
	(#)	($)	(#)	($)	(#)	($)
As at March 18, 2019	3,000	17,760	42,049	248,930	45,049	266,690

Age 65
Tel Aviv, Israel
INDEPENDENT
Director since December 4, 2017

AREAS OF EXPERTISE:
- Senior Executive Leadership
- Financial
- Strategic Planning
- Industry Specific Experience

PAUL W. RUSSO

CORPORATE DIRECTOR

Paul W. Russo served as the Chief Executive Officer of Color Spot Holdings, Inc., the largest grower of potted plants and shrubs in the United States, from March 2017 to December 2018. He was previously Executive Vice-President of Business Development of the Hibu Group Limited, a business providing digital marketing services and print advertising to small and medium enterprise customers, and a Partner at Bain & Company.

He received a Bachelor of Science in Business from the University of California at Berkeley, an MBA from the Harvard Business School and achieved CPA certification.

Mr. Russo is the Chair of the Human Resources and Compensation Committee and a member of the Audit Committee.

BOARD/COMMITTEE MEMBERSHIP	ATTENDANCE		OTHER PUBLIC BOARD MEMBERSHIP DURING LAST FIVE YEARS		
			ENTITY	INDUSTRY	POSITION
Board of Directors	10 of 11	91%	n/a	n/a	n/a
Human Resources and Compensation Committee	6 of 6	100%			
Audit Committee	3 of 3	100%			

SECURITIES HELD	SHARES		DEFERRED SHARE UNITS		TOTAL NUMBER AND VALUE OF SHARES AND DEFERRED SHARE UNITS	
	(#)	($)	(#)	($)	(#)	($)
As at March 18, 2019	Nil	Nil	30,007	117,641	30,007	117,641

To the knowledge of the Corporation: (i) no proposed Director is, at the date of this Proxy Circular, or has been, in the ten (10) years prior to the date of this Proxy Circular, a director, chief executive officer or chief financial officer of any company, that: (a) while the proposed Director was acting in that capacity, was subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation that was in effect for a period of more than thirty (30) consecutive days; or (b) after the proposed Director ceased to act in that capacity, was subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation that was in effect for a period of more than thirty (30) consecutive days because of an event which occurred while the proposed Director was acting in that capacity; or (ii) no proposed Director is, at the date of this Proxy Circular, or has been, in the ten (10) years prior to the date of this Proxy Circular, a director or an executive officer of any company, that while the proposed Director was acting in that capacity, or in the year after the proposed Director ceased to act in that capacity, became bankrupt, made a proposal under any bankruptcy or insolvency legislation, was subject to any proceedings, arrangement or compromise with creditors or instituted any proceedings against the same, or had a receiver, receiver-manager, director in bankruptcy or trustee appointed to hold its assets, except for Paul W. Russo who was the Chief Executive Officer of Color Spot Holdings when the company filed for Chapter 11 bankruptcy protection in the United States of American court in Delaware on May 29, 2018; or (iii) no proposed Director, in the ten (10) years prior to the date of this Proxy Circular, became bankrupt, made a proposal under any bankruptcy or insolvency legislation, was subject to any proceedings, arrangement or compromise with creditors or instituted any proceedings against the same, or had a receiver, receiver-manager or director in bankruptcy appointed to hold his or her assets, except for Craig Forman who was a Director of Yellow Pages Digital & Media Solutions Limited for varying periods of time immediately prior to the implementation on December 20, 2012 of the recapitalization transaction (the "**Recapitalization**") in accordance with a court-approved Plan of Arrangement under the *Canada Business Corporations Act* (the "**CBCA**") pursuant to which the former securities of Yellow Pages Digital & Media Solutions Limited and all entitlements relating thereto, were exchanged and cancelled for, as applicable, cash and common shares and warrants of the Corporation, and new senior secured notes and new senior subordinated exchangeable debentures of Yellow Pages Digital & Media Solutions Limited.

VOTING RESULTS OF 2018 ANNUAL MEETING

The voting results at the 2018 annual meeting of Shareholders of the Corporation were as follows:

ITEM VOTED UPON	ELECTION OF DIRECTORS				
1. Election of Directors		For		Withhold	
	Name	(#)	(%)	(#)	(%)
	David A. Eckert	20,215,677	99.80	40,707	0.20
	Craig Forman	20,203,557	99.74	52,827	0.26
	Rob Hall	20,212,427	99.78	43,957	0.22
	Susan Kudzman	20,210,302	99.77	46,082	0.23
	Donald H. Morrison	20,210,254	99.77	46,130	0.23
	Kalpana Raina	20,213,629	99.79	42,755	0.21
	Paul W. Russo	20,210,524	99.77	45,860	0.21

2. Appointment of Auditors of the Corporation		For		Withhold	
		(#)	(%)	(#)	(%)
	Deloitte LLP	20,588,449	99.95	9,326	0.05

3. Amendment to the 2012 Stock Option Plan and Ratification of certain stock options granted thereunder	For		Withhold	
	(#)	(%)	(#)	(%)
	19,772,906	97.61	483,473	2.39

BOARD AND COMMITTEE MEETINGS

The following table sets forth the attendance record by the Directors at Board and Committee meetings for the year ended December 31, 2018.

NAME	BOARD OF DIRECTORS	AUDIT COMMTTEE	COMPENSATION & HUMAN RESOURCES COMMITTEE	CORPORATE GOVERNANCE & NOMINATING COMMITTEE	AD HOC COMMITTEE	TOTAL
David A. Eckert[(1)]	11 of 11	-	-	-	4 of 4	**100%**
Craig Forman[(1)]	11 of 11	-	3 of 3	5 of 5	-	**100%**
Rob Hall[(2)]	11 of 11	7 of 7	3 of 3		4 of 4	**100%**
Susan Kudzman[(3)]	11 of 11	-	3 of 3	-	4 of 4	**100%**
David A. Lazzarato[(4)]	4 of 4	4 of 4	-	-		**100%**
David G. Leith[(4)]	4 of 4	-	-	3 of 3		**100%**
Robert F. MacLellan[(4)]	4 of 4	-	-	-	-	**100%**
Donald H. Morrison[(4)]	11 of 11	-	2 of 3	3 of 3		**94%**
Martin Nisenholtz[(4)]	4 of 4	-	3 of 3	-	-	**100%**
Kalpana Raina[(5)]	9 of 11	3 of 3	-	5 of 5	-	**95%**
Paul W. Russo[(6)]	10 of 11	3 of 3	6 of 6			**95%**
Michael G. Sifton[(4)]	4 of 4	4of 4	-	-	-	**100%**
TOTAL	**97%**	**100%**	**95%**	**100%**	**100%**	**99%**

(1) David A. Eckert was appointed to the Ad Hoc Committee on May 11, 2018 and names its chair on May 18, 2018. Craig Forman served on the Corporate Governance and Nominating Committee and was named its Chair and appointed to the Human Resources and Compensation Committee on May 11, 2018.

(2) Rob Hall was appointed to the Audit Committee on February 15, 2018 and named its Chair and appointed to the Ad Hoc and Human Resources and Compensation Committee on May 11, 2018.

(3) Susan Kudzman was Chair of the Human Resources and Compensation Committee until May 11, 2018 when she was named Chair of the Board, and appointed to the Ad Hoc Committee.

(4) David A. Lazzarato, David G. Leith, Robert F. MacLellan, Martin Nisenholtz and Michael G. Sifton served on the Board until May 11, 2018. Messrs. Lazzarato and Sifton served on the Audit Committee until May 11, 2018. Messrs. Morrison and Nisenholtz served on the Human Resources and Compensation Committee until May 11, 2018. Mr. Leith served on the Corporate Governance and Nominating Committee until May 11, 2018. Mr. MacLellan was Chair of the Board until May 11, 2018. Mr. Morrison was appointed to the Corporate Governance and Nominating Committee on May 11, 2018.

(5) Kalpana Raina was appointed to the Audit Committee on May 11, 2018.

(6) Paul W. Russo was appointed to the Human Resources and Compensation Committee on February 15, 2018 and was named its Chair and appointed to the Audit Committee on May 11, 2018.

BOARD INDEPENDENCE

The Board, on advice of the Corporate Governance and Nominating Committee has determined that all of the Directors other than David A. Eckert, the President and Chief Executive Officer of the Corporation, are independent as such term is defined in National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators (“**CSA**”) and do not have a material relationship with the Corporation. All Committee members are independent.

DIRECTOR SERVICE ON OTHER BOARDS AND BOARD INTERLOCKS

To ensure our Board remains strongly independent and that all Directors are able to properly discharge their duties to act effectively and in the best interest of the Corporation, the Board actively reviews the number of outside boards on which any one Director sits. Specifically, the Board has determined that:

– *Maximum directorships:* Directors should limit the number of Boards of Directors on which they serve to no more than four (4) public company boards, including the Corporation.

– *Maximum audit committee memberships:* Members of the Audit Committee of the Corporation shall not simultaneously serve on the audit committees of more than three (3) public companies, including the Corporation’s Audit Committee.

All the proposed nominees, who are also the current Directors, currently meet the foregoing guidelines. The Board is fully satisfied that each Director has sufficient time, attention and ability to devote the time required to be a high-performing contributor to the Board. Each Director has demonstrated the necessary commitment to do so as is evidenced by the attendance record.

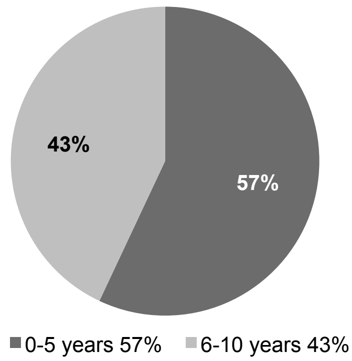
The Corporate Governance Guidelines of the Corporation provide that: (i) before accepting any new outside board assignment (or any new private company or government board assignment which involves a meaningful time commitment), Directors must formally inform the Chairman of the Corporate Governance and Nominating Committee to ensure that such new board assignment will not create a conflict of interest with his or her position as a Director; (ii) any new public company board assignment on which another Director already serves is subject to the approval of the Corporate Governance and Nominating Committee to limit the number of board and committee interlocks to no more than two (2) instances where two (2) of the Corporation’s Directors could generally serve on the same outside board or outside board committees; (iii) any outside board assignment of the President and Chief Executive Officer of the Corporation is subject to the prior approval of the Board; and (iv) no officer of the Corporation shall serve as a director of a company to which an independent Director of the Corporation is an officer.

As at March 25, 2019, none of the members of the Board served together on the board of any other public company.

The directorships of the Directors in other public companies in a Canadian or foreign jurisdiction are included under “Election of the Board of Directors – Nominees”.

DIRECTOR TENURE

The following chart indicates the number of years the Directors seeking election or re-election have served on the Corporation's Board:



As at March 25, 2019, the Corporation's average Board tenure for Directors seeking election or re-election is 3.5 years.

ORIENTATION AND CONTINUING EDUCATION

The Corporate Governance and Nominating Committee is responsible for developing and reviewing the Corporation's orientation and continuing education programs for Directors. New Directors are provided with an extensive information package on the Corporation's business, its strategic and operational plans, its governance system and its financial position (including analyst reports), director and officer liability insurance coverage information as well as copies of minutes of meetings of the Board and of the Committees held during the previous year. New Directors also meet with the President and Chief Executive Officer and the Senior Vice-President and Chief Financial Officer of the Corporation as well as other officers as necessary to discuss and review these matters and familiarize themselves with the function, significant risks, priorities, opportunities and most substantial challenges of the Corporation and the industry in which it operates.

Board members have regular access to the Corporation's senior management to discuss Board presentations and other matters of interest. Additionally, Board members are encouraged to share the best practices they observe on other boards they sit on.

The Corporation also encourages its Board members to attend external continuing education programs and bears the cost of such attendance to the extent reasonable. In early 2019, Board members had the opportunity to attend a presentation to deepen their knowledge on areas relevant to their function as a Board member.

COMPENSATION OF DIRECTORS

Each Director who is not a salaried officer of the Corporation or any of its subsidiaries (a "**Non-Executive Director**") receives compensation for serving on the Board consisting of a cash retainer and an annual equity retainer payable in deferred share units, as well as cash payments for serving as chair on a Board Committee, if applicable. In addition, upon his or her appointment, each Director is awarded a one-time deferred share unit grant of $75,000 for serving on the Board. See "Election of the Board of Directors – Compensation of Directors – Deferred Share Units Plan" for a description of the deferred share unit plan adopted by the Corporation. The table below highlights the annual Director compensation structure:

ANNUAL BOARD COMPENSATION STRUCTURE	DIRECTOR AMOUNT	CHAIR AMOUNT
Cash board retainer	$85,000	$142,500
Equity board retainer (in the form of deferred share units)	$65,000	$107,500
Total	**$150,000**	**$250,000**

COMMITTEE	ANNUAL COMPENSATION
Chair of Audit Committee	$20,000
Chair of Human Resources and Compensation Committee	$15,000
Chair of Corporate Governance and Nominating Committee	$10,000
Chair of the Ad Hoc Committee	-
Member of Audit Committee	-
Member of Human Resources and Compensation Committee	-
Member of Corporate Governance and Nominating Committee	-
Chair of the Ad Hoc Committee	-
Travel Fee (more than 1,000 km)	$1,500

There are no meeting fees payable to the Directors. Directors required to travel more than 1,000 kilometers to attend Board and Committee meetings receive a $1,500 travel fee for in-person meetings. The Corporation also reimburses out-of-pocket expenses incurred by the Directors to attend Board and Committee meetings.

DEFERRED SHARE UNIT PLAN

The deferred share unit plan of the Corporation was adopted on June 12, 2013 and subsequently amended and restated effective as at October 20, 2013 (the "**DSU Plan**"). The objective of the DSU Plan is to promote a greater alignment of interests between Eligible Participants (defined below) and Shareholders. Deferred share units ("**DSUs**") are a notional unit granted or credited to an Eligible Participant's account that, subject to the provisions of the DSU Plan, entitles an Eligible Participant to receive, on a deferred basis, a Share (purchased on the secondary market) or the cash equivalent thereof, at the discretion of the Corporation, upon redemption, unless such DSU expires prior to being settled. DSUs may be granted to any Director (an "**Eligible Director**") or employee of the Corporation (or any subsidiary of the Corporation) designated by the Board (an "**Eligible Employee**", and together with an Eligible Director, an "**Eligible Participant**"). Eligible Directors may elect to receive up to 100% of their annual retainer for service on the Board, but no less than $65,000 in the case of Directors and $107,500 in the case of the Chair, in the form of DSUs. Eligible Employees may elect to receive up to 100% of their annual base compensation and short-term incentive plan payment in the form of DSUs. DSUs are not assignable or transferable other than by will or the laws of descent and distribution.

The number of DSUs issued to each Eligible Participant who elects to receive DSUs is determined by dividing the amount of the Eligible Participant's annual retainer or annual base compensation and short-term incentive plan payment to be provided in DSUs, if applicable, by the volume weighted average trading price of the Shares on the TSX for the five (5) trading days ending on the trading day immediately preceding the date of grant.

Except as otherwise provided in an Eligible Participant's grant agreement or any other provision of the DSU Plan, all DSUs granted under the DSU Plan are credited to an Eligible Participant's account on the date of grant, provided that: (i) in respect of an Eligible Director, such individual is an Eligible Director throughout the fiscal year to which the grant relates; and (ii) no Eligible Director will have any right to receive any benefit under the DSU Plan until they cease to be an Eligible Director (and is not at that time an employee of the Corporation or any of its affiliates) or Eligible Employee, as the case may be, as a result of: (a) the termination (with or without cause, as such term is defined in the DSU Plan) of his or her employment with the Corporation or any of its affiliates; or (b) the termination (with or without cause) of his or her membership on the Corporation's or an affiliate's Board of Directors for any reason, in each such cases including by death, disability, retirement or resignation. Unless otherwise determined by the Board in its sole discretion, in the event that an Eligible Participant that was an Eligible Director ceases to be an Eligible Director (and is not at that time an employee of the Corporation or any of its affiliates) before the last day of such fiscal year, one-twelfth ($1/12^{th}$) of the DSUs granted in respect of such fiscal year (including the associated DSUs following payment of a dividend on the Shares) shall vest for each completed month of active service prior to the Eligible Participant's termination date in that fiscal year, and all remaining DSUs shall expire and be cancelled on his or her termination date. In the case of any Eligible Participant who is considered to be a "U.S. Participant" under the DSU Plan, all DSUs held by such Eligible Participant will be redeemed ninety (90) days from such Eligible Participant's termination date (as defined in the DSU Plan). The Board may amend, suspend or terminate the DSU Plan, or any portion thereof, at any time.

SHARE OWNERSHIP GUIDELINES FOR NON-EXECUTIVE DIRECTORS

The Corporation's share ownership guidelines require that Non-Executive Directors hold equity interest in the Corporation representing the value of three (3) times the annual Director Board retainer, being currently $450,000, to be achieved within five (5) years from the later of their appointment as a Director and July 1, 2013 (the date the current compensation structure was implemented). The Director's respective share ownership is calculated using the value of the equity interest, including Shares and DSUs held by a Director. For purposes of share ownership guidelines for Non-Executive Directors, the value of Shares is calculated based on the value which is the higher of: (i) the value of the Shares based on their respective purchase price; and (ii) the market value of the Shares based on the closing price of the Shares on the TSX on the calculation date. The value of DSUs is calculated based on the value which is the higher of: (a) the award value based on the value of the underlying Shares on the date of the grant as defined in the DSU Plan; and (b) the market value of the DSUs based on the closing price of the Shares on the TSX on the calculation date. The ownership guidelines for Non-Executive Directors also provide that in the event there is an increase in the annual cash retainer payable to Directors during a financial year, the Directors will have to comply with the corresponding increase in the minimum share ownership within a reasonable period of time. Directors are prohibited from hedging the value of the Corporation's securities that they hold. The table below illustrates the percentage of attainment of the ownership guidelines by the Non-Executive Directors as at December 31, 2018.

SHARE OWNERSHIP BY NON-EXECUTIVE DIRECTORS

Name	2018 Board Retainer ($)	Minimum Ownership Requirement ($)	Value of Ownership Interest(1) (Shares and DSUs) ($)	Actual Percentage of Minimum Ownership Requirement (%)	Minimum Ownership Requirement Date
Craig Forman	150,000	450,000	542,141	120	June 30, 2018
Rob Hall	150,000	450,000	144,981	32	December 4, 2022
Susan Kudzman	250,000(2)	450,000	751,133	167	October 14, 2019
Donald H. Morrison	150,000	450,000	450,174	100	June 30, 2018
Kalpana Raina	150,000	450,000	452,137	100	June 30, 2018
Paul W. Russo	150,000	450,000	144,981	32	December 4, 2022

(1) The value of ownership interest is calculated based on the higher of the closing price of the Shares on the TSX on December 31, 2018 (which was $6.09) and the applicable purchase price of the Shares or the value of the Shares underlying the DSU awards on the applicable date of grant of such awards.

(2) Ms. Kudzman's Board Retainer increased from $150,000 to $250,000 upon her nomination as Chair of the Board of Directors on May 11, 2018.

SHARE-BASED AWARDS – VALUE VESTED DURING THE YEAR

The following table shows the number of DSUs that vested during the year ended December 31, 2018 and the value of DSUs vested during the year for all Non-Executive Directors.

SHARE-BASED AWARDS

Name	Number of DSUs Vested and Underlying Shares Retained After Vesting (#)	Value Vested During the Year(1)(2) ($)
Craig Forman	17,402	141,494
Rob Hall	7,994	64,998
Susan Kudzman	20,291	164,984
David A. Lazzarato(3)	2,998	24,376
David G. Leith(3)	2,998	24,376
Robert F. MacLellan(3)	4,870	39,597
Donald H. Morrison	7,994	64,998
Martin Nisenholtz(3)	2,998	24,376
Kalpana Raina	7,994	64,998
Paul W. Russo	7,994	64,998
Michael G. Sifton(3)	2,998	24,376

(1) The value was calculated using the volume weighted average trading price of the Shares on the TSX in the five (5) days preceding January 1, 2018, the date of grant, which was $8.1309 for all Directors.

(2) In accordance with the terms of the DSU Plan, no Eligible Director will have any right to receive any payment or other benefit in respect of their outstanding DSUs under the DSU Plan, including the amounts disclosed in the column "Value vested during the year", until he or she ceases to be an Eligible Director (and is not at that time an employee of the Corporation or any of its affiliates) as a result of the termination (with or without cause) of his or her membership on the Corporation's or an affiliate's Board of Directors for any reason, including by death, disability, retirement or resignation.

(3) Messrs. Lazzarato, Leith, MacLellan, Nisenholtz and Sifton ceased to be a Director as of May 11, 2018. In accordance with the DSU Plan, one-twelfth ($1/12^{th}$) of the DSUs granted to Messrs. Lazzarato, Leith, MacLellan, Nisenholtz and Sifton in 2017 vested for each completed month prior to May 11, 2018 and all remaining DSUs granted in 2018 expired.

OUTSTANDING SHARE-BASED AWARDS

The following table indicates for each of the Non-Executive Directors, all DSU awards outstanding as at December 31, 2018. Non-Executive Directors are not eligible to receive Options or other option-based awards.

SHARE-BASED AWARDS			
Name	Number of Shares or Units of Shares That Have not Vested (#)	Market or Payout Value of Share-based Awards That Have not Vested ($)	Market or Payout Value of Vested Share-based Awards not Paid Out or Distributed[1] ($)
Craig Forman	Nil	Nil	249,599
Rob Hall	Nil	Nil	118,968
Susan Kudzman	Nil	Nil	328,659
Donald H. Morrison	Nil	Nil	192,303
Kalpana Raina	Nil	Nil	192,303
Paul W. Russo	Nil	Nil	118,968

(1) The market or payout value of the DSUs was determined by multiplying the number of DSUs vested but not paid out or distributed as at December 31, 2018 by the closing price of the Shares on the TSX on December 31, 2018 (which was $6.09). In accordance with the terms of the DSU Plan, no Eligible Director will have any right to receive any payment or other benefit in respect of their outstanding DSUs under the DSU Plan, including the amounts disclosed in the column "Market or payout value of vested share-based awards not paid out or distributed", until he or she ceases to be an Eligible Director (and is not at that time an employee of the Corporation or any of its affiliates) as a result of the termination (with or without cause) of his or her membership on the Corporation's or an affiliate's Board of Directors for any reason, including by death, disability, retirement or resignation.

TOTAL COMPENSATION OF NON-EXECUTIVE DIRECTORS

The following table provides the total compensation earned for the year ended December 31, 2018 by each Non-Executive Director who was a Director of the Corporation during the year ended December 31, 2018. Please see "Election of the Board of Directors – Compensation of Directors" for a description of the Board and Committee retainers.

COMPENSATION – NON-EXECUTIVE DIRECTORS										
	Fees Earned – Non-Executive Directors							Allocation of Total Fees		
Name	Board Retainer ($)	Audit Committee Retainer ($)	Human Resources and Compensation Committee Retainer ($)	Corporate Governance and Nominating Committee Retainer ($)	Share-Based Awards[1] ($)	All Other Compensation ($)	Total ($)	In Cash ($)	In DSUs ($)	DSU Portion (%)
Craig Forman[3]	150,000	-	-	6,667	-	3,000[4]	159,667	24,667	135,000	85
Rob Hall[3]	150,000	13,333	-	-	-	6,000[5]	169,333	104,333	65,000	38
Susan Kudzman[3]	216,667	-	5,000	-	-	-	221,667	0	221,667	100
David A. Lazzarato[2]	50,001	6,667	-	-	-	-	56,668	35,001	21,667	38
David G. Leith[2]	50,001	-	-	3,333	-	-	53,334	31,667	21,667	41
Robert F. MacLellan[2]	100,000	-	-	-	-	-	100,000	56,667	43,333	43
Donald H. Morrison	150,000	-	-	-	-	-	150,000	85,000	65,000	43
Martin Nisenholtz[2]	50,001	-	-	-	-	-	50,001	28,334	21,667	43
Kalpana Raina	150,000	-	-	-	-	-	150,000	85,000	65,000	43
Paul W. Russo[3]	150,000	-	10,000	-	-	6,000[5]	166,000	101,000	65,000	39
Michael G. Sifton[2]	50,001	-	-	-	-	-	50,001	28,334	21,667	43

(1) Non-Executive Directors do not receive Options, restricted or performance share units. A one-time DSU award in the amount of $75,000 is awarded to a Director upon his or her appointment to the Board (see "Election of the Board of Directors – Compensation of Directors").

(2) David A. Lazzarato, David G. Leith, Robert F. MacLellan, Martin Nisenholtz and Michael G. Sifton ceased to be members of the Board on May 11, 2018. Their Board and Committee cash retainers and DSU grants were prorated accordingly (January to April 2018).

(3) On May 11, 2018 Susan Kudzman, Craig Forman, Rob Hall and Paul W. Russo were appointed Chair of the Board, Chair of the Corporate Governance and Nominating Committee, Chair of the Audit Committee and Chair of the Human Resources and Compensation Committee respectively. As a result, their Board and Committee cash retainers and DSU grants were prorated accordingly (May to December 2018). Upon being elected Chair of the Board, Ms. Kudzman resigned as Chair of the Human Resources and Compensation Committee. Susan Kudzman elected to receive 100% of her Director compensation in the form of DSUs, including her prorated (January to April 2018) fees as Chair of the Human Resources and Compensation Committee. Mr. Forman elected to receive 90% of his Director compensation in the form of DSUs, his Corporate Governance and Nominating Committee Retainer was paid in cash.

(4) All such compensation consists of travel fees as Mr. Forman traveled more than 1,000 kilometers to attend in-person Board and Committee meetings on two (2) occasions.

(5) All such compensation consists of travel fees as Messrs. Hall and Russo traveled more than 1,000 kilometers to attend in-person Board and Committee meetings on four (4) occasions.

BOARD AND COMMITTEES

The role of the Board is to oversee the conduct of the Corporation's business and to supervise Management. The Board also establishes the overall policies for the Corporation, monitors and evaluates the Corporation's strategic direction and retains plenary power for those functions not specifically delegated by it to its committees or to Management.

The Board has four (4) standing committees (each, a "**Committee**"), being the Corporate Governance and Nominating Committee, the Human Resources and Compensation Committee, the Audit Committee and the Ad Hoc Committee. A more detailed description of the role of the Board and its Committees is under "Schedule "A" Disclosure of Corporation Governance Practices".

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

The number of members of the Corporate Governance and Nominating Committee is set at three (3). Since 2017, Craig Forman and Kalpana Raina have served on the Committee. On May 11, 2018, Donald H. Morrison became a member of the Committee and Mr. Forman was appointed Chairman. The table below sets out their experience.

COMMITTEE MEMBER	EXPERIENCE ACQUIRED THROUGH ROLE
Craig Forman	Craig Forman acquired experience in corporate governance by serving as Executive Chairman of the board of Appia, Inc. and WHERE, Inc. and as Executive Vice-President and President, Access and Audience and Chief Product Officer at EarthLink, Inc., an Atlanta-based Internet services provider. Mr. Forman is President and Chief Executive Officer of the McClatchy Company, a news and information provider, and serves as a Director on its board. Mr. Forman served on the board of Digital Turbine Inc., a media and mobile communications company. He also served as Director on the boards of several private companies. Mr. Forman has a Master's degree in law from Yale Law School and completed the Director's Consortium executive education program from Stanford University in 2012 which included modules on corporate governance.
Donald H. Morrison	Mr. Morrison acquired experience in corporate governance by serving as Chief Operating Officer of Blackberry from 2000 to 2011. Prior to that, he held a number of senior leadership positions in Canada, Europe and the United States. Prior to joining Blackberry, Mr. Morrison held a number of senior leadership positions with AT&T and Bell Canada. Mr. Morrison holds an MBA from the University of Toronto and also participated in the Executive Program at the University of Virginia, Darden Business School.
Kalpana Raina	Kalpana Raina serves on the board of directors of Information Services Group, Inc., a leading technology insight, market intelligence and advisory services company and is a member of its nominating and corporate governance committee. She also previously served on the board of directors of RealNetworks, Inc and was Chair of its nominating and corporate governance committee.

In 2018, the Corporate Governance and Nominating Committee:

- Recommended the nominees for election as Directors at the Annual General Meeting.
- Reviewed the composition of Committees.
- Reviewed the charter of the Board, the charters of the Corporate Governance and Nominating Committee, the Human Resources and Compensation Committee and the Audit Committee.
- Reviewed the compensation of the Board.
- Approved the annual revisions of the Code of Ethics and the Corporation's Insider Trading Policy.
- Reviewed the Corporation's system of corporate governance to ensure compliance with applicable legal and regulatory requirements.
- Reviewed the amendments to the Corporate Governance Guidelines required in connection with the updated Code of Ethics.
- Reviewed and approved the Corporation's disclosure on corporate governance in the Proxy Circular in respect of the 2018 annual general meeting.
- Reviewed the Corporation's compliance with its Diversity Policy.
- Reviewed the process for communication of comments or concerns to the Board, the Corporate Secretary or the Ethics Committee.
- Met privately without Management present at each meeting of the Committee.

HUMAN RESOURCES AND COMPENSATION COMMITTEE

The number of members of the Human Resources and Compensation Committee is set at three (3) members. Since May 11, 2018, Craig Forman, Rob Hall and Paul W. Russo (Chair) served on such Committee.

The Board believes that the Human Resources and Compensation Committee collectively has the knowledge, experience and background required to fulfill its mandate and to make the right decisions on the suitability of the Corporation's compensation policies. All of the Human Resources and Compensation Committee members held or currently hold senior management positions. In these roles, the members of the Human Resources and Compensation Committee acquired direct experience related to the management of executive compensation, making day-to-day decisions concerning executive pay, and designing short and long-term incentive plans with objectives tied to sustained shareholder value creation. The table below sets out their experience

COMMITTEE MEMBER	EXPERIENCE ACQUIRED THROUGH ROLE
Craig Forman	Craig Forman acquired experience in human resources and compensation by serving as Executive Chairman of the board of Appia, Inc. and WHERE, Inc. and as Executive Vice-President and President, Access and Audience and Chief Product Officer at EarthLink, Inc., an Atlanta-based Internet services provider. Mr. Forman is President and Chief Executive Officer of the McClatchy Company, a news and information provider, and serves as a Director on its board. Mr. Forman served on the board of Digital Turbine Inc., a media and mobile communications company. He also served as Director on the boards of several private companies. Mr. Forman has a Master's degree in law from Yale Law School and completed the Director's Consortium executive education program from Stanford University in 2012.
Rob Hall	Rob Hall acquired experience related to human resources and compensation while he was Chief Financial Officer of the Hibu Group Limited, a business providing digital marketing services and print advertising to small and medium enterprise customers, from March 2014 to July 2018. Mr. Hall joined the Hibu Group Limited in 2003 and held several financial roles in the United Kingdom and the United States. Mr. Hall is a Director of the Hibu Group Limited and holds a Bachelor of Science in Business Studies from the University of Swansea, United Kingdom and is a Chartered Management Accountant.
Paul W. Russo	While serving as Chief Executive Officer of Color Spot Holdings, Inc. between March 2017 to December 2018 and previously Executive Vice-President of Business Development of the Hibu Group Limited, a business providing digital marketing services and print advertising to small and medium enterprise customers, during its successful turnaround, and as an Executive of a number of other private companies, Paul W. Russo acquired experience related to human resources and compensation matters. He also received a Bachelor of Science in Business from the University of California at Berkeley, an MBA from the Harvard Business School and achieved CPA certification.

In 2018, the Human Resources and Compensation Committee:

- Reviewed and approved the report on the results of the 2017 short-term incentive plan and 2015 performance share units' payouts compared to targets for the performance cycle ended on December 31, 2018.
- Reviewed the annual performance assessments for the senior executives and approved their base compensation.
- Retained Willis Towers Watson as its independent compensation advisor.
- Reviewed and approved the targets under the 2018 Short-Term Incentive and Long-Term Incentive Plans and recommended the award of Options and restricted share units to senior management and selected members of management.
- Reviewed and approved senior executive and organizational changes.

- Reviewed and approved the compensation discussion and analysis in the proxy circular in respect of the 2018 annual meeting of Shareholders.
- Reviewed the charter of the Human Resources and Compensation Committee.
- Received various updates and recommendations in relation with labour matters of the Corporation.
- Met privately without Management present at each meeting of the Committee.

For a more comprehensive discussion of the activities conducted in 2018 by the Human Resources and Compensation Committee, see “Executive Compensation – Discussion and Analysis”.

AUDIT COMMITTEE

The number of members of the Audit Committee is set at three (3) members. Since May 2018, Rob Hall (Chair), Kalpana Raina and Paul W. Russo served on such Committee.

The Board believes that the Audit Committee has the knowledge and background required to oversee the financial reporting and disclosure controls and procedures, accounting systems and internal controls over financial reporting of the Corporation. All the members of the Audit Committee are financially literate as defined under applicable securities law, which means that they have 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 that can reasonably be expected to be raised by the Corporation’s financial statements. The table below sets out their experience.

COMMITTEE MEMBER	EXPERIENCE ACQUIRED THROUGH ROLE
Rob Hall	Rob Hall was Chief Financial Officer of the Hibu Group Limited, a business providing digital marketing services and print advertising to small and medium enterprise customers in the UK and US, from March 2014 to July 2018. Mr. Hall remains a Director of Hibu Group Limited, a company he joined in 2003 and where he has held several financial roles in the UK and US. Mr. Hall holds a Bachelor of Science in Business Studies from the University of Swansea, United Kingdom and is a Chartered Management Accountant.
Kalpana Raina	During the 18 years she served at the Bank of New York, a global financial services institution, Ms. Raina had broad exposure to accounting, corporate finance and credit risk issues, specifically in her role as Executive Vice-President and as manager of its offices in France, Spain, Italy, Belgium and Germany. Ms. Raina is also a Director and a member of the Audit Committee of Information Services Group, Inc. and John Wileys & Sons, Inc., and previously served as Director and member of the Audit Committee of RealNetworks, Inc
Paul W. Russo	While serving as Chief Executive Officer of Color Spot Holdings, Inc. between March 2017 to December 2018 and previously Executive Vice-President of Business Development of the Hibu Group Limited, a business providing digital marketing services and print advertising to small and medium enterprise customers, during its successful turnaround, and as an Executive of a number of other private companies, Paul W. Russo acquired experience related to accounting and corporate finance. He also received a Bachelor of Science in Business from the University of California at Berkeley, an MBA from the Harvard Business School and achieved CPA certification.

In 2018, the Audit Committee:

- Recommended for approval by the Board the annual and quarterly consolidated financial statements and related Management’s Discussion and Analysis and press releases.
- Reviewed the auditor’s engagement letter, including scope of audit and fees, and confirmed its independence.
- Oversaw the management of liabilities in connection with the long-term incentive plan for Management and DSU Plan for Directors and Management.
- Reported to the Board on oversight and receipt of certificates from Management confirming compliance with debt covenants, withholdings, deductions and remittances.
- Reviewed management’s computations pertaining to the redemption of outstanding debt.
- Reviewed quarterly reports relating to treasury.
- Reviewed quarterly reports from the Ethics Committee.
- Reviewed reports from internal audit including with respect to Canadian anti-spam legislation control, cybersecurity and monitored implementation of recommendations from the internal auditor and approved the internal audit budget.
- Reviewed pension reports and approved actuarial valuations and financial statements for the pension plans.
- Monitored and approved changes to the investment strategy for the Corporation’s defined benefit and defined contribution pension plans.
- Received and reviewed reports from Management on internal controls over financial reporting and on disclosure controls and procedures.
- Approved amendments to the Corporation’s Disclosure Policy, Financial Risk Management Policy and the Policy on Reporting of Concerns.
- Reviewed the Audit Committee’s Charter.
- Recommended for approval the AIF for the year ended December 31, 2018, as well as the Proxy Circular in respect of the 2019 annual meeting of Shareholders.
- Met quarterly in private and separately with each of the external auditors, internal auditors and Management.

AD HOC COMMITTEE

The number of members of the Ad Hoc Committee is set at three (3) members. In 2018, David A. Eckert (Chair), Rob Hall and Susan Kudzman served on such Committee. The Ad Hoc Committee was created on May 11, 2018 and was responsible for reviewing, considering and making recommendations to the Board with respect to any and all matters related to the streamlining of the Corporation’s portfolio of leased office space and such other matters as determined by the Board from time to time.

In 2018, the Ad Hoc Committee:

- Reviewed and approved documentation relating to the streamlining of the Corporation’s portfolio of leased office space.

EXECUTIVE COMPENSATION

THE BOARD OF DIRECTORS' LETTER TO SHAREHOLDERS

Dear Shareholders:

On behalf of the Human Resources and Compensation Committee and the Board, we are pleased to share with you the approach to executive compensation, including the framework we used to make our compensation decisions for 2018. Our focus continued to be the delivery of value to the Corporation's stakeholders, the attraction and retention of the right talent and the alignment of compensation to the current dynamics facing the Corporation.

Given the need for a turnaround plan in late 2017 and extensive changes made to the Corporation's executive management team, the Board implemented a compensation framework in 2018 that was significantly different from the 2017 framework. The 2018 annual short-term incentive plan ("**STIP**") for all eligible employees, including executive management was aligned with the STIP set forth for the President and Chief Executive Officer. The 2018 STIP now has two (2) measurements of achievement, Financial and Non-Financial. The metrics of the Financial measurement, weighted at 75%, is based on Adjusted EBITDA less Capex (as defined below). The metrics of the Non-Financial measurement, weighted at 25%, is based on discretionary metrics to be assessed by the Board. The equity mix of the 2018 long-term incentive plan ("**LTIP**") was also altered by eliminating the performance share units ("PSUs") given the difficulty of establishing long-term financial objectives in a turnaround context. The total long-term grant value for Named Executive Officers is now 100% attributed in stock options ("Options"). For designated executives and senior management, the total long-term grant value was attributed 70% in Options and 30% in restricted share units ("RSUs").

Corporate Performance Highlights

Below are the key Financial and Non-Financial highlights for the year ended December 31, 2018 to which executive compensation was based upon:

- The Corporation successfully realigned its cost structure with the new realities of its revenue base as evidenced by the cash flow generated:
    - Adjusted EBITDA increased by $9.5 million or 5.2% to $192.6 million compared to $183.1 million for the same period in 2017. More importantly, Adjusted EBITDA margin improved 8.2% to 33.4% compared to 25.2% for the same period last year;
    - Adjusted EBITDA less CAPEX increased by $58.3 million or 48% to $180.5 million compared to $122.2 million for the same period last year;
    - The Corporation made principal redemption payments totalling $144.8 million on its 10.00% Senior Secured Notes. As at December 31, 2018 the Corporation had $167.5 million remaining on the 10% Senior Secured Notes, and $96.2 million on the Exchangeable Debentures;
    - The Corporation's net debt, excluding lease obligations, as at December 31, 2018 was less than 1x its 2018 Adjusted EBTIDA;
- The Corporation successfully restructured and renegotiated its collective bargaining agreements with virtually all of its sales representatives across Canada; and
- The Corporation either divested or liquidated unprofitable or non-synergistic affiliates.

Definition of Adjusted EBITDA: Income from operations before depreciation and amortization, impairment of intangible assets and goodwill, and restructuring and other charges less revenues less operating costs, as shown in Yellow Pages Limited's consolidated statements of income.

Definition of Adjusted EBITDA less CAPEX: Income from operations before depreciation and amortization, impairment of intangible assets and goodwill, and restructuring and other charges less revenues less operating costs, as shown in Yellow Pages Limited's consolidated statements of income, less additions to intangible assets and additions to property and equipment, net of lease incentives received, as reported in the Investing Activities section of the Company's consolidated statements of cash flows.

ANNUAL SHORT-TERM INCENTIVE PLAN

Plan Design

As noted above, the framework of the STIP was changed in 2018. In 2017, there were two (2) measures of achievement, financial and operational, each having a weight of 50%. The financial measure had two (2) KPIs: reported revenue, weighted at 30% and Adjusted EBITDA, weighted at 70%. The operational measure had three (3) KPIs: customer count, weighted at 33.3%; customer acquisition, weighted at 33.3%; and Total Digital Visits, weighted at 33.3%. The 2018 STIP now has two (2) measurements of achievement, Financial and Non-Financial. The metrics of the Financial measurement, weighted at 75%, was based on Adjusted EBITDA less Capex (as defined above). The metrics of the Non-Financial measurement, weighted at 25%, was based on discretionary metrics to be assessed by the Board. Considering the complexities of such a large restructuring and urgency with which the Corporation needed to act, the Board determined that achievement would be assessed at its discretion along the scale of: Poor (0 payout), Good (payout at 100%) or Excellent (200%).

See "Executive Compensation – Discussion and Analysis – Total Compensation Components – Annual Short-Term Incentive Plan" for details.

Results

As noted above in Corporate Performance Highlights and further explained in the section "Executive Compensation – Discussion and Analysis – Total Compensation Components – Annual Short-Term Incentive Plan – 2018 STIP Payout", the Corporation took difficult actions and achieved solid results required to build its continued success.

With regards to the Financial measures, the Corporation achieved significant financial milestones in 2018. Adjusted EBITDA less CAPEX was 48% higher than the year ended 2017, from $122.2 million to $180.5 million. Adjusted EBITDA margins for 2018 increased 8.2% to 33.4% compared to the same period last year which resulted in Adjusted EBITDA for the year of $192.6 million. These achievements occurred in a year in which the Corporation's revenue declined by $150.8 million.

The cashflow generated during the year ended 2018 was used to improve the Corporation's capital structure as part of management's turnaround plan. The Corporation repaid over $144.8 million on its Senior Secured Notes in 2018 and is forecasting to repay another $90 million in 2019 (see Note 14 - Current portion of 10.00% Senior Secured Notes of the Consolidated Financial Statements of Yellow Pages Limited as at December 31, 2018 and 2017). As a result of the foregoing, the Company's capitalization ratios dramatically improved in 2018. The Company's net d,,ebt, excluding lease obligations, to Adjusted EBITDA was below 1.0 x as at December 31, 2018.

With regards to the Non-Financial measures, the Corporation successfully renegotiated the collective bargaining agreements with virtually all of its sales representatives across Canada. Effectively, the executive management team restructured agreements that had not been materially altered in over twenty (20) years. The renegotiated collective bargaining agreements provide management with the flexibility to properly manage the Corporation's selling efforts and to compete in the competitive marketplace in which it operates.

Further, throughout 2018, the Corporation divested or liquidated seven non-performing and non-synergetic affiliates. This allowed the Corporation to prepay its Senior Secured Notes and improve its capital structure.

Given the rapid turnaround and achievements on the Financial and Non-Financial measures, the Board assessed performance to be Excellent and awarded a payout at 200% on both measures. To determine the 2018 STIP payouts for each Named Executive Officer see section "Executive Compensation – Discussion and Analysis – Total Compensation Components – Annual Short-Term Incentive Plan – 2018 STIP Payout" for details.

LONG-TERM INCENTIVE PLAN

2018 Plan

As mentioned above, considering the changes to the executive management team of the Corporation, and that the Corporation is now in a turnaround, in 2018 100% of the total long-term grant value for Named Executive Officers was attributed in Options. For designated executive and senior management, the total long-term grant value will be attributed 70% in Options and 30% in RSUs.

2016 Performance and Restricted Share Unit Plan Payout

In 2016, the Corporation granted RSUs and PSUs to certain Named Executive Officers under the Corporation's Restricted Share Unit and Performance Share Unit Plan adopted on May 6, 2013 (the "**RSU&PSU Plan**"). The vesting of the RSUs was contingent on a three-year time-based vesting condition, to be confirmed at the time of the approval of the financial statements for the year ended December 31, 2018. The vesting of the PSUs was tied 70% to the achievement of the CAGR of digital published revenue target as at December 31, 2018 and 30% a predetermined level of net debt on December 31, 2018. The Corporation was unsuccessful in its efforts on achievement of the CAGR of digital published revenue target and debt repayment, and failed to meet the threshold target for either. As such, the 2016 PSUs vested with a payout of 0% for the eligible Named Executive Officers (see section "Executive Compensation – Discussion and Analysis – Long-term Incentive Programs – 2016 LTIP" for details).

Conclusion

We believe that the Corporation's executive compensation policy and programs are designed to properly align the Corporation's objectives and executive rewards, thus encouraging appropriate behaviour. The HRCC and Board will continue to review and implement changes as needed to the executive compensation policy and programs.

The Human Resources and Compensation Committee
Paul W. Russo (Chair)
Craig Forman
Rob Hall

DISCUSSION AND ANALYSIS

This section provides details on the Corporation's executive compensation philosophy, approach and components, and explains in greater detail the process followed by the Human Resources and Compensation Committee (the "**HRCC**") regarding executive pay.

DETERMINING COMPENSATION

HUMAN RESOURCES AND COMPENSATION COMMITTEE

The 2018 compensation of executive officers of the Corporation, including the current President and Chief Executive Officers, the current and former Senior Vice-President and Chief Financial Officers and the three (3) next most highly compensated executive officers of the Corporation or its Subsidiaries, (collectively, the "**Named Executive Officers**"), was determined by the Board following the recommendation of the HRCC.

All the members of the HRCC are independent Directors. The HRCC collectively has the knowledge, experience and background required to fulfill its mandate and to make the right decisions on the suitability of the Corporation's compensation policies, as discussed in "Election of the Board of Directors – Human Resources and Compensation Committee". Further, the HRCC fully understands the long-term implications and limitations of the key elements of compensation described in "Executive Compensation – Discussion and Analysis – Compensation Philosophy and Objectives". See "Elections of the Board of Director – Human Resources and Compensation Committee" and "Schedule "A" Disclosure of Corporate Governance Practices – Committees of the Board – Human Resources and Compensation Committee" for a description of meetings held and matters undertaken in 2018 by the HRCC.

COMPENSATION DECISION PROCESS AND RISK MANAGEMENT

The HRCC aims at designing and developing compensation programs that ensures the Corporation attracts and retains the right talent, and aligns compensation with the dynamics facing the Corporation. When making decisions about executive pay, the HRCC considers a number of factors, both quantitative and qualitative. While quantitative analysis and best practices are important factors that the HRCC relies on when analyzing executive pay, discretion, judgment and prior compensation experience are instrumental in delivering programs that are in the best interest of the Corporation.

The HRCC follows a rigorous process when establishing objectives for different pay-at-risk programs. The objectives assigned to executives to allow for a payout under both the short and long-term incentive plans are derived from the annual operational and long-term plans of the Corporation. Payment is made at the end of the performance period provided the actual achievement exceeds the threshold or minimum level of performance required, as determined by the Board at its discretion. The Board also maintains discretion over final payout, regardless of the achievement of specific performance metrics. The HRCC considers the implications of the possible risks associated with the Corporation's compensation programs in order to mitigate potential undesired outcome of having executives take excessive risks when managing the Corporation.

SHARE OWNERSHIP GUIDELINES FOR EXECUTIVES

In May 2013, the HRCC reviewed and implemented new share ownership guidelines for the Named Executive Officers and other executives of the Corporation. The purpose of the guidelines is to promote the ownership of the Corporation's Shares by the executives to align their interests with those of the Shareholders. Notwithstanding the foregoing, Mr. Eckert is not bound by said guidelines considering his employment agreement is for a term of three (3) years. However, Mr. Eckert is bound by post-employment holding obligations. For further information see "Executive Compensation – Discussion and Analysis – Employment Agreements, Terminations and Change of Control Benefits".

Under the guidelines, the executives are required to hold a certain value, equal to a multiple of their base salary (the "**Minimum Share Ownership**"), in Shares, DSUs or RSUs. Senior Vice-Presidents are to hold two times their base salary and Vice-Presidents are to hold one time their base salary. The executives must achieve the Minimum Share Ownership within seven (7) years (further to an amendment made to the Share Ownership Guidelines for Executives whereby the period within which executives must attain Minimum Share Ownership was extended to seven years from five) of their appointment. The extent to which the Minimum Share Ownership is achieved is evaluated annually. The executives' Minimum Share Ownership is calculated using the value of Shares, DSUs and RSUs held by an executive, based on the value which is the higher of: (a) the value of the Shares (or underlying Shares in the case of DSUs or RSUs) based on their respective purchase price or award price; and (b) the market value of the Shares (or underlying Shares in the case of DSUs or RSUs) based on the closing price of the Shares on the TSX on December 31 of the last year then ended. The value of the Options, PSUs or warrants is not included in the calculation of the Minimum Share Ownership. Executives are prohibited from purchasing financial instruments to hedge or offset a decrease in market value of the Corporation's securities that they hold and must retain Shares underlying a minimum of 25% of their exercised Options until they achieve their minimum share ownership guidelines. Executives are also prohibited from granting charges (such as hypothecs or pledges) on their Shares. As of December 31, 2018, none of the Named Executive Officers were required to have achieved Minimum Share Ownership.

EXECUTIVE COMPENSATION CLAWBACK POLICY

The Board adopted an executive compensation clawback policy (the "**Clawback Policy**") concerning awards made under the Corporation's annual and long-term incentive plans. Under this policy, which applies to all executive officers, including the Named Executive Officers, the Board may, in its sole discretion, to the full extent permitted by governing laws and to the extent it determines it is in the best interests of the Corporation to do so, require reimbursement of all or a portion of annual or long-term incentive compensation previously received by an executive officer. The Board may seek reimbursement of full or partial compensation from an executive officer or former executive officer in situations where:

(a) the amount of a bonus or incentive compensation was calculated based upon, or contingent on, the achievement of certain financial results that were subsequently the subject of or affected by a restatement of all or a portion of the Corporation's financial statements;

(b) the executive officer engaged in gross negligence, intentional misconduct or fraud that caused or partially caused the need for the restatement; and

(c) the amount of the bonus or incentive compensation that would have been awarded to or the profit realized by the executive officer had the financial results been properly reported would have been lower than the amount actually awarded or received.

The compensation clawback provisions have been communicated to all executive officers, including the Named Executive Officers, as part of their total compensation statements and are part of their award agreements.

COMPENSATION CONSULTANT

As provided in its charter, the HRCC has the authority to retain and does retain, from time to time, the services of executive compensation consultants to provide advice on executive compensation matters. Executive compensation services, as well as other services provided by such executive compensation consultants at the request of Management, must be pre-approved by the HRCC. The HRCC also has the authority to determine and approve the fees of its consultants. In addition, the Corporate Governance and Nominating Committee has the authority to retain and does retain, from time to time, the services of compensation consultants to provide advice on director compensation matters.

In 2018, the HRCC and the Corporate Governance and Nominating Committee retained the services of Willis Towers Watson ("**Towers**"), an independent executive and director compensation consulting firm. In 2018, Towers reported directly to the Chair of the HRCC. In 2018, Tower's mandate covered the following:

- Attendance at various Committee meetings;
- Review of the Report on Executive Compensation section of the Corporation's management proxy circular;
- Review of short and long-term incentive plan design for the Named Executive Officers and other employees of the Corporation;
- Review compensation arrangements proposed for executives; and
- Review of the governance and market developments in executive compensation.

An engagement letter documented the key elements of the reporting relationships, including how and to whom Towers communicated information and recommendations. The HRCC and the Corporate Governance and Nominating Committee were satisfied that the advice received from Towers was objective and independent. The HRCC's decisions with regards to the compensation programs of the Corporation were its sole responsibility and may have reflected factors and information other than information and recommendations provided by Towers.

In 2016, Management retained Towers to conduct executive compensation benchmarking for the Named Executive Officers and other executive positions of the Corporation as part of the review of the Corporation's pay positioning policy at that time. No such benchmarking was conducted by Management in 2017 and 2018.

The following table sets forth the fees paid to Towers for compensation-related services as well as other fees for 2018 and 2017:

	TOWERS			
	2018 Fees	Percentage of 2018 Fees	2017 Fees	Percentage of 2017 Fees
Type of Fees	($)	(%)	($)	(%)
Executive Compensation Related Fees(1)	53,840	100	25,204	15
All Other Fees	0	0	142,043(2)	85
Total Fees	**53,840**	**100**	**167,247**	**100**

(1) Such fees were for Human Resources and Compensation Committee mandates.

(2) Other fees paid to Towers consisted of sales compensation benchmarking and position classification consulting services.

COMPENSATION PHILOSOPHY AND OBJECTIVES

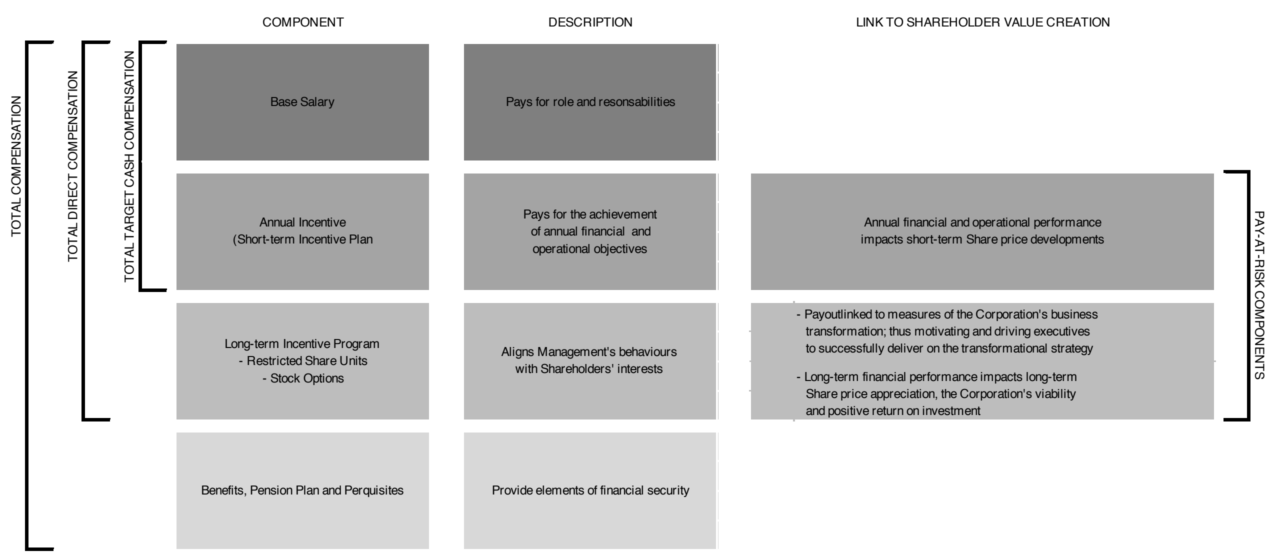
Although the Corporation entered into a renewed turnaround at the end of 2017, the objectives of the Corporation's executive compensation philosophy remain unchanged. The objectives are to deliver programs that attract and retain highly qualified executives, motivate their performance, and align their interests with those of the Shareholders. Therefore, the compensation philosophy provides that the Corporation's executives receive total compensation that:

- Supports the Corporation's turnaround; and
- Pays for performance.

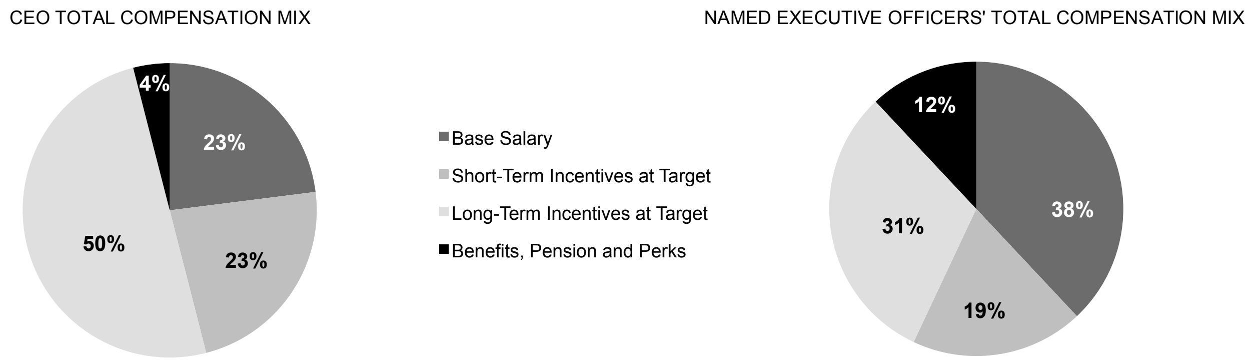
The HRCC reinforces the pay-for-performance philosophy by allocating a significant portion of total compensation to pay-at-risk components. As discussed under "Executive Compensation – Discussion and Analysis – Determining Compensation – Compensation Decision Process and Risk Management", the HRCC typically reviews the appropriateness of the Corporation's compensation philosophy and objectives on an annual basis. The HRCC typically reviews the competitiveness of the Corporation's executive compensation periodically. The analysis usually includes the review of base salary, target annual short-term incentive, target total cash, target long-term incentive, and target total direct compensation (i.e., total target cash plus long-term incentive) for each executive position. Benchmarking against a comparator group was not performed in 2018 and the HRCC determined that previous benchmarking against suggested comparator groups performed by Huggessen in 2015 and refreshed in 2016 are no longer relevant or applicable to the Corporation. Once the turnaround is complete, the Corporation shall consider performing further benchmarking.

TOTAL COMPENSATION COMPONENTS

As can be seen in the graph below, the total compensation of the Named Executive Officers consisted of base salary, annual short-term incentive award, long-term incentive programs, and benefits, pension and perquisites. Considering the Corporation was in a turnaround, in 2018 the Board decided to remove PSUs and RSUs from the equity mix of long-term incentive plan of the Named Executives Officers.



As in prior years, the pay-at-risk components in 2018 represented a significant portion of total compensation as can be seen in the graph below. This is consistent with the compensation philosophy of the HRCC.



BASE SALARY

The HRCC determines the base salary for executives of the Corporation, including the Named Executive Officers, based on recommendations from Management considering the going market rate, individual executive performance and corporate objectives for the year, and skills and expertise.

In 2018, the HRCC decided not to make any adjustments to the Named Executive Officers' compensation, other than an adjustment to Mr. Sciannamblo's base salary to account for his promotion to the role of Senior Vice President and Chief Financial Officer in July 2018.

ANNUAL SHORT-TERM INCENTIVE PLAN

All of the Corporation's executives, including the Named Executive Officers, participate in the Corporation's annual short-term incentive plan (the "**STIP**"). The STIP aims to reward executives for their effectiveness in achieving the short-term financial success of the Corporation and meeting key operational targets. The STIP pays for the achievement of specific annual objectives set by the Board. Each Named Executive Officer has an annual STIP target award expressed as a percentage of base salary. The respective 2018 STIP target awards for the Corporation's executives are detailed in the table below:

Position	Annual STIP Target Award (% of Base Salary)	Maximum Payout (% of Base Salary)
President and Chief Executive Officer (1)	100	200
Senior Vice-Presidents (or other equivalent positions)	50	100
Vice-Presidents (or other equivalent positions)	40	80

(1) As per the terms of the President and Chief Executive Officer's employment agreement.

In 2018, the HRCC reviewed the STIP for executives, including the Named Executive Officers, to ensure that the indicators used represent key drivers of the Corporation in order to drive the right behaviours. Following this review, the HRCC decided to alter the construct of the STIP. The HRCC maintained discretion to adjust the final payout based on the Corporation's overall financial performance. The HRCC maintained the targets and maximum payouts under the STIP as a percentage relative to base salary. Further, the HRCC reviewed the individual performance of the Named Executive Officers when determining the final STIP payouts to allow for recognition of exceptional achievements.

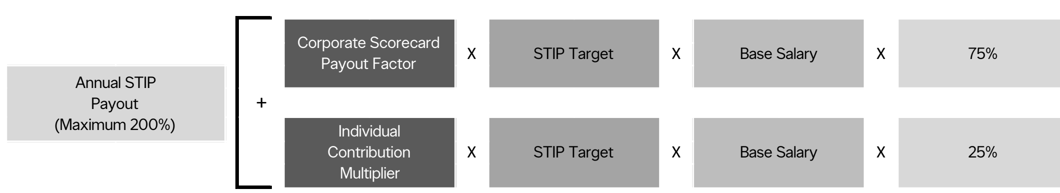
As can be seen from the 2018 Corporate Performance Scorecard found below, the 2018 STIP was based on a Corporate Scorecard which consisted of Financial and Non-Financial measures, having a weight of 75% and 25% respectively. Performance would be assessed at the Board's discretion and would be Poor (0 payout), Good (payout at 100%) or Excellent (200%) depending on achievement.

2018 CORPORATE PERFORMANCE SCORECARD			
Financial Measures	**Weighting**	**Non-Financial Measures**	**Weighting**
Adjusted EBITDA less CAPEX (1)	75%	Discretionary measure	25%

(1) See section "Executive Compensation – The Board of Director's Letter to Shareholders" for the Adjusted EBITDA less CAPEX definition

The Financial and Non-Financial measures established in 2018 were intended to ensure that the annual STIP rewards executives for ensuring the Corporation successfully delivers the realignment of its cost structure and stabilize and grow the business over the long-term. Executives were also provided key individual objectives (the individual multiplier) which were fully aligned with the Corporation's strategic objectives. The individual multiplier factor was also intended to reward the demonstration of key leadership competencies that supported the Corporation's turnaround. The maximum payout factor is 200% of the Executives Annual STIP Target Award (a percentage of Base Salary) if all individual objectives reached their maximum level and the Corporate Scorecard reached up to 200%. If the Corporate Performance Scorecard of the individual objectives were not achieved at target but reached or exceeded the applicable minimum thresholds for payout, the annual STIP payout would be proportionately lower.

The annual STIP payout is calculated as follows:



2018 STIP PAYOUT

The results for the purposes of the 2018 STIP were approved in February 2019.

Financial Measurements

For four straight quarters, the Corporation achieved significant improvement in its Adjusted EBITDA less CAPEX which was 48% higher than the year ended 2017. This reflects the continued success of the turnaround plan devised and executed by the executive management team in 2018 to align the Corporation's spending with the new realities of its revenue base and to lay a solid foundation on which to build the Corporation's future.

In 2018, the Corporation's Adjusted EBITDA margins increased 8.2% to 33.4% compared to the same period last year. This translated to a higher Adjusted EBITDA for the year of $192.6 million, up 5.2% from year ended 2017. This occurred in a year in which the Corporation's revenue declined by $150.8 million. As noted above, the Corporation's year ended 2018 Adjusted EBITDA less CAPEX increased to $180.5 million from $122.2 million in 2017.

The cashflow generated during the year ended 2018 was used to improve the Corporation's capital structure as part of management's restructuring plan. The Corporation's cash and restricted cash balance increased from $35.0 million to $81.4 million as at December 31, 2018 compared to December 31, 2017, a 75% increase. The Corporation repaid over $144.8 million on its Senior Secured Notes in 2018 and is forecasting to repay another $90 million in 2019 (see Note 14 - Current portion of 10.00% Senior Secured Notes of the Consolidated Financial Statements of Yellow Pages Limited as at December 31, 2018 and 2017). As a result, the pro forma balance of the Corporation's Senior Secured Notes as at December 31, 2019 is estimated to be $77.5 million, a 75% reduction from 2017 when the 10.00% Senior Secured Notes were issued. As a result of the foregoing, the Company's capitalization ratios dramatically improved in 2018. The Company's net debt, excluding lease obligations, to Adjusted EBITDA was below 1x as at December 31, 2018. More importantly, Senior Secured Debt to Adjusted EBITDA is also now below 1x. The Corporation's 2018 balance sheet ratios also dramatically improved due to the debt repayments: Total net debt (net of cash and restricted cash) to total capitalization (total debt plus shareholders' equity) as at December 31, 2018 improved 35.9% to 117.2% from 153.1% in 2017.

Non-Financial Measurements

The Corporation successfully renegotiated the collective bargaining agreements with virtually all of its sales representatives across Canada. Effectively, the executive management team restructured an agreement that has not been altered in over twenty (20) years, enabling management to effectively manage the sales team. The new agreement will reward superior performers, compensate them for profitable revenue growth, assign accounts to them in ways that it deems best for the Corporation and its customers, evaluate and manage individuals based on results, and make changes promptly, in response to the shifting needs of its competitive marketplace.

Further, throughout 2018, the Corporation divested or liquidated seven non-performing and non-synergetic affiliates. This allowed the Corporation to prepay its Senior Secured Notes and improve its capital structure.

Given the rapid turnaround and achievements on the Financial and Non-Financial measures, the Board assessed performance to be Excellent and awarded a payout at maximum on both measures. To determine the 2018 STIP payouts for each Named Executive Officer see section "Executive Compensation – Discussion and Analysis – Total Compensation Components – Annual Short-Term Incentive Plan – 2018 STIP Payout" for details.

In addition, the HRCC reviewed individual performance and key accomplishments and deliverables of each Named Executive Officer for 2018 and determined respective individual multipliers of 200% for each Named Executive Officer. As a result, the final 2018 STIP payouts to the Named Executive Officers were as follows:

Named Executive Officer	2018 STIP Target	Corporate Scorecard Payout Factor	Individual Multiplier	2018 STIP Payout
David A. Eckert	875,000	200%	200%	1,750,000
John Ireland (1)	197,500	200%	200%	439,100
Dany Paradis	157,500	200%	200%	315,000
Franco Sciannamblo(2)	111,600	200%	200%	323,000
Stephen Smith(3)	197,500	200%	200%	417,800
Ken Taylor(4)	0	0	0	0

(1) STIP is calculated on base salary paid in the award year. Mr. Ireland's 2018 STIP payout includes base salary compensation earned in 2017 and paid in 2018.

(2) As Mr. Sciannamblo was appointed Senior Vice-President and Chief Financial Officer on July 1, 2018, for the period of January 1 to June 30, 2018 his prorated STIP target was set at 40% of his base salary in effect during that period ($230,002.50). For the period of July 1 to December 31, 2018 his prorated STIP target was set at 50% of his base salary in effect during that period ($275,000). Further, in April 2018, Mr. Sciannamblo was granted a one-time, special incentive STIP increase of 20%, applicable effective January 1, 2018, thereby increasing Mr. Sciannamblo's prorated bonuses from 40% and 50% to 60% and 70% respectively.

(3) STIP is calculated on base salary paid in the award year. Mr. Smith's 2018 STIP payout includes base salary compensation earned in 2017 and paid in 2018

(4) As Mr. Taylor left the Corporation on August 10, 2018, he was not awarded STIP.

LONG-TERM INCENTIVE PROGRAMS

The LTIP design is reviewed annually by the HRCC in order to maintain alignment between the interests of the Corporation's Named Executive Officers and other executives with those of the Corporation's Shareholders and focused on long-term shareholder value creation. As such, for 2018 the equity mix of the LTIP was adjusted. 100% of the total long-term grant value for Named Executive Officers was attributed in Options. For designated executive and senior management, the total long-term grant value will be attributed 70% in Options and 30% in RSUs.

The annual LTIP awarded to the executives and key management employees of the Corporation is designed to:

- Encourage long-term Shareholder value creation;
- Provide executives with line of sight between performance indicators they could directly impact and their compensation;
- Attract and retain executives; and
- Help build executive equity ownership.

Except for the President and Chief Executive Officer, each Named Executive Officer has an annual LTIP target award expressed as a percentage of their base salary. Upon his appointment as the President and Chief Executive Officer of the Corporation, Mr. Eckert received a one-time LTIP grant award and is not entitled to further LTIP grant awards.

2016 LTIP

The 2016 LTIP annual grant consisted of a combination of Options, RSUs and PSUs awarded to designated executives and senior management employees. For Named Executive Officers, Options, PSUs and RSUs were weighted 30%, 50% and 20% of the total long-term incentive award value, respectively. The performance-based award represented 50% of the total LTIP award and the rest of the total LTIP award were subject to a time-based vesting condition. To follow the Corporation's risk management practices, the maximum number of PSUs that can vest was capped at a 1.5-time payout multiplier. The RSUs granted to the executives were contingent on a three-year time-based vesting condition to be confirmed at the time of the approval of the December 31, 2018 financial statements.

The vesting of the PSUs was tied 70% to the achievement of the CAGR of digital published revenue target as at December 31, 2018 and 30% a predetermined level of net debt on December 31, 2018. As can be seen from the tables below, the Corporation was unsuccessful in its efforts on achievement of the CAGR of digital published revenue target and debt repayment, and failed to meet the threshold target for either. As such, the 2016 PSUs vested with a payout of 0% for the eligible Named Executive Officers (see section "Executive Compensation – Discussion and Analysis – Long-term Incentive Programs – 2016 LTIP" for details).

70% Weighting	Target at December 31, 2018		
	Threshold	Target	Maximum
CAGR of Total Digital Reported Revenue	**7%**	**9%**	**11%**
Payout	50%	100%	150%

30% Weighting	Dec 31, 2015	Target at December 31, 2018		
		Threshold	Target	Maximum
Net Debt	**$431M**	**$120M**	**$0M**	**($150M)**
Payout		50%	100%	150%

2015 - 2018 CCAGR	Weight	2015A	2016A	2017A	2018A
GAGR	70%	486.3	555.8	514.1	**441.3**
3-year CAGR					**-3.10%**

Net Debt Projection	Weight	2015A	2016A	2017A	2018A
Net Debt	30%	431	384.6	356.8	**182.2**

The following table indicates the amounts (in dollars or Share value) for the RSUs and PSUs received by the eligible Named Executive Officer in the settlement of the 2016 LTIP awards:

Named Executive Officer	2016 LTIP Grant Date Value Awarded(1)	2016 LTIP Payout(2)
Franco Sciannamblo	$138,000	$23,220
Dany Paradis	$164,000	$15,816

(1) *This value was calculated by multiplying the number of RSUs and PSUs awarded at the time of grant to the eligible Named Executive Officer, by the volume weighted average price of such RSUs and PSUs being $17.8259.*

(2) *This payout was calculated by multiplying the number of RSUs and PSUs to which the eligible Named Executive Officer was entitled by $6.00, which was the price of the sale of the Shares during the settlement period, which was completed on March 1, 2019.*

2018 LTIP

As noted above, in order to align the interests of the Corporation's Named Executive Officers and other executives with those of the Shareholders and to focus on long-term shareholder value creation, and taking into account the Corporation is in a turnaround plan, the HRCC determined that it was appropriate to make changes to the equity mix in 2018. Named Executive Officers received 100% of their grants in Options under the 2012 Stock Option Plan and for designated executive and senior management, the total long-term grant value was attributed 70% in Options and 30% in RSUs.

Notwithstanding the foregoing, pursuant to Mr. Eckert's Long-Term Incentive Plan Grant Agreement, a grant of 701,875 Options at a stock price of $7.97 per share was awarded to Mr. Eckert on September 15, 2017. The Options are to vest and be exercised on September 15, 2020 at 9:30 EST. The Corporation is to cause a cashless exercise of the Options, whereby the cash proceeds are to be paid to Mr. Eckert as soon as practicable after the settlement of the sale of the underlying Shares. Further, pursuant to Mr. Eckert's Long-Term Incentive Plan Grant Agreement, a grant of 701,875 Share Appreciation Rights ("**SARs**") was awarded to Mr. Eckert on September 15, 2017. The fair market value per share on the September 15, 2017 grant date was $7.97 per share. The SARs are to vest on September 15, 2020 at 9:30 EST. Upon vesting of the SARs, Mr. Eckert will receive a payment in cash representing the excess of the fair market value of Yellow Pages Limited's shares on the vesting date less the fair market value of Yellow Pages Limited's Shares on the grant date. Mr. Eckert's Long-Term Incentive Plan Agreement also included a grant of 156,839 RSUs. The fair market value per share on the September 15, 2017 grant date was $7.97 per share. The RSUs are to vest on September 15, 2020 at 9:30 EST.

Named Executive Officers, other executives and key management employees of the Corporation were awarded a fixed dollar incentive amount granted in Options and RSUs based on a percentage of their base salary, as demonstrated in the table below. The number of Options awarded to each Named Executive Officer was determined by dividing the dollar incentive amount with the volume weighted average trading price of the Shares on the TSX for the twenty (20) trading days preceding the approval of the award. The actual number of Options granted to the Named Executive Officers is shown in the Outstanding Share-based Awards and Option-based Awards table in the section "Executive Compensation – Discussion and Analysis – Incentive Plan Awards."

		Mix of 2018 LTIP Instruments			
Position	**Annual LTIP Target of Base Salary**	**Stock Options**	**SARs**	**Performance Share Units**	**Restricted Share Units**
President and Chief Executive Officer	213%(1)	39%	39%	Nil	22%
Senior Vice-Presidents	75-85%	100%			
Vice-Presidents	40-60%	70%			30%

(1) *Represents the one-time grant award received by Mr. Eckert when he was appointed as the new President and Chief Executive Officer of the Corporation on September 15, 2017, annualized over the three-year term of his employment agreement.*

There is no performance condition for the RSUs to vest. The RSUs will vest upon confirmation of the approval of the financial statements as at December 31, 2020, which is expected to occur in February 2021.

SUMMARY OF THE STOCK OPTION PLAN, RSU/PSU PLAN AND THE SHARE APPRECIATION PLAN

2012 STOCK OPTION PLAN

The 2012 Stock Option Plan was adopted on December 20, 2012. This long-term incentive plan is intended to: (i) attract and retain the services of selected employees and officers of the Corporation or an affiliate (as defined in the CBA), which is also a related person as defined under Section 251 of the *Income Tax Act* (Canada), and any other entity declared by the Board to an affiliated entity for the purpose of the 2012 Stock Option Plan (each an "**Affiliated Entity**"), who are in a position to make a material contribution to the successful operation of the business; (ii) provide a meaningful incentive to Management to lead the Corporation through the transition and transformation of its business; and (iii) more closely align the interests of management with those of the Shareholders.

The 2012 Stock Option Plan makes available up to 1,290,612 Shares for issuance pursuant to the exercise of Options. This number of shares available for issuance was increased to 2,806,932 further to shareholder approval received at the Corporation's Annual General Assembly on May 11, 2018. The following additional limitations apply to grants under the 2012 Stock Option Plan: (i) the number of Shares issuable to insiders, at any time, under the 2012 Stock Option Plan and any other share compensation arrangements of the Corporation, shall be less than five percent (5%) of the issued and outstanding Shares; (ii) the number of Shares issued to insiders, within any one (1) year period, under the 2012 Stock Option Plan and any other share compensation arrangements of the Corporation, shall be less than five percent (5%) of the issued and outstanding Shares; and (iii) the maximum aggregate number of Shares with regard to which awards may be made to any one participant under the 2012 Stock Option Plan and under any other share compensation arrangements of the Corporation, shall be less than five percent (5%) of the Shares issued and outstanding.

The term of outstanding Options under the 2012 Stock Option Plan (the "**Option Period**") may not exceed ten (10) years. However, should the Option Period expire during a period imposed by the Corporation during which Directors and certain employees of the Corporation shall not be permitted to trade in securities of the Corporation (a "**Blackout Period**"), or within ten (10) trading days after the expiration of the Blackout Period applicable to the relevant participant, the term shall be automatically extended and shall expire on the tenth (10^{th}) trading day after the end of the applicable Blackout Period.

Under the terms of the 2012 Stock Option Plan, the Board or a Committee shall prescribe the date or dates upon which all or a portion of an Option becomes exercisable and may establish any performance criteria which must be met by a participant, the Corporation and/or Affiliated Entity in order for all or a portion of any Options to become exercisable.

The 2012 Stock Option Plan includes the following provisions:

Exercise Price	The exercise price is equal to the volume weighted average trading price of the Shares on the TSX for the five (5) trading days immediately preceding the grant date (the "**Fair Market Value**").
Grant Date	The grant date of an Option may be the date on which the Option is granted or, if determined by the Board at the time of grant, after the date the Board resolves to grant the Option, in order to ensure, among other things, that the Fair Market Value of the Option is calculated based on trading days outside of a Blackout Period.
Vesting	At the discretion of the Board, but shall be no later than the day preceding the tenth (10^{th}) anniversary of the grant date.
Transfer / Assignment of Options	Options may not be transferred or assigned, except in the event of death, where options can be exercised by the administration of the participant's estate.
Circumstances under which an individual is no longer entitled to participate	• **Resignation or Termination Without Cause –** Except upon a resignation for good reason following a Change of Control: (i) each exercisable Option then held by the participant shall remain exercisable for a period of three (3) calendar months from the date of such cessation or termination, but not later than the end of the Option Period, and thereafter any such Option shall expire; and (ii) each non-exercisable Option then held by a participant shall expire immediately. • **Termination for Cause –** Unless the Board or a Committee otherwise provides, if a participant is dismissed for cause, each Option then held by the participant, whether or not exercisable on the date of such dismissal, shall immediately expire on the date of such dismissal. • **Long-Term Disability –** Each exercisable Option then held by the participant shall remain exercisable for a period of twelve (12) calendar months from the date of the long-term disability, but not later than the end of the Option Period, and thereafter any such Option shall expire; and each non-exercisable Option then held by a participant shall become exercisable on the date it would have been exercisable as if the participant had not ceased to be employed by the Corporation or an affiliated entity thereof and shall remain exercisable up to the earlier of twelve (12) calendar months from the date of the long-term disability or the end of the Option Period and thereafter any such Option shall expire. • **Death –** Each exercisable Option then held by the participant shall remain exercisable for a period of twelve (12) calendar months from the date of death, but not later than the end of the Option Period, and thereafter any such Option shall expire; and each non-exercisable Option then held by a participant shall become exercisable by the administrator or liquidator of his or her estate from the date of death and for a period of twelve (12) calendar months from such date, but not later than the end of the Option Period, and thereafter any such Option shall expire. • **Retirement –** If a participant retires and has reached the age of sixty (60) years old at the date of retirement: (i) each exercisable Option then held by the participant shall remain exercisable for a period of thirty-six (36) calendar months from the date of retirement, but not later than the end of the Option Period, and thereafter any such Option shall expire; (ii) each non-exercisable Option then held by the participant shall become exercisable as if the participant had not ceased to be employed by the Corporation or an affiliated entity thereof and shall remain exercisable up to the earlier of thirty-six (36) calendar months from the date of retirement or the end of the Option Period and thereafter any such Option shall expire. If a participant retires prior to the end of the Option Period and has not reached the age of sixty (60) years old at the date of retirement, (i) each exercisable Option then held by the participant shall remain exercisable for a period of twelve (12) calendar months from the date of retirement, but not later than the end of the Option Period, and thereafter any such Option shall expire; and (ii) each non-exercisable Option then held by the participant shall expire immediately.
Change of Control Definition	Change of Control shall mean: (i) a sale of all or substantially all of the assets of the Corporation; (ii) a sale, directly or indirectly, resulting in more than 50% of the voting securities of the Corporation being held, directly or indirectly, by another person; or (iii) a merger or consolidation of the Corporation into another person resulting in the members of the Board before such merger or consolidation no longer constituting a majority of the Directors of the resulting entity.
Change of Control	If a Change of Control occurs, unless otherwise determined by the Board, each Option, which is not converted into or substituted by an Alternative Award (as defined below) of a successor entity, shall become exercisable immediately prior to the consummation of the transaction constituting a Change of Control. An alternative award must, in the opinion of the Board: (i) be based on shares that are traded on an established Canadian or U.S. securities market; (ii) provide the participant with rights and entitlements substantially equivalent to or better than the rights, terms and conditions applicable under such Options, including, but not limited to, an identical or better exercise or vesting schedule and identical or better timing and methods of payment; and (iii) have substantially equivalent economic value to such Options (determined at the time of the Change of Control) (an "Alternative Award"). If Alternative Awards are available and a participant is terminated without cause or submits a resignation for good reason within twenty-four (24) calendar months after a Change of Control: (i) each exercisable Alternative Award then held by such participant shall remain exercisable for a period of twenty-four (24) calendar months from the date of termination or resignation, but not later than the end of the Option Period, and thereafter any such Alternative Award shall expire; and (ii) each non-exercisable Alternative Award then held by the participant shall become exercisable upon such termination or resignation and shall remain exercisable for a period of twenty-four (24) calendar months from the date of such termination or resignation, but not later than the end of the Option Period, and thereafter any such Alternative Award shall expire. The Board nonetheless may, in its sole discretion, accelerate the exercisability or vesting of all or any portion of the outstanding Options which are not then exercisable immediately prior to the consummation of the transaction constituting a Change of Control.
Plan Amendments	The Board or HRCC, as provided in the 2012 Stock Option Plan or pursuant to a specific delegation, may, in addition to its powers under the 2012 Stock Option Plan, amend any of the provisions of the 2012 Stock Option Plan or suspend or terminate the plan or amend the terms of any then outstanding award of Options under the 2012 Stock Option Plan; provided, however, that the Corporation shall obtain Shareholder approval for any: (a) amendment to the maximum number of Shares issuable under the plan; (b) increase to the number of Shares that may be issued to insiders or to any one participant under the plan, in both cases subject to certain adjustments in the case of reorganization of the share capital; (c) amendment which would allow non-employee Directors of the Corporation or of an affiliated entity to be eligible for awards of Options under the plan; (d) amendment which would permit any Option granted under the plan to be transferable or assignable other than by will or pursuant to succession laws (estate settlements); (e) addition of a cashless exercise feature, payable in cash or Shares, which does not provide for a full deduction of the number of underlying Shares from the plan reserve; (f) addition of provisions which results in participants receiving Shares while no cash consideration is received by the Corporation; (g) reduction in the exercise price of an Option after the Option has been granted to a participant or any cancellation of an Option and the substitution of that Option by a new Option with a reduced exercise price granted to the same participant, subject to certain adjustments in the case of reorganization of the share capital; (h) extension to the term of an Option beyond the original expiry date, except in a case of a Blackout Period; (i) addition in the plan of any form of financial assistance and any amendment to a financial assistance provision which is more favourable to participants; and (j) amendment to the amendment provision of the plan other than amendments of a "housekeeping" or clerical nature. The Board or the HRCC, as provided in the 2012 Stock Option Plan or pursuant to a specific delegation, may, subject to receipt of requisite regulatory approval, where required, in its sole discretion, make all other amendments to the plan or awards of Options under the 2012 Stock Option Plan that are not contemplated above, including, without limitation, the following: (a) amendments of a "housekeeping" or clerical nature as well as any amendment clarifying any provision of the 2012 Stock Option Plan; (b) changes to the vesting provisions of an Option or of the 2012 Stock Option Plan; (c) changes to the termination provisions of an Option or the plan which does not entail an extension beyond the original expiry date; and (d) in the event that the Shares are subdivided, consolidated, converted or reclassified by the Corporation, or that any other action of a similar nature affecting such Shares is taken by the Corporation, the adjustment of: (i) the Options held by each participant; and (ii) the number of Shares reserved for issuance under the plan in the same manner.
Financial Assistance	No financial assistance is provided by the Corporation to participants under the 2012 Stock Option Plan.

All executive officers, except for Mr. Eckert, are required to hold 25% of the Shares underlying exercised options until they meet their Minimum Share Ownership requirement. This measure was implemented to help the executives build equity ownership in the Corporation to further align their interests with those of the Shareholders. The awards are also subject to the Clawback Policy.

As at December 31, 2018, there were 1,347,052 Options outstanding under the 2012 Stock Option Plan representing 4.79% of the Shares outstanding and 1,459,880 options remaining for issuance, representing 5.2% of the Shares outstanding. The following table highlights the maximum dilution over the past five (5) calendar years:

DILUTION	2014	2015	2016	2017	2018
Total Reserve Approved	1,290,612	1,290,612	1,290,612	2,806,932	2,806,932
Options Issued and Outstanding	480,200	522,950	630,950	1,024,550	1,347,052
Options Exercised	Nil	87,250	11,375	Nil	Nil
Options Remaining Available for Issuance	810,412	680,412	561,037	1,683,757	1,361,255
Shares Outstanding at year-end	27,128,062	28,068,919	28,075,304	28,075,306	28,075,308
Maximum Dilution Possible(1)	4.61%	4.29%	4.25%	9.65%	9.65%
Actual Dilution (2)	1.72%	1.86%	2.25%	3.65%	4.80%
Burn Rate(3)	0.72%	0.91%	0.95%	2.66%	2.94%

(1) The maximum possible dilution is calculated by dividing (i) the total number of Options remaining available for issuance plus the total number of Options issued and outstanding by (ii) the number of Shares outstanding at year end.
(2) The actual dilution is calculated by dividing the number of Options outstanding by the number of Shares outstanding at year end.
(3) The burn rate is calculated by dividing the number of Options granted during the year by the Weighted Average Number of Shares outstanding for the applicable fiscal year.

RESTRICTED SHARE UNIT AND PERFORMANCE SHARE UNIT PLAN

The RSU&PSU Plan was adopted and implemented in 2013 to provide eligible participants with compensation opportunities to enhance the Corporation's ability to attract, motivate and retain key employees, to reward the participants for significant performance and associated growth in the value for Shareholders, and to align the interest of the participants with those of the Shareholders. The Board has discretion to determine which employees of the Corporation will participate in the RSU&PSU Plan, the incentive amount granted under the RSU&PSU Plan, the split between RSUs and PSUs and related vesting conditions. The RSU&PSU Plan provides grants of either RSUs or PSUs.

RSU&PSU Plan Features	Restricted Share Units ("RSU")	Performance Share Units ("PSU")
Description	A RSU award allows the participant to obtain the number of underlying Shares of the Corporation subject to achievement of a time-based employment vesting condition, determined by the Board, i.e., the participant must be employed by the Corporation for a specific period of time.	A PSU award allows the participant to obtain the number of underlying Shares subject to the achievement of performance-based vesting conditions that must be met over a specific predetermined performance period.
Performance Measure	None.	Established by the Board.
Vesting / Term	Maximum thirty-six (36) months from the grant date.	
Amount and Price	The Board determines the incentive amount, expressed either as a fixed dollar amount or a fixed number of units. If a fixed dollar amount is granted, to determine the number of underlying share units to be awarded to a participant, the fixed dollar amount is divided by the volume weighted average trading price of the Shares on the TSX for the twenty (20) trading days immediately preceding the date of grant by the Board, then the exercise price is determined as the volume weighted average trading price of the Shares on the TSX for the five (5) trading days preceding the sixth full trading day immediately following the date of grant by the Board and the end ofa Blackout Period as provided for in the Corporation's insider trading policy.	
Funding	The RSU&PSU Plan provides the Board with discretion to fund the grant, with underlying Shares being purchased on the open market or to have the grant unfunded, with notional restricted share units credited to each participant's account. The 2017 grant was fully funded and as such is non-dilutive as Shares underlying awards were purchased on the open market.	
Resignation or Termination for Cause	The participant ceases to be eligible for participation under the RSU&PSU Plan and all unvested RSUs and PSUs are cancelled.	
Retirement, Termination Without Cause, Long-Term Disability or Death	RSUs vest on a pro-rata basis with the numerator being the number of complete performance periods by the participant, and the denominator being the total number of performance periods, not exceeding three (3).	All unvested PSUs are cancelled.
Change of Control	Vesting of all outstanding RSUs and PSUs at target upon the occurrence of a change of control, whether or not such RSUs and PSUs have met the vesting conditions to the extent no alternative awards, as defined in the RSU&PSU Plan, are made following such change of control. If such alternative award is available and a participant is terminated without cause or resigns for good reason, as defined in the RSU&PSU Plan, within twenty-four (24) months after such change of control, each alternative award held by the participant shall vest. In such cases, participants have an option to receive the Share awards as Shares or as a cash payment, net of taxes.	

2017 SHARE APPRECIATION RIGHTS PLAN

The SARs Plan was adopted and implemented in 2017 to provide eligible participants with incentive compensation, based on the appreciation in value of the Corporation's Shares, thereby providing additional incentive for their efforts in promoting continued performance and associated growth in value for the Shareholders and to align the interests of the eligible participants with those the Shareholders. The Board has discretion to determine which employees of the Corporation will participate in the SARs Plan and the incentive amount granted under the SARs Plan.

SARs Plan Features	
Description	A SAR award shall confer an eligible participant to receive a payment in cash having a value equal to the excess of a) the Fair Market Value of the Shares on the date of the Vesting Date, less b) the volume weighted average trading price of the shares on the TSX for the five (5) trading days preceding the date of grant, multiplied by the number of shares with respect to which the Share Appreciation Rights shall be exercised.
Performance Measure	None
Vesting / Term	At the discretion of the Board, but shall be no later than the day preceding the tenth (10^{th}) anniversary of the grant date.
Amount and Price	The Board determines the number of SARs to be granted to any participant. The Fair Market Value of the SARs are determined by the volume weighted average trading price of the Shares on the TSX for the twenty (20) trading days preceding the approval of the award.
Termination for Cause	The participant ceases to be eligible for participation under the SARs Plan and all vested and unvested SARs are cancelled.
Resignation, Termination Without Cause	The participant ceases to be eligible for participation under the SARs Plan and non-exercisable SAR immediately expire. Participant shall have three (3) calendar months from cessation of employment date to exercise exercisable SAR or they expire.
Retirement, Long-Term Disability and Death	Retirement: any participant who has reached the age of sixty (60) and retires (i) each exercisable SAR held by participant shall remain exercisable for a period of thirty-six (36) calendar months from the date of Retirement, but not later than the Expiry Date, thereafter any SARs shall expire; (ii) each non-exercisable SAR then held by the participant shall become exercisable as if the participant had not ceased to be employed and shall remain exercisable up to the earlier of thirty-six (36) calendar months from the date of retirement or the end of the Expiry Period and thereafter any such SAR shall expire. Any participant who has not reached the age of sixty (60) and retires (i) each exercisable SAR held by participant shall remain exercisable for a period of twelve (12) calendar months from the date of Retirement, but not later than the Expiry Date, thereafter any SARs shall expire; (ii) each non-exercisable SAR then held by the participant shall become exercisable as if the participant had not ceased to be employed and shall remain exercisable up to the earlier of twelve (12) calendar months from the date of retirement or the end of the Expiry Period and thereafter any such SAR shall expire. Long-Term Disability or Death: any participant who ceases to be employed by the Corporation prior to the Expiry Date by reason of Long-Term Disability or death (i) each exercisable SAR then held by the participant (or administrator or liquidator in case of death) shall remain exercisable for a period of twelve (12) months from date of the Long-Term Disability or death, but no later than the end of the Expiry Period, thereafter any such SAR shall expire; (ii) each non-exercisable SAR then held by the participant (or administrator or liquidator) shall become exercisable on the date it would have been exercisable if the participant had not ceased to be employed by the Corporation by reason of Long-Term Disability of death and shall remain exercisable up to the earlier of twelve (12) calendar months from the date of the Long-Term Disability or death or the end of the Expiry Period, thereafter any such SAR shall expire.
Change of Control	Unless converted into or substitute by an alternative award, each SAR shall vest upon the occurrence of a change of control as defined in the SARs Plan. If such alternative award is available and a participant is terminated without cause or resigns for good reason, as defined in the SARs Plan, within twenty-four (24) months after such change of control, each alternative award held by the participant shall vest.

BENEFITS, PERQUISITES AND PENSION

Benefits

Benefit and pension plans provide elements of financial and health security to the Named Executive Officers. Except for Mr. Eckert and Mr. Smith, the Named Executive Officers participate in the same flexible benefits program as other employees of the Corporation receiving additional dollar credits to obtain enhanced or maximum coverage if required. The flexible benefits program includes medical and dental coverage, life and disability insurance and a health spending account. Both Mr. Eckert and Mr. Smith are to be reimbursed for the annual cost of premiums with respect to a U.S. health care plan ("**U.S. Health Plan**") that covers both the Executive and their spouse at the level of coverage maintained at their employment start date. Further, the Corporation will provide other medical and dental benefits currently provided to other Named Executive Officers to the extent not covered by the U.S. Health Plan.

Perquisites

The perquisites program offers perquisites typically provided to senior executives in the market, such as a company car or car allowance, club memberships, annual medical examinations and home security services.

Pension

The Named Executive Officers and other executive officers who joined the Corporation before January 1, 2006 participate in the Corporation's Defined Benefit Pension Plans with supplemental pension benefits. Except for Mr. Eckert, Mr. Smith and Mr. Ireland (who do not participate in any pension plan), the Named Executive Officers and other executive officers who joined the Corporation on or after January 1, 2006 participate in the Corporation's Defined Contribution Plan. The value of the benefits under the pension plans, as well as the other relevant provisions thereof, is taken into account when determining the total compensation of the Named Executive Officers. A detailed description of the plans is found below.

DEFINED BENEFIT PLANS

None of the Named Executive Officer are participating in the Defined Benefit Pension Plan. Any executive officers of the Corporation who joined the Corporation prior to 2006 participate in the Corporation's defined benefit pension plan (the "**Defined Benefit Pension Plan**"). The annual pension from the Defined Benefit Pension Plan is based on years of service with the Corporation and the best sixty (60) consecutive months of pensionable earnings ("**Earnings**") with an annual accrual rate equal to 1% of the Earnings up to the Year Maximum Pensionable Earnings defined by the Canadian government ("**YMPE**") and 1.7% of the Earnings above the YMPE. As of July 1, 2013, all management employees of the Corporation participating in the Defined Benefit Pension Plan, including any Named Executive Officers, contribute 3% of their pensionable earnings to the plan. Further, the post-retirement pension indexing on pensionable service accumulated after July 1, 2013 has been eliminated. Pensions are payable during the lifetime of the participant. Assuming termination of employment after having reached age 55, the Corporation provides a supplementary pension allowance for earnings in excess of the maximum allowed under the Defined Benefit Pension Plan. Earnings include salary and short-term incentive awards, up to the target, whether paid in cash or Shares.

DEFINED CONTRIBUTION PLAN

Messrs. Taylor, Sciannamblo and Paradis as Named Executive Officers, and other executive officers who joined the Corporation after January 1, 2006, participate in the Corporation's Defined Contribution Pension Plan (the "**Defined Contribution Pension Plan**"). Effective July 1, 2013, the Corporation's default contribution for all management employees was set at 2% of pensionable earnings and the employees could receive additional contributions from the Corporation, up to a maximum of 3%, if they also contribute to the Defined Contribution Pension Plan. Each participant has the responsibility to allocate the Corporation's contributions made in his or her registered account among the investment options offered under the Defined Contribution Pension Plan and the rate of return depends on the performance of such investments. The Corporation's contributions and any investment returns are immediately vested. The total amount of the employee's and Corporation's contributions are limited to the maximum allowed under the *Income Tax Act* (Canada) for registered pension plans. When the amount of the executive's and Corporation's contributions in any given year reaches the limit prescribed under the *Income Tax Act* (Canada), the executive and Corporation's contributions cease in the registered account and deemed contributions from the Corporation start to accumulate in the Defined Contribution Notional Account. Deemed contributions are calculated based on the Corporation's average contribution rate from the first date contributions were made during the calendar year up to the date the tax limits were first reached during the calendar year. Plan members' contributions are not allowed from that date to the end of the calendar year. The Defined Contribution Notional Account vests only upon reaching age 55 and is credited annually at the rate of return of a Canadian Index Bond Fund. The Defined Contribution Notional Account accumulates until termination, retirement or death, at which point it is paid in cash to the employee or beneficiary. The Defined Contribution Notional Account is not payable when termination, retirement or death occurs prior to age 55. Earnings include salary and short-term incentive awards, up to the target, whether paid in cash or Shares.

The following table shows amounts from the Defined Contribution Pension Plan for the Named Executive Officer subject to their pension arrangement:

Name	Year	Accumulated Value at Start of Year ($)	Compensatory Change (1) ($)	Accumulated Value at End of Year (2) ($)
Dany Paradis	2018	61,872	20,870	82,742
Ken Taylor	2018	15,640	16,393	32,033
Franco Sciannamblo	2018	54,386	15,580	69,966

(1) Represents the Corporation's contributions paid to the Defined Contribution Pension Plan on behalf of the Named Executive Officer for the year ended December 31, 2018. The amounts include contributions paid by the Corporation to the Defined Contribution Notional Account on behalf of Mr. Paradis of $4,308.

(2) Represents the accumulated value of the total contributions by the Corporation to the Named Executive Officer's account at the end of 2018, excluding interest earned on the Corporation's contributions.

PERFORMANCE GRAPH

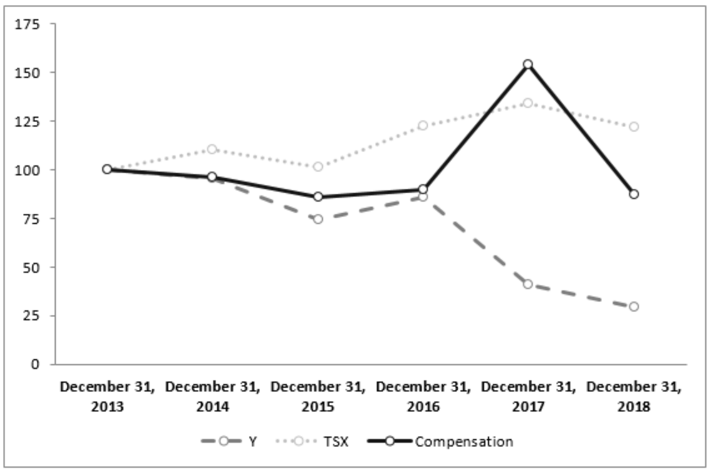
The following graphs and tables compare the total cumulative return on $100 invested on the first day of the five-year period in Shares with the cumulative total return on the S&P/TSX Composite Total Return Index (assuming in both cases reinvestment of dividends and trust distributions (as applicable) as of the date of payment of same) and the Named Executive Officers' total compensation, as described in more detail below.

Performance Graph A includes the total compensation of the Named Executive Officers in 2018, namely the President and Chief Executive Officer, the new Senior Vice-President and Chief Financial Officer, the Senior Vice-President, Profitable Growth, the Senior Vice-President, Sales and Customer Care and the Senior Vice-President, Organizational Effectiveness. Further, the Performance Graph A reflects the one-time LTIP grant award received in 2017 by the David A. Eckert, the President and Chief Executive Officer, as well as the one-time signing bonus received by Stephen Smith, the Senior Vice-President, Profitable Growth. It should be noted that since the President and Chief Executive Officer is not entitled to further LTIP grant awards under the terms of his three-year employment agreement, Graph A shows a sharp decrease in total compensation in 2018.

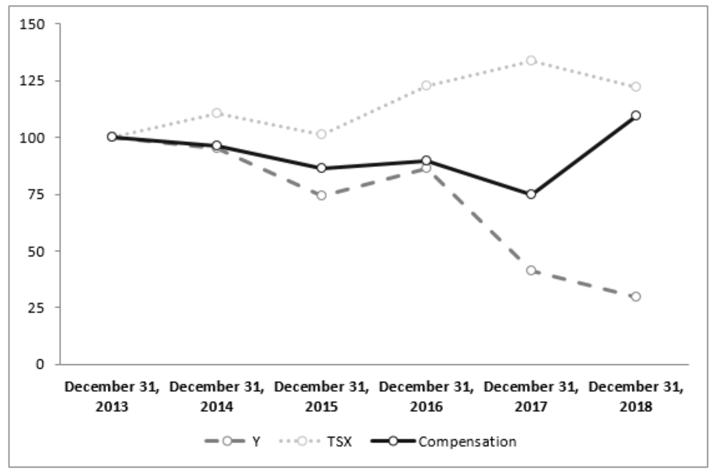
Performance Graph B annualizes the one-time LTIP grant award received in 2017 by the President and Chief Executive Officer over the three-year term of his employment agreement and includes the one-time signing bonus received in 2017 by the Senior Vice-President, Profitable Growth.

Both Performance Graph A and B include the 2018 annual STIP payout of 200% to applicable Named Executive Officers, which reflects the achievement on the Adjusted EBITDA less CAPEX well above target. Both Performance Graphs A and B reflect the annual awards granted under the LTIP to other Named Executive Officers, which remained similar to prior years.

Performance Graph A



Performance Graph B



	December 31, 2013	December 31, 2014	December 31, 2015	December 31, 2016	December 31, 2017	December 31, 2018
Yellow Pages Limited	$100	$95.23	$74.27	$86.04	$40.90	$29.62
S&P/TSX Composite Index	$100	$110.55	$101.34	$122.71	$133.85	$121.96

The following table illustrates the changes in the total compensation (excluding pension value) paid to the Named Executive Officers for the period from December 31, 2013 to December 31, 2018.

	December 31, 2013	December 31, 2014	December 31, 2015	December 31, 2016	December 31, 2017		December 31, 2018	
Compensation Paid to the Named Executive Officers (1)	$100	$96.31	$86.12	$89.71	**Graph A**	$154.11	**Graph A**	$86.99
					Graph B	$74.47	**Graph B**	$109.63

(1) The total amount of compensation (excluding pension value) paid to Named Executive Officers, for the fiscal year 2013 has been attributed a value of $100 and the values disclosed in the above chart for the subsequent fiscal years were calculated as follows: the amount of total compensation paid to the Named Executive Officers (as disclosed in the Summary Compensation Table excluding pension value) for each following fiscal year has been multiplied by $100 and divided by the amount of the compensation paid to the Named Executive Officers (excluding pension value) for 2013.

In 2014, the slight decrease in total compensation of the Named Executive Officers is mainly due to the former President and Chief Executive Officer joining the Corporation with a lower LTIP target as there were no significant changes in the total compensation made for the other Named Executive Officers. The annual STIP was paid out at 106% to reflect the over achievement on the Adjusted EBITDA target and two (2) out of the three (3) operational KPIs. The annual awards granted under the LTIP to the Named Executive Officers were at the same grant levels as in 2013.

In 2015, the total compensation of the Named Executive Officers decreased slightly in line with the decrease in the cumulative total return of an investment in the Shares of the Corporation from 2014 to 2015. The Corporate Scorecard Payout Factor under the annual STIP was determined at 82% to reflect the over-achievement on the Adjusted EBITDA target and two (2) out of the three (3) operational KPIs, and the STIP paid out from 82% to 100% of the target for the Named Executive Officers considering individual performance and accomplishments. The annual awards granted under the LTIP to the Named Executive Officers were at the same grant levels as in 2013 and 2014, as no changes were made to the base salaries and long-term incentive targets.

In 2016, the total compensation of the Named Executive Officers increased while the cumulative total return of an investment in the Shares of the Corporation decreased between 2013 and 2016. The Corporate Scorecard Payout Factor under the annual STIP was determined at 81% to reflect the achievement on the Adjusted EBITDA target and two (2) out of the three (3) operational KPIs, with a payout for Named Executive Officers at 81% of the target once individual performance and accomplishments were considered.

In 2017, the total compensation of the Named Executive Officers increased sharply due to the one-time LTIP grant award received by the new President and Chief Executive Officer, while the cumulative total return of an investment in the Shares of the Corporation decreased between 2014 and 2017. The Corporate Scorecard Payout Factor under the annual STIP was determined at 65% to reflect the achievement on the Adjusted EBITDA target and only one (1) out of the three (3) operational KPIs, with a payout for Named Executive Officers at 65% of the target once individual performance and accomplishments were considered.

SUMMARY COMPENSATION TABLE

The following table provides a summary of the compensation earned in respect of the 2018, 2017 and 2016 fiscal years by each of the Named Executive Officers for services rendered in all capacities to the Corporation. The Share-based and Option-based awards made to Mr. Eckert in 2017 represents a one-time LTIP grant award. Pursuant to his three-year employment agreement, Mr. Eckert is not entitled to receive any additional LTIP award. For further details on the philosophy underpinning Mr. Eckert's employment arrangement and the one-time LTIP grant award, see "*Executive Compensation – Discussion and Analysis – Employment Agreements, Terminations and Change of Control Benefits - Employment Agreement of the New President and Chief Executive Officer*".

					Non-Equity Incentive Plan Compensation				
		Base Salary[(1)]	Share-based awards[(2)]	Option-based awards[(4)]	Annual Incentive plans[(5)]	Long-term Incentive plans	Pension value[(7)]	All other compensation[(8)]	Total compensation
Name and Principal Position	**Year**	**($)**	**($)**	**($)**	**($)**	**($)**	**($)**	**($)**	**($)**
David A. Eckert	2018	875,000	-	-	1,750,000	-	-	132,400	**2,757,400**
President and Chief Executive Officer	2017	239,000	1,250,007	4,337,588	510,420[(6)]	-	-	65,659	**6,402,674**
Franco Sciannamblo	2018	249,390	41,401	144,476[(3)]	323,000	-	15,580		**773,847**
Senior Vice-President and	2017	230,390	138,000		62,200	-	15,680		**446,270**
Chief Financial Officer	2016	231,159	138,000		83,200	-	15,465		**467,824**
Ken Taylor	2018	244,250	-	-	-	-	16,393		**260,643**
Senior Vice-President and Chief Financial Officer	2017	312,805	298,000		101,700	-	15,640	54,500	**782,645**
Dany Paradis	2018	315,000		267,750	315,000	-	20,870		**918,620**
Senior Vice-President, Sales	2017	315,000	267,750	-	102,400	-	21,410	-	**706,560**
and Customer Care	2016	279,400	163,972	95,813	113,200	-	19,720	-	**672,105**
Stephen K. Smith	2018	395,000		335,750	417,800	-	-	160,627	**1,309,177**
Senior Vice-President, Profitable Growth	2017	22,789	-	-	150,000	-	-	-	**172,789**
John Ireland	2018	395,000	-	335,750	439,100	-	-	138,241	**1,308,091**
Senior Vice-President of Organizational Effectiveness	2017	44,059	-	-	-	-	-		**44,059**

(1) The annual base salary for Messrs. Sciannamblo and Taylor are respectively $275,000 and $350,000. The amount shown in the Summary Compensation table represents the actual base salary earned in 2018, considering Mr. Sciannamblo was promoted to Senior Vice-President and Chief Financial Officer on July 19, 2018 and Mr. Taylor left the Corporation on August 10, 2018.

(2) The dollar value disclosed in this column for the year 2018 represents the incentive amount at target for Mr. Sciannamblo awarded in the form of RSUs. The grant date fair value of the 2018 RSUs awarded as disclosed in such column for Mr. Sciannamblo is based on the Share price on the grant date and is the same as the accounting fair value.

The dollar value disclosed in this column for the year 2017 represents the incentive amount at target for each of Messrs. Sciannamblo, Taylor, and Paradis awarded in the form of RSUs and PSUs. The value disclosed for Mr. Eckert represents the RSU grant awarded on September 15, 2017.The grant date fair value of the 2017 RSUs and PSU awards as disclosed in such column for each of the Named Executive Officers is based on the Share price on the grant date and is the same as the accounting fair value. As Mr. Taylor left the Corporation on August 10, 2018 the 2017 RSUs and PSUs were forfeited and cancelled.

The dollar value disclosed in this column for the year 2016 represents the incentive amount at target for each of Messrs. Sciannamblo and Paradis awarded in the form of RSUs and PSUs. The grant date fair value of the 2016 RSUs and PSU awards as disclosed in such column for each of the Named Executive Officers is based on the share price on the grant date and is the same as the accounting fair value.

(3) Mr. Sciannamblo received two Option grants in 2018. The first in February 2018 in the amount of $96,601 and the second in August 2018 in the amount of $47,875 further to his promotion to Senior Vice-President and Chief Financial Officer.

(4) The dollar value disclosed in this column represents the grant date fair value calculated as at the applicable grant date using the binomial option-pricing model and based on the following factors, key assumptions and plan provisions:

- 2016 option grant: (i) Volatility: 35%, (ii) Dividend yield: 0%, (iii) Weighted average remaining life: 4.2 years, (iv) Risk-free interest rate: 1.02%, (v) Vesting: 50% after two (2) years and 25% per year afterwards, (vi) an exercise price of $17.8250 and (vii) a grant date price of $18.28, resulting in a grant date fair value per Option of $7.204.

- 2017 one-time option and SARs grants awarded to Mr. Eckert: based on an absolute number of 701,875 Options and 701,875 SARs granted at an accounting fair value of $3.09. The Options and SARs are to vest a on September 15, 2020 at 9:30 EST at an exercise price of $7.97.

- February 2018 option grant: (i) Volatility: 43.3%, (ii) Dividend yield: 0%. (iii) Weighted average remaining life: 3.1 years, (iv) Risk-free interest rate: 2.41%, (v) Vesting: 100% after three (3) years, (vi) an exercise price of $7.61, and (vii) a grant date price of $7.61, resulting in a grant fair value per Option of $2.74.

- August 2018 option grant: (i) Volatility: 39%, (ii) Dividend yield: 0%. (iii) Weighted average remaining life: 3.6 years, (iv) Risk-free interest rate: 2.49%, (v) Vesting: 100% after three (3) years, (vi) an exercise price of $10.47, and (vii) a grant date price of $10.07, resulting in a grant fair value per Option of $3.62.

- The accounting fair value of the Options equals their grant date fair value. The binomial model was used to calculate both the grant date fair value and the accounting fair value of the Options, as it is the method used by the Corporation in the past.

(5) Annual short-term incentive plan amounts are paid in cash in the year following the fiscal year in respect of which they are earned. For 2018, the corporate payout factor amounted to 200% with the individual performance multiplier being 200% for Messrs. Eckert, Sciannamblo, Ireland, Paradis and Smith. As Mr. Taylor left the Corporation on August 10, 2018 he was not entitled to receive STIP.

(6) Pursuant to Mr. Eckert's employment agreement, he was entitled to receive a bonus for the first six (6) months of employment, September 15, 2017 to March 15, 2018, to be paid at no lower than target ($875,000), pro-rated for the number of months worked (six), with the opportunity for additional bonus, also pro-rated for the number of months worked, up to the maximum ($1,750,000). The metrics of the bonus for the first six (6) months of employment were the same as the 2018 STIP. On March 21, 2018 after having reviewed Mr. Eckert's performance, the Board approved the pay out the Non-Financial measure, weighted at 25%, at maximum and pay out the Financial measure, weighted at 75%, at target. Upon confirmation of the first quarter 2018 results, the Board was to evaluate the Financial measure to determine if pay out at maximum would be made. On May 10, 2018, upon review of the first quarter financial results, the Board approved the pay out of the Financial measures, weighted at 75%, at maximum. Mr. Eckert's 2017 STIP Payout of $510,420 equates to the portion of the bonus for the first six (6) months of employment attributable to 2017. Pursuant to the terms of Mr. Eckert's employment agreement, he was to receive a pro-rated bonus for the number of remaining months in 2018, namely from the period of March 16 to December 31, 2018. This is reflected in the 2018 STIP Payout.

(7) Dollar values disclosed in such column correspond to the dollar values in the "Compensatory change" column in the Defined Contribution Plan tables. The amount disclosed in 2018 for Mr. Paradis includes the Corporation's contributions in his Defined Contribution Notional Accounts. See "Executive Compensation – Discussion and Analysis – Defined Contribution Plan" for details.

(8) No perquisites are included for the Named Executive Officers other than Messrs. Eckert, Smith and Ireland given that they do not in aggregate, exceed the lesser of $50,000 or 10% of the total salary for each of these Named Executive Officers. These perquisites include a company car or car allowance, financial planning, health club memberships, annual medical examinations, home security services and additional dollar credits under the Corporation's group benefits program. Mr. Eckert is also eligible for reimbursement of all travel expenses between his residence in the U.S. and Canada and living expenses while in Canada; reimbursement of individual U.S.A. Health Plan coverage and tax equalization and gross up. The amount disclosed for Mr. Eckert in 2018 includes $73,983.64 for reimbursement of all travel expenses between his residence in the U.S.A. and Canada and living expenses while in Canada and $35,086USD (using the 2018 average annual exchange rate of 1.2957, the amount in Canadian is $45,461) for reimbursement for U.S. medical coverage (AD&D, Medical and Dental). Further, pursuant to the terms of Mr. Eckert's employment agreement, he is eligible to receive $5,000USD (using the 2018 Bank of Canada average annual exchange rate of 1.2957, the amount in Canadian is $6,478) to contribute to a health flex-spending account and $5,000USD (using the 2018 Bank of Canada average annual exchange rate of 1.2957, the amount in Canadian is $6,478) to subsidize home office expenses.

The amount disclosed for Mr. Smith includes reimbursement of individual U.S.A. Health Plan, in the amount of $33,041 and travel reimbursement in the amount of $127,586.

The amount disclosed for Mr. Ireland includes a housing allowance of $5,000 per month (February to December 2018) and reimbursement of duplicate taxation incurred in the Commonwealth of Pennsylvania in the amount of $33,000USD (using the 2018 Bank of Canada average annual exchange rate of 1.2957, the amount in Canadian is $42,758).

INCENTIVE PLAN AWARDS

OUTSTANDING SHARE-BASED AWARDS AND OPTION-BASED AWARDS

The following table indicates for each of the Named Executive Officers all awards outstanding as at December 31, 2018. The Share-based and Option-based awards made to Mr. Eckert in 2017 represents a one-time LTIP grant award. Pursuant to his three-year employment agreement, Mr. Eckert is not entitled to receive additional LTIP awards. For further details on the philosophy underpinning Mr. Eckert's employment arrangement and the one-time LTIP grant award, see "*Executive Compensation – Discussion and Analysis – Employment Agreements, Terminations and Change of Control Benefits - Employment Agreement of the New President and Chief Executive Officer*".

	OPTION-BASED AWARDS[1]				SHARE-BASED AWARDS						
	Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Value of Unexercised In-the-Money Options	Number of Shares or Units of Shares that Have not Vested [2]			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 [3]
Name	(#)	($)		($)	RSU (#)	PSU (# at Target)	PSU (# at Max)	RSU ($)	PSU ($ at Target)	PSU ($ at Max)	($)
David A. Eckert	1,403,750	7.97	September 15, 2020	Nil	156,839	-	-	955,150	-	-	-
Franco Sciannamblo	34,414	7.6069	February 20, 2022	Nil	24,015	18,573	27,860	146,251	113,110	169,667	23,568
	13,207	10.4723	August 20, 2022	Nil							
John Ireland	132,953	7.6069	February 20, 2022	Nil							
Dany Paradis	7,700	19.6062	June 16, 2021	Nil	22,624	43,684	65,526	137,780	266,034	399,054	16,053
	95,388	7.6069	February 20, 2022	Nil							
	9,100	16.4446	February 28, 2022	Nil	-	-	-	-	-	-	-
	13,300	17.8250	February 28, 2023	Nil	-	-	-	-	-	-	-
Stephen K. Smith	126,513	7.6069	February 20, 2022	Nil	-	-	-	-	-	-	-
Ken Taylor	-	-	-	-	-	-	-	-	-	-	-

(1) *The Options were granted to the Named Executive Officers under the 2012 Stock Option Plan. The market value of Options granted to Mr. Paradis in 2014, 2015 and 2016 is nil as the Option exercise price was at $19.6062, $16.4446 and $17.8250 respectively, above the closing price of the Shares on the TSX on December 31, 2018, which was $6.09. The market value of the Options and SARs granted to Mr. Eckert in 2017 is nil as the Option and SARs exercise price was at $7.97, above the closing price of the Shares on the TSX on December 31, 2018, which was $6.09. Also, note that the Options and SARs granted to Mr. Eckert are to vest and be exercised on September 15, 2020 at 9:30 EST. No other NEO received Options in 2017. The market value of Options granted to Messrs. Sciannamblo, Ireland, Paradis and Smith is nil as the Option exercise price was at $7.6069 and 10.4723 for the second grant awarded to Mr. Sciannamblo in August 2018, all above the closing price of the Shares on the TSX on December 31, 2018, which was $6.09.*

(2) *The share-based awards shown for all Named Executive Officers represent PSUs or RSUs granted to the Named Executive Officers under the RSU&PSU Plan. See "Executive Compensation – Discussion and Analysis – Long-Term Incentive Programs – Restricted Share Unit and Performance Share Unit Plan" for a description of the 2016, 2017 and 2018 LTIP. The market or payout value of both PSUs and RSUs is determined by multiplying the number of PSUs and RSUs granted by the closing price of the Shares on the TSX on December 31, 2018, which was $6.09.*

(3) *The share-based awards shown for Messrs. Sciannamblo and Paradis represent the vested RSUs and PSUs received as part of the vested 2016 RSU and PSU grants. The market or payout value of the RSUs and PSUs was determined by the closing price of the Shares on the TSX on December 31, 2018 which was $6.09. As the Corporation did not achieve the vesting condition for the PSUs, all 2016 PSUs were forfeited and cancelled (see "Executive Compensation – Discussion and Analysis – Long-Term Incentive programs – 2016 LTIP" for details). The number of RSUs that vested for Messrs. Sciannamblo and Paradis were 3,870 and 6,563 respectively and were paid out or distributed to the eligible Named Executive Officers in February 2019.*

VALUE VESTED OR EARNED DURING THE YEAR ENDED DECEMBER 31, 2018

	Option-based Awards – Value Vested During the Year	Share-based Awards – Value Vested During the Year [1]	Non-equity Incentive Plan Compensation – Value Earned During the Year [2]
Name	($)	($)	($)
David A. Eckert	-	-	1,750,000
Franco Sciannamblo	-	23,568	323,000
John Ireland	-	-	439,100
Dany Paradis	-	16,053	315,000
Stephen K. Smith	-	-	417,800
Ken Taylor	-	-	-

(1) *The value shown for Messrs. Sciannamblo and Paradis represents the value of their vested RSUs of the 2016 vested grant. As the Corporation did not achieve the vesting conditions for the 2016 PSUs, all grants were forfeited and cancelled (see "Executive Compensation – Discussion and Analysis – Long-Term Incentive Programs – 2016 LTIP" for details). The market or payout value of the RSUs was determined by multiplying the number of RSU shares by the closing price of the Shares on the TSX on December 31, 2018, which was $6.09.*

(2) *The amount disclosed for all Named Executive Officers is the same as the one disclosed in the summary Compensation Table under the heading "Annual incentive Plan" for 2018.*

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth, as at December 31, 2018, the equity compensation plans pursuant to which equity securities of the Corporation may be issued:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding Securities Reflected in the First Column)
Equity compensation plans approved by security holders [1]	1,347,052	$8.39	1,459,880

(1) *Represents Shares issuable upon the exercise of Options granted in 2013, 2014, 2015 and 2016 under the 2012 Stock Option Plan. For a description of the 2012 Stock Option Plan, see "Executive Compensation – Discussion and Analysis – Total Compensation Components – 2012 Stock Option Plan". There are no equity compensation plans that were not approved by the Shareholders.*

EMPLOYMENT AGREEMENTS, TERMINATIONS AND CHANGE OF CONTROL BENEFITS

EMPLOYMENT AGREEMENT, NON-COMPETE / NON-SOLICITATION AND SEPERATION TERMS

David A. Eckert, President and Chief Executive Officer, Franco Sciannamblo, Senior Vice-President and Chief Financial Officer, Stephen K. Smith, Senior Vice-President, Profitable Growth and John Ireland, Senior Vice-President of Organizational Effectiveness have employment agreements with the Corporation. Each of the Named Executive Officers are bound by certain standard restrictive covenants in favour of the Corporation, including non-disclosure, non-solicitation and non-competition provisions for a period of two (2) years following termination of employment.

Dany Paradis, Senior Vice-President, Sales and Customer Care has a severance provision in his offer of employment. Should his employment be terminated without cause, severance has been set at eighteen (18) months of eligible pay (representing base salary and short-term incentive bonus at target), payable by way of salary continuance. The Corporation would be required to continue to pay Corporation-sponsored benefit plans and perquisites (except disability insurance) for the duration of the salary continuance period, subject to any terms and conditions of the Corporation's insurance carrier.

The following table indicates estimated incremental payments triggered pursuant to a termination of employment or a change of control in accordance with the applicable provisions of outstanding employment agreements or change of control provisions under the Severance Agreements for each of the applicable Named Executive Officers as at December 31, 2018. In the event of a termination for cause or resignation other than for good reason, the Named Executive Officers are not entitled to incremental payments.

SEVERANCE VALUE PAYABLE AS PER EMPLOYMENT OR SEVERANCE AGREEMENT UPON A CHANGE OF CONTROL OR TERMINATION WITHOUT CAUSE(1) ($)						
	Base Salary	**Short-term Incentive**	**Long-term Incentive**	**Benefits, Pension and Perquisites (2)**	**Total**	**Equity- Based Value Payable upon a Change of Control (3)**
Name	**($)**	**($)**	**($)**	**($)**	**($)**	**($)**
David A. Eckert	765,625	765,625	617,650	-	2,148,900	955,150
Franco Sciannamblo	275,000	-	122,683	-	397,683	259,360
John Ireland	395,000	-	-	-	395,000	-
Dany Paradis	472,500	236,250	121,726	84,104	941,580	403,816
Stephen K. Smith	395,000	-	-	-	395,000	-

(1) The severance value disclosed above for Messrs. Eckert, Sciannamblo, Ireland and Smith is payable upon termination without cause or for good reason as defined in their employment agreements with the Corporation. The severance value payable upon a change of control is triggered upon a termination without cause or resignation for good reason within twelve (12) months following the change of control. The severance value disclosed above for Mr. Paradis is payable upon termination without cause or for good reason, his offer of employment do not include a change of control provision. Mr. Taylor left the Corporation on August 10, 2018 and did not receive any incremental payments or benefits.

(2) The amounts shown for Mr. Paradis include the value of their benefits and perquisites programs. For Mr. Eckert and Mr. Smith no additional compensatory amounts are payable under their respective employment agreement.

(3) The value disclosed for all Named Executive Officers in this column includes Options, Restricted, and Performance Share Units assuming no alternative awards are granted according to the 2012 Share Option Plan and RSU&PSU Plan following a change of control.

The value for the Options was calculated by multiplying the number of Options granted by the difference between the closing price of the Shares on the TSX on December 31, 2018 which was $6.09 and the Option exercise price of: $19.6062 for the 2014 Option grant; $16.4446 for the 2015 Option grant; $17.8253 for the 2016 Option grant and $7.97 for the 2017 Option and SARs grant of Mr. Eckert; $7.6069 and $10.4723 for the 2018 Option grants. The value of the 2014, 2015, 2017 and 2018 Options grant was Nil. The value for the RSUs and PSUs was calculated by multiplying the number of RSUs or the PSUs granted at target, as the case may be, by the closing price of the Shares on the TSX on December 31, 2018, which was $6.09.

EMPLOYMENT AGREEMENT OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

On September 15, 2017, the Corporation announced the appointment of David A. Eckert as the new President and Chief Executive Officer. The Board selected Mr. Eckert based on his unique and specific experience and track-record within the industry, his immediate availability and positive input from key shareholders who had prior business experience with him. Mr. Eckert's role as President and Chief Executive Officer is for a fixed term of three (3) years, with the key objectives of creating operational rationalization, reducing debt and growing shareholder value. In formulating the philosophy underpinning Mr. Eckert's employment arrangement and the one-time front-loaded Option and SARs grants, the Board took into consideration: (i) the specific mandate delineated by the Board; (ii) the fixed-term nature of the employment agreement; (iii) the Corporation's current compensation philosophy; and (iv) the Board's focus on creating shareholder value in a timely manner. Mr. Eckert's employment agreement contains the following features:

Feature	Base	Resignation for Good Reason or Termination Without Cause	Resignation without Good Reason or Termination for Cause	Expiry of Term	Change of Control
Salary	$875.000 CAD, payable in USD converted at a fixed exchange rate of 0.82 USD per $1CAD.	Entitled to a lump sum payment for earned but unpaid base salary plus an amount equal to Mr. Eckert's base salary for 50% of the remaining number of months to the term, unpaid eligible expenses and accrued but unused vacation days.	Entitled to a lump sum payment for earned but unpaid base salary, unpaid eligible expenses and accrued but unused vacation days.	Upon the expiry of the term, Mr. Eckert will be entitled to a lump sum payment for earned but unpaid base salary, unpaid eligible expenses and accrued but unused vacation days.	If Mr. Eckert resigns for good reason or is terminated without cause within a period of twelve (12) month following a change in control, he will be entitled to a lump sum payment for earned but unpaid base salary plus an amount equal to his base salary for 50% of the remaining number of months to the term, unpaid eligible expenses and accrued but unused vacation days.
Short-term Cash Incentive (STIP)	Target STIP set at 100% of base salary and maximum payment fixed at 200% of base salary.	Entitled to a lump sum payment for any due and unpaid STIP bonus for the completed performance measurement periods preceding the date of termination, plus an amount equal to his STIP bonus for 50% of the remaining number of months to the term.	Entitled to a lump sum payment for any due and unpaid STIP bonus for the completed performance measurement periods preceding the date of termination.	Entitled to a lump sum payment for any due and unpaid STIP bonus for the completed performance measurement periods preceding the expiration of the term plus an amount equal to his STIP bonus for the fourth period of performance measurement pro-rated for the number of months worked in 2020.	If Mr. Eckert resigns for good reason or is terminated without Cause within a period of twelve (12) month following a change in control, he will be entitled to a lump sum payment for any due and unpaid STIP bonus for the completed performance measurement periods preceding the date of termination, plus an amount equal to his STIP bonus for 50% of the remaining number of months to the term.
Long-term Incentive (LTIP)	One-time grant of 701,875 Options and 701,875 Stock Appreciation Rights (SARs) at an exercise price of $7.97 vesting and exercisable on September 15, 2020 (expiration of the term). Mr. Eckert also received a one-time grant of 156,839 RSUs. Mr. Eckert is not eligible for any further LTIP awards.	One-third of the LTIP shall vest as of the date of termination if termination occurs prior to the first anniversary of the grant date. Two-thirds of the LTIP shall vest as of the date of termination if termination occurs on or after the first anniversary grant date but prior to 18 months after the grant date. All of the LTIP award shall vest as of the date of termination if the termination occurs on or after 18 months from the grant date.	All of the LTIP shall immediately expire and terminate as of the date of termination if the resignation occurs prior to the first anniversary of the grant date. One-third of the LTIP shall vest as of the date of termination if the resignation occurs on or after the first anniversary of the grant date but prior to the second anniversary of the grant date. Two-thirds of the LTIP shall vest as of the date of termination if the resignation occurs on or after the second anniversary of the grant date but prior to the third anniversary of the grant date. Should Mr. Eckert be terminated for cause all LTIP awards shall immediately expire and terminate as of the date of termination.	All or a partial amount of the LTIP shall immediately expire and terminate as of the date of termination depending on the reason for termination.	In accordance with the Plan text, all unvested LTIP shall vest immediately to the extent no alternative awards are made following the change in control.
Pension and Other Benefits	Participation in all group insurance and perquisite plans as other executives of the Corporation, in addition to U.S. health plan coverage. Mr. Eckert is not entitled to participate in the Corporation's Pension Plan. Mr. Eckert receives taxation gross up and income tax equalization.	Forfeited.	Forfeited.	Forfeited.	Forfeited.

As part of his employment agreement, should the Corporation implement a regular dividend policy Mr. Eckert would be entitled to a special cash award in respect of such periods that dividends are paid. The payment would be equal to the dividend paid, multiplied by the number of SARs awarded, times two (2). Further, Mr. Eckert is bound by certain standard restrictive covenants in favour of the Corporation, including non-disclosure, non-solicitation and non-competition provisions for a period of two (2) years following termination of employment. Mr. Eckert is not bound by the Corporation's Share Ownership Guidelines. Notwithstanding the foregoing, the Corporation shall deduct 17.75% from the gross proceeds of any payment to be made to Mr. Eckert in respect of the SARs to purchase shares on the open market on behalf of Mr. Eckert, which shares shall be held in trust by the Corporation for a period of twelve (12) months following the end of Mr. Eckert's employment.

EMPLOYMENT AGREEMENT OF THE SENIOR VICE-PRESIDENT AND CHIEF FINANCIAL OFFICER

On July 19, 2018 the Corporation announced the appointment of Franco Sciannamblo as the Senior Vice-President and Chief Financial Officer. Mr. Sciannamblo's employment agreement is for an indeterminate term and contains the following features:

Feature	Base	Resignation for Good Reason or Termination Without Cause	Resignation without Good Reason or Termination for Cause	Change of Control
Salary	$275,000	Entitled to a lump sum payment for earned but unpaid base salary plus an amount equal to Mr. Sciannamblo's base salary for a period of twelve (12) months, unpaid eligible expenses and accrued but unused vacation days.	Entitled to a lump sum payment for earned but unpaid base salary, unpaid eligible expenses and accrued but unused vacation days.	If Mr. Sciannamblo resigns for good reason or is terminated without cause within a period of twelve (12) month following a change in control, he will be entitled to a lump sum payment for earned but unpaid base salary plus an amount equal to Mr. Sciannamblo's base salary for a period of twelve (12) months, unpaid eligible expenses and accrued but unused vacation days.
Short-term Cash Incentive (STIP)	Target STIP set at 50% of base salary and maximum payment fixed at 100% of base salary.	Entitled to a lump sum payment of any due and unpaid STIP bonus for the completed performance measurement periods preceding the performance measurement period during which the termination of Mr. Scianamblo's employment occurs and his STIP bonus calculated at target pro-rated for the number of months worked in the period of performance measurement during which the termination of his employment occurs.	Entitled to a lump sum payment for any due and unpaid STIP bonus for the completed performance measurement periods preceding the date of termination.	If Mr. Sciannamblo resigns for good reason or is terminated without cause within a period of twelve (12) month following a change in control, he will be entitled to a lump sum payment for any due and unpaid STIP bonus for the completed performance measurement period(s) preceding the performance measurement period during which the termination of Mr. Sciannamblo's employment occurs plus his STIP bonus calculated at target pro-rated for the number of months worked in the period of performance measurement during which the termination of his employment occurs.
Long-term Incentive (LTIP)	Participation in all of the Corporation's executive LTIP composed of Options, RSUs, PSUs, and SARs. Target LTIP set at 75% of base salary.	In accordance with the terms of the RSU, PSU, Options, and SARs Plan text. For further detail see "Executive Compensation – Discussion and Analysis – Summary of the Stock Option Plan, RSU&PSU Plan and the SARs Plan".	In accordance with the terms of the RSU, PSU, Options, and SARs Plan text. For further detail see "Executive Compensation – Discussion and Analysis – Summary of the Stock Option Plan, RSU&PSU Plan and the SARs Plan".	In accordance with the terms of the RSU, PSU, Options, and SARs Plan text. For further detail see "Executive Compensation – Discussion and Analysis – Summary of the Stock Option Plan, RSU&PSU Plan and the SARs Plan".
Pension and Other Benefits	Participation in all group insurance and perquisite plans as other executives of the Corporation, along with participation in the Corporation's Defined Contribution Pension Plan.	Forfeited.	Forfeited.	Forfeited.

EMPLOYMENT AGREEMENT OF THE SENIOR VICE-PRESIDENT, ORGANIZATIONAL EFFECTIVENESS

On November 15, 2017 the Corporation announced the appointment of John Ireland as the Senior Vice-President, Organizational Effectiveness. Mr. Ireland's employment agreement is for a fixed term of four (4) years and contains the following features:

Feature	Base	Resignation for Good Reason or Termination Without Cause	Resignation without Good Reason or Termination for Cause	Change of Control
Salary	$395,000.	Entitled to a lump sum payment for earned but unpaid base salary plus an amount equal to Mr. Ireland's base salary for a period of twelve (12) months, unpaid eligible expenses and accrued but unused vacation days.	Entitled to a lump sum payment for earned but unpaid base salary, unpaid eligible expenses and accrued but unused vacation days.	If Mr. Ireland resigns for good reason or is terminated without cause within a period of twelve (12) month following a change in control, he will be entitled to a lump sum payment for earned but unpaid base salary plus an amount equal to Mr. Ireland's base salary for a period of twelve (12) months, unpaid eligible expenses and accrued but unused vacation days.
Short-term Cash Incentive (STIP)	Target STIP set at 50% of base salary and maximum payment fixed at 100% of base salary.	Entitled to a lump sum payment of any due and unpaid STIP bonus for the completed performance measurement periods preceding the performance measurement period during which the termination of Mr. Ireland's employment occurs and his STIP bonus calculated at target pro-rated for the number of months worked in the period of performance measurement during which the termination of his employment occurs.	Entitled to a lump sum payment for any due and unpaid STIP bonus for the completed performance measurement periods preceding the date of termination.	If Mr. Ireland resigns for good reason or is terminated without cause within a period of twelve (12) month following a change in control, he will be entitled to a lump sum payment for any due and unpaid STIP bonus for the completed performance measurement period(s) preceding the performance measurement period during which the termination of Mr. Ireland's employment occurs plus his STIP bonus calculated at target pro-rated for the number of months worked in the period of performance measurement during which the termination of his employment occurs.
Long-term Incentive (LTIP)	Participation in all of the Corporation's executive LTIP composed of Options, RSUs, PSUs, and SARs. Target LTIP set at 85% of base salary.	In accordance with the terms of the RSU, PSU, Options, and SARs Plan text. For further detail see "Executive Compensation – Discussion and Analysis – Summary of the Stock Option Plan, RSU&PSU Plan and the SARs Plan".	In accordance with the terms of the RSU, PSU, Options, and SARs Plan text. For further detail see "Executive Compensation – Discussion and Analysis – Summary of the Stock Option Plan, RSU&PSU Plan and the SARs Plan".	In accordance with the terms of the RSU, PSU, Options, and SARs Plan text. For further detail see "Executive Compensation – Discussion and Analysis – Summary of the Stock Option Plan, RSU&PSU Plan and the SARs Plan".
Pension and Other Benefits	Participation in all group insurance and perquisite plans as other executives of the Corporation. Mr. Ireland does not participate in the Corporation's Pension Plan. Mr. Ireland receives a housing allowance of $5,000 per month and reimbursement of duplicate taxation he may incur in the Commonwealth of Pennsylvania.	Forfeited.	Forfeited.	Forfeited.

EMPLOYMENT AGREEMENT OF THE SENIOR VICE-PRESIDENT, PROFITABLE GROWTH

On December 4, 2017 the Corporation announced the appointment of Stephen K. Smith as the Senior Vice-President, Profitable Growth. Mr. Smith's employment agreement is for a fixed term of four (4) years and contains the following features:

Feature	Base	Resignation for Good Reason or Termination Without Cause	Resignation without Good Reason or Termination for Cause	Change of Control
Salary	$395,000.	Entitled to a lump sum payment for earned but unpaid base salary plus an amount equal to Mr. Smith's base salary for a period of twelve (12) months, unpaid eligible expenses and accrued but unused vacation days.	Entitled to a lump sum payment for earned but unpaid base salary, unpaid eligible expenses and accrued but unused vacation days.	If Mr. Smith resigns for good reason or is terminated without cause within a period of twelve (12) month following a change in control, he will be entitled to a lump sum payment for earned but unpaid base salary plus an amount equal to Mr. Smith's base salary for a period of twelve (12) months, unpaid eligible expenses and accrued but unused vacation days.
Short-term Cash Incentive (STIP)	Target STIP set at 50% of base salary and maximum payment fixed at 100% of base salary.	Entitled to a lump sum payment of any due and unpaid STIP bonus for the completed performance measurement periods preceding the performance measurement period during which the termination of Mr. Smith's employment occurs and his STIP bonus calculated at target pro-rated for the number of months worked in the period of performance measurement during which the termination of his employment occurs.	Entitled to a lump sum payment for any due and unpaid STIP bonus for the completed performance measurement periods preceding the date of termination.	If Mr. Smith resigns for good reason or is terminated without cause within a period of twelve (12) month following a change in control, he will be entitled to a lump sum payment for any due and unpaid STIP bonus for the completed performance measurement period(s) preceding the performance measurement period during which the termination of Mr. Smith's employment occurs plus his STIP bonus calculated at target pro-rated for the number of months worked in the period of performance measurement during which the termination of his employment occurs.
Long-term Incentive (LTIP)	Participation in all of the Corporation's executive LTIP composed of Options, RSUs, PSUs, and SARs. Target LTIP set at 85% of base salary.	In accordance with the terms of the RSU, PSU, Options, and SARs Plan text. For further detail see "Executive Compensation – Discussion and Analysis – Summary of the Stock Option Plan, RSU&PSU Plan and the SARs Plan".	In accordance with the terms of the RSU, PSU, Options, and SARs Plan text. For further detail see "Executive Compensation – Discussion and Analysis – Summary of the Stock Option Plan, RSU&PSU Plan and the SARs Plan".	In accordance with the terms of the RSU, PSU, Options, and SARs Plan text. For further detail see "Executive Compensation – Discussion and Analysis – Summary of the Stock Option Plan, RSU&PSU Plan and the SARs Plan".
Pension and Other Benefits	Participation in all group insurance and perquisite plans as other executives of the Corporation, in addition to U.S. health plan coverage. Mr. Smith is not entitled to participate in the Corporation's Pension Plan. Mr. Smith receives taxation gross up and income tax equalization.	Forfeited.	Forfeited.	Forfeited.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Directors or executive officers of the Corporation, nor any associate of such Director or executive officer are to the date hereof, indebted to the Corporation. Additionally, the Corporation has not provided any guarantee, support agreement, letter of credit or similar arrangement or undertaking in respect of any indebtedness of any such person to any other person or entity. Furthermore, the Corporation has adopted a policy prohibiting loans to Directors or executive officers of the Corporation.

DIRECTORS' LIABILITY INSURANCE

The Directors are covered under a Directors and officers' liability insurance policy. The policy covers the Directors and officers of the Corporation and the Directors and officers of all of its subsidiaries. The insurance contract contains a deductibility provision of $1 million per claim. For fiscal year 2018, the Corporation paid premiums of $222,180 in respect of Directors' and officers' liability insurance.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Management of the Corporation is not aware of any material interests, direct or indirect, of any Director or senior officer of the Corporation or other informed persons of the Corporation, nor of any associate or affiliate of the foregoing persons, in any material transaction since the commencement of the Corporation's last fiscal year or in any proposed transaction that has materially affected or would materially affect the Corporation or any of its affiliates or subsidiaries.

INTEREST OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON

No Director or officer of the Corporation, nor their associates or affiliates, 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.

APPOINTMENT OF AUDITOR

The persons named in the form of proxy intend to vote FOR the reappointment of Deloitte LLP (“**Deloitte**”), Montréal, as independent auditor of the Corporation to hold office until the next annual meeting of Shareholders or until their successors are appointed, at a remuneration to be determined by the Directors.

AUDIT FEES

During the 2018 and 2017 fiscal years, the Corporation retained its independent auditor, Deloitte, to provide services in the categories and for the approximate amounts that follow:

	2018 ($)	2017 ($)
Audit fees	1,260,000	1,358,000
Audit-related fees	70,000	194,000
Tax fees	302,000	265,000
Total	**1,632,000**	**1,817,000**

Audit fees. These amounts represent fees paid for the audit of the Corporation’s annual consolidated financial statements and the review of its quarterly financial statements. They consist of fees also related to services that an independent auditor would customarily provide in connection with statutory requirements, regulatory filings, and similar engagements for the fiscal year, such as comfort letters, consents, and assistance with review of documents filed with securities regulatory authorities. In addition, audit fees included the cost of translation of various continuous disclosure documents of the Corporation.

Audit-related fees. Audit-related fees were paid for assurance and related services that are performed by Deloitte and are not reported under the audit fees item above. These fees are for services not required by statute or regulations. These services consisted primarily of employee pension plan audits and other special purpose mandates approved by the Audit Committee.

Tax fees. These fees consist of two (2) categories: (i) tax compliance and preparation fees; and (ii) tax advice and planning fees and other special purpose mandates approved by the Audit Committee.

All Other Fees. These fees consist of consulting services.

The Audit Committee has determined that Deloitte’s provision of non-audit services was compatible with maintaining Deloitte’s independence.

The Audit Committee of the Corporation has adopted a policy regarding the engagement of Deloitte for non-audit services. Deloitte provides audit services to the Corporation and is also authorized to provide specific audit-related services as well as tax services. Deloitte may also provide other services provided, however, that all such services are pre-approved by the Chairman of the Audit Committee and that such engagement is confirmed by the Audit Committee at its immediately following meeting. The policy also specifically prohibits the provision of certain services by Deloitte in order to maintain its independence. Additional information relating to the Audit Committee can be found in the section “Audit Committee” of the AIF available on the Corporation’s website at **https://corporate.yp.ca** and on SEDAR at **www.sedar.com**.

GENERAL

The Directors know of no matter to come before the Meeting other than the matters referred to in the accompanying Notice of the Meeting.

SHAREHOLDER PROPOSALS FOR THE 2020 ANNUAL GENERAL MEETING

The Corporation will include proposals from Shareholders that are received by the Corporation within the prescribed time period and that comply with applicable laws in the management proxy circular for the Corporation’s 2019 annual general meeting. Please send your proposals to the Secretary of the Corporation at 1751 Rue Richardson, Suite 2.300, Montréal, Québec H3K 1G6 by no later than December 21, 2019.

ADDITIONAL INFORMATION

The Corporation is required under applicable Canadian securities laws to file various documents, including an annual information form and annual and quarterly financial statements. Financial information is provided in the Corporation’s comparative financial statements and Management’s discussion and analyses for its most recently completed financial year. Copies of these documents and additional information relating to the Corporation are available on SEDAR at **www.sedar.com** or may be obtained from the Secretary of the Corporation, upon request at 1751 Rue Richardson, Suite 2.300, Montréal, Québec H3K 1G6.

APPROVAL OF DIRECTORS

Chair of the Board

The contents and the mailing to the Shareholders of this Proxy Circular have been approved by the Board of Directors.

Dated March 25, 2019.

By order of the Directors of Yellow Pages Limited

(signed) *Susan Kudzman*

SCHEDULE "A": DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

CORPORATE GOVERNANCE GUIDELINES

The Corporation is committed to adhering to highly effective standards in its corporate governance practices, to the periodic review of its governance practices and the inclusion of those practices, as constructive and appropriate, in the governance processes of the Corporation.

The Board has adopted certain corporate governance guidelines (the "**Corporate Governance Guidelines**"). The purpose of the Corporate Governance Guidelines is to assist the Board in the exercise of its responsibilities and to serve the best interests of the Corporation and its Shareholders. These Corporate Governance Guidelines are intended to serve as a transparent, flexible and pragmatic framework within which the Board may operate to guide the Corporation in making the right choices. The Corporate Governance Guidelines are available on the Corporation's website at **https://corporate.yp.ca**.

The Corporation's corporate governance practices fully comply with the disclosure and listing requirements of the TSX and with applicable Canadian legislation and related regulations of the CSA. The Board annually reviews the Corporate Governance Guidelines with a view to continuously improving the Corporation's corporate governance practices by assessing their effectiveness and comparing them with evolving best practices, standards identified by leading governance authorities and the Corporation's changing circumstances and needs.

The following constitutes the Corporation's disclosure of its corporate governance practices and is made pursuant and with reference to National Policy 58-201 – *Corporate Governance Guidelines* and National Instrument 58-101 – *Disclosure of Corporate Governance Practices* which have been adopted by the CSA.

ROLE OF THE BOARD

The mandate of the Board is to oversee the conduct of the Corporation's business and to supervise Management. The Board establishes the overall policies for the Corporation, monitors and evaluates the Corporation's strategic direction and retains plenary power for those functions not specifically delegated by it to its committees or to Management. The Board is the ultimate leadership body which gives direction to the Corporation's business by striking balances between internal and external factors. As part of its stewardship responsibility, the Board advises Management on significant business issues. The Board discharges its responsibilities either directly or through its three (3) committees. See "Risk Oversight" below.

The Board works with Management to develop the strategy of the Corporation and holds a special strategic planning meeting at least once a year. Management and the Board also discuss the main risks facing the Corporation, competitive landscape and corporate opportunities.

The charter of the Board is attached herewith as Appendix A and the charter of the Audit Committee is attached as Schedule A to the AIF, which is available on SEDAR at **www.sedar.com**. These charters, as well as the charters of the Human Resources and Compensation Committee and the Corporate Governance and Nominating Committee, are available on the Corporation's website at **https://corporate.yp.ca/en/digital-media-company/governance/overview.**

BOARD STRUCTURE AND OPERATIONS

The Corporate Governance and Nominating Committee is responsible for advising the Board on the appropriate size of the Board and its Committees to ensure effective decision-making as appropriate within the limits of the constituting documents of the Corporation. The Directors are elected annually by the Shareholders and constitute the Board, together with those appointed to fill vacancies or appointed as additional Directors throughout the year.

The Board meets at least five (5) times per year and may meet more often if required. Meetings of the Board may be convened at the request of any member of the Board. To the extent feasible, Board meetings are scheduled sufficiently in advance in order to maximize Director participation. Directors are expected to provide sufficient time to devote to the affairs of the Corporation and make themselves available for such meetings and strive for perfect attendance at Board meetings. Directors are expected to attend in person all meetings (other than conference call meetings) of the Board and Committees on which they serve. Additionally, Directors are required to prepare thoroughly for each Board and Committee meeting by reviewing the relevant materials, understanding and remaining up-to-date in connection with the Corporation's operations and the major trends in the business sector in which the Corporation operates and continually expanding on such knowledge.

Directors are asked to notify the Corporation if they are unable to attend, and attendance at meetings is duly recorded. Moreover, the independent Directors have the ability to hold meetings at which non-independent Directors and members of Management are not in attendance.

Financial and other relevant information is made available to Directors several days before or sufficiently in advance of scheduled Board and Committee meetings to facilitate Directors' preparation for meetings. Apart from the President and Chief Executive Officer who is a member of the Board and participates in such capacity, the Board invites other members of Management to attend parts or all of Board meetings (other than during in-camera sessions) for reporting and informational purposes.

The independent Directors meet in camera at every Board and Committee meeting without any member of Management present to ensure free and open discussion amongst themselves.

POSITION DESCRIPTION

CHAIR OF THE BOARD AND CHAIRS OF THE BOARD COMMITTEES

The Chair of the Board is appointed by resolution of the Board among the Board members each year for a one-year term (except when a vacancy is being filled) and takes effect immediately following the annual general meeting of Shareholders. Susan Kudzman, an independent Director, has been serving as Chair of the Board since May 11, 2018. It is the Corporation's current policy that the position of Board Chair be separate from that of the President and Chief Executive Officer.

The responsibilities of the Chair of the Board are set out in a position description which provides that the Chair of the Board, in addition to being an independent Director, is expected to provide leadership to the Board and to set the tone for the Board and the Directors to foster effective, ethical and responsible decision-making by them. Among other things, the Chair of the Board presides at meetings of the Board and generally oversees Board direction and administration, ensuring that the Board works as a cohesive team, builds a strong governance culture and carries out its duties. The Chair acts as liaison between the Board and Management, provides advice and counsel to the President and Chief Executive Officer, Committee Chairs and fellow Directors. The Chair of the Board works with the President and Chief Executive Officer and senior Management to monitor progress on strategic planning and implementation.

The Board has also developed written position descriptions for the Chairs of each standing Board Committee. See "Committees of the Board – Corporate Governance and Nominating Committee", "Committees of the Board – Human Resources and Compensation Committee" and "Committees of the Board – Audit Committee" below.

PRESIDENT AND CHIEF EXECUTIVE OFFICER

The Board has developed and approved a position description for the President and Chief Executive Officer. The President and Chief Executive Officer is responsible for providing leadership in setting the vision and developing the strategic plan of the Corporation in conjunction with the Board. Subject to the Board's approval, the President and Chief Executive Officer also ensures the implementation of the objectives and of the strategic plan adopted by the Board and reports to the Board in a timely manner on deviations from the strategic plan or any parameters established by the Board. The President and Chief Executive Officer is also responsible for leading the turnaround of the Corporation. He must provide operational leadership and vision in the management of the Corporation's operations with a view of improving its financial performance, related share price appreciation and long-term shareholder value. It is also his duty to run an effective and efficient organization, addressing emerging issues that impact the future direction of the Corporation and preparing it to meet the challenges presented by new trends and development in the market. Finally, he must manage and motivate the Corporation's executives to achieve the strategic priorities established by the Board, oversee the quality and integrity of the management of the Corporation and "set the tone" for Management to foster ethical and responsible decision making as well as appropriate management and best-in-class corporate governance practices. The President and Chief Executive Officer is also responsible for evaluating the performance of executives for compliance with established policies and the Corporation's objectives and evaluating their contributions in attaining objectives. Finally, he must communicate effectively the Corporation's vision, values, strategy and business plan to internal and external stakeholders and ensure that sufficient information is provided to the Board to enable the Directors to form appropriate judgments.

INDEPENDENCE OF THE BOARD

In order to maintain an independent Board at all times, it is the policy of the Board that all members other than the President and Chief Executive Officer be independent, as such term is defined in National Instrument 52-110 – *Audit Committees* of the CSA.

TERM LIMITS AND RETIREMENT

The Board endorses the concepts of continuous renewal, the purposeful refreshing of experience, skill, and perspective that stimulates Board discussion and decision and has embedded them within the formal and informal governance processes of the Corporation. It is explicitly discussed as part of the annual assessment of Board effectiveness conducted by the Corporate Governance and Nominating Committee, and it is a continuous current of conversation in the less formal deliberations of the Board. Rather than imposing arbitrary term or age limits, the Board feels this approach provides a more dynamic and effective method for addressing the objective of continuous renewal. The Board does not believe that it is in the best interests of the Corporation to have a retirement policy for Directors at this time.

CHANGE IN DIRECTOR OCCUPATION

The Corporate Governance Guidelines of the Corporation provide that a Director facing a material change in his or her professional circumstances should offer his or her resignation to the Corporate Governance and Nominating Committee which will make a recommendation as to whether it should decline or accept such Director's proposed resignation.

MAJORITY VOTING POLICY

The Board has a majority voting policy which requires that any nominee for a Director who receives a greater number of votes withheld than in favour of his or her election shall tender his or her resignation to the Chair of the Board following the Corporation's annual meeting. This policy applies only to uncontested elections, meaning elections that do not involve a proxy battle, i.e. where proxy material is circulated in support of one or more nominees who are not part of the Director nominees supported by the Board. The Corporate Governance and Nominating Committee shall be expected to recommend that the Board accept the resignation offer, except in exceptional circumstances. Further, the Board shall act on the Corporate Governance and Nominating Committee's recommendation within ninety (90) days following the applicable annual meeting and shall accept the resignation offer, except in exceptional circumstances. The Board shall promptly disclose its election decision including the reasons for rejecting the resignation, if applicable, by press release, a copy of which shall be provided to the TSX. If a resignation is accepted, the Board may appoint a new Director to fill the vacancy created by the resignation. The majority voting policy complies with the recommendations issued by the Canadian Coalition for Good Governance on such matter and the rules of the TSX.

RECRUITMENT OF DIRECTORS

The Corporate Governance and Nominating Committee is responsible for developing and reviewing the criteria as well as establishing a process for selecting Directors by considering what competencies and skills the Board, as a whole, should have and by regularly assessing the competencies, skills, personal qualities, business background and diversified experiences of the Board as a whole and of each of the existing Directors. The Corporate Governance and Nominating Committee is also responsible for advising the Board on the appropriate size and composition of the Board and its Committees to ensure effective decision-making.

The Board is committed to fostering a culture of diversity, inclusion and respect and has therefore adopted a Diversity Policy. The Board supports having a Board made up of highly qualified Directors from diverse backgrounds and experiences and who reflect the markets in which the Corporation operates, and the Corporation's evolving customer and employee base. The Board believes that having a diverse Board benefits the Corporation by enabling the Board to consider issues from a variety of perspectives. Diversity can enhance effective decision making and strategic planning and improve productivity, creativity, quality, teamwork and decision making. Diversity and inclusion enrich employee experience, broaden thinking, and help compete, innovate and grow in the ever-evolving digital market. The Diversity Policy states that the Corporate Governance and Nominating Committee will take into account diversity considerations such as gender, age, national origin and ethnicity in addition to business skills, qualifications and career history when assessing potential candidates for nomination to the Board.

In accordance with the Diversity Policy, the Corporate Governance and Nominating Committee also sets measurable objectives for achieving diversity and recommends them to the Board for adoption. In particular, through the adoption of the Policy, the Board committed to having women represent at least 30% of its independent members by 2019 and to have women represent at least 30% of the Corporation's senior management team by 2019. As at March 25, 2019, 2 out of 6 (33%) of the Corporation's independent Directors are women. As at March 25, 2019, 5 out of 11 members of the Corporation's senior management team (45%) are women.

Diversity Policy Targets	Percentage of Women by 2019	Percentage of Women as of March 25, 2019
Independent Directors of the Board	30%	33%
Senior Management	30%	45%

The Board developed and maintains an evergreen list of Director candidates which is updated on a regular basis. When a Director is being recruited, the Corporate Governance and Nominating Committee initiates the process by seeking input and suggestions from the other Directors as to the competencies, skills, business acumen, profile, independence and personal qualities of candidates, including integrity, accountability and leadership and updating the review of the skills, qualities and competencies of the remaining Directors. The Corporate Governance and Nominating Committee, either by itself or with the assistance of the other Directors or a recruiting firm, identifies qualified candidates, assesses their competencies and skills and, after interviewing them, recommends nominees to the Board.

CODE OF ETHICS

The Corporation has a Code of Ethics which sets out the guiding principles of the Corporation in all its operations and business practices. The Code of Ethics deals with such matters as personal integrity and ethics, general harassment and discrimination, customer, supplier and competitor relations, shareholder and media relations, integrity of records, the Corporation's funds and property, outside employment and employment of relatives, confidentiality and intellectual property rights, conflicts of interest, insiders and material undisclosed information and political contributions, and addresses the issues prescribed by the Corporate Governance Guidelines. The Code of Ethics applies to all Directors, officers and employees of the Corporation.

Each Director and employee of the Corporation must confirm annually that they have both read and complied with the requirements of the Code of Ethics. Management reports annually to the Corporate Governance and Nominating Committee on the implementation of, and compliance with, the Code of Ethics within the Corporation, and the Corporate Governance and Nominating Committee in turn reviews and reports to the Board on the subject. The Board may grant waivers of any provisions of the Code of Ethics to Directors or officers of the Corporation in certain circumstances provided they are disclosed in compliance with applicable legislation. No such waiver has been granted since the adoption of the Code of Ethics in 2004.

A Director or officer of the Corporation must disclose to the Corporation in writing the nature and extent of any interest he or she has in an actual or proposed material contract or transaction and shall not vote on any resolution to approve the contract or the transaction, except in limited circumstances. Each Director must also disclose to the Board any direct or indirect interest he or she has in any entity and which could involve a conflict of interest. A questionnaire is distributed annually to each Director so as to ensure that such interests and conflicts of interests are disclosed, if any. In situations where an entity in which a Director has an interest is either discussed or is the subject of a decision, the Board will request that the Director not partake in any such decision or discussion and refrain from voting.

The Code of Ethics is available on the Corporation's website at **https://corporate.yp.ca/en/digital-media-company/governance/code-of-ethics**. It may also be obtained upon request from the Secretary of the Corporation at its head office: 1751 Rue Richardson, Suite 2.300, Montréal, Québec H3K 1G6.

EXECUTIVE SUCCESSION PLANNING

Given the urgency of the turnaround, our focus has not been on succession planning, but rather engaging with Management to review actions to downsize the organization and to cut management headcount while retaining the best possible talent.

The Board also meets with members of the executive Management team and key staff members through their participation in meetings and presentations to the Board and informally through a few social events during the year, which allows Board members to become familiar and interact with members of Management who are potential future leaders of the Corporation. The Board's practice is to invite high-potential executives to quarterly Board dinners, which allows advancing the succession planning in a less formal way.

COMMITTEES OF THE BOARD

The Board has four (4) standing Committees: the Corporate Governance and Nominating Committee, the HRCC the Audit Committee and the Ad Hoc Committee. The Committees consist only of independent Directors within the meaning of National Instrument 52-110 – Audit Committees of the CSA.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

The Corporate Governance and Nominating Committee has a formal written charter available on the Corporation's website at **https://corporate.yp.ca**, setting out its structure, its duties and responsibilities. These include, among other things, monitoring the size and composition of the Board and the Committees overseeing compliance with the Corporation's Diversity Policy, developing and reviewing criteria as well as establishing a process for selecting Directors, identifying candidates qualified to become Directors, developing and monitoring appropriate processes for the periodic performance and effectiveness assessment of the Board, its Committees as well as the Board and Committee chairs and individual Directors, reviewing and making recommendations on Director compensation, developing and reviewing corporate governance principles applicable to the Corporation, developing for approval by the Board and overseeing the disclosure of the Code of Ethics and developing and reviewing orientation and continuing education programs for Directors. The responsibilities of the Chairman of the Corporate Governance and Nominating Committee are set out in a position description which provides that the Chairman of the Committee presides at meetings of the Committee, ensures the efficiency of the Committee and that the Committee carries out its duties. The Chairman of the Corporate Governance and Nominating Committee also acts as liaison between the Committee and the Board.

HUMAN RESOURCES AND COMPENSATION COMMITTEE

The HRCC has a formal written charter available on the Corporation's website at **https://corporate.yp.ca**, requiring that all of its members have direct experience related to the management of executive compensation and relevant to their responsibilities. Furthermore, the Charter of the HRCC sets out its structure, duties and responsibilities which include, among other things, setting the compensation of the President and Chief Executive Officer of the Corporation and the senior executives of the Corporation, assessing annually the performance of the President and Chief Executive Officer against the specific performance goals and objectives determined by the Board, recommending to the Board the appointment of senior management and reviewing with the President and Chief Executive Officer their annual performance assessment, designing, establishing and overseeing the Corporation's executive compensation philosophy, ensuring that appropriate processes are in place regarding succession planning, overseeing the long-term incentive plans of the Corporation and reviewing any compensation disclosure before public dissemination. The responsibilities of the Chair of the HRCC are set out in a position description which provides that the Chair of the Committee presides at meetings of the Committee, ensures the efficiency of the Committee and that the Committee carries out its duties. The Chair of the HRCC also acts as liaison between the Committee and the Board.

The HRCC is responsible for assisting the Board in discharging its responsibilities relating to the hiring, assessment, compensation and succession planning of executive and other human resources.

In addition, the HRCC is responsible for overseeing risks associated with the Corporation's compensation policies and practices, as further described under the section "Executive Compensation – Discussion and Analysis – Determining Compensation – Compensation Decision Process and Risk Management".

AUDIT COMMITTEE

The Audit Committee has a formal written charter available on the Corporation's website at **https://corporate.yp.ca**, setting out its structure, duties, mandate and responsibilities, and requiring that each member be financially literate as defined in National Instrument 52-110 –*Audit Committees* as having 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 Corporation's financial statements. Such charter, as well as other information relating to the Audit Committee, can also be found in the section "Audit Committee" of the Corporation's AIF available on the Corporation's website at **https://corporate.yp.ca** and on SEDAR at **www.sedar.com**. The responsibilities of the Chairman of the Audit Committee are set out in a position description which provides that the Chairman of the Audit Committee presides at meetings of the Audit Committee, ensures the efficiency of the Audit Committee and that the Audit Committee carries out its duties. The Chairman of the Audit Committee also acts as liaison between the Committee and the Board.

The Audit Committee oversees the financial reporting, accounting systems and internal controls of the Corporation. As a measure of overseeing and managing risks, the Audit Committee reviews the risk assessment reports conducted by the internal auditor and external consultants. Once the reports are reviewed by the Audit Committee, the list of deficiencies is communicated to business owners, who then are responsible to correct and implement controls to mitigate any negative effect these deficiencies can have on the Corporation. The Internal Auditor is charged with following up and ensuring timely correction of any such deficiencies identified by the internal audit reports. The Audit Committee has established a whistle-blowing policy, the Policy on Reporting of Concerns, which provides for the confidential and anonymous submission to a third-party service provider of complaints and concerns regarding improper practices or questionable acts which might adversely affect the integrity of the Corporation, including for auditing, accounting or internal control matters ("**Accounting Matters**"). Under these procedures, any complaint or concern submitted regarding Accounting Matters will be communicated to the Chairman of the Audit Committee who will be involved in its resolution. The Audit Committee reviews quarterly reports from the Corporation's Ethics Committee which is responsible for addressing all issues reported through the Policy on Reporting of Concerns, including those not related to Accounting Matters. The Head of Legal Affairs, the Senior Vice-President, Organizational Effectiveness and the Internal Auditor serve on the Ethics Committee of the Corporation.

AD HOC COMMITTEE

The Ad Hoc Committee was created on May 11, 2018 and was responsible for reviewing, considering and making recommendations to the Board with respect to any and all matters related to the streamlining of the Corporation's portfolio of leased office space and such other matters as determined by the Board from time to time.

RISK OVERSIGHT

Over the last few years, Management, the Board and Board committees have been devoting time identifying, managing, reporting and mitigating risk. The table below shows how the Board and its committees and Management manage and monitor risk across the organization:

Board of Directors	Committees	Management
Overall responsibility for risk oversight and strategic business risks	Audit Committee Monitors financial risks, namely through the Financial Risk Policy and the Statement of Investment Policies and Procedures, and with the assistance of the internal auditor through internal audits Human Resources and Compensation Committee Oversees compensation risk, talent management risk and succession risk Corporate Governance and Nominating Committee Oversees governance and supports risk management by establishing policies such as the Code of Ethics	Overall responsibility for strategic business and operational risks

In 2016, Management conducted an enterprise risk assessment that involved a broad, systematic approach to identifying, assessing, reporting and managing the significant risks the Corporation faces in its business and operations. A risk map identifying risk areas was developed. Risk evaluation criteria for the impact and the probability of occurrence were defined in collaboration with risk owners, considering the risk levels appropriate for the Corporation. Finally, an enterprise risk report was prepared to be used as input during strategic planning sessions.

STRATEGIC PLANNING OVERSIGHT

The Board works with Management to develop the Corporation's strategic direction which is currently focused on the near-term turnaround of the Company. Management and the Board discuss the main risks facing the Corporation's business, strategic issues, competitive developments and corporate opportunities. Management presents strategic issues to the Board throughout the year and the President and Chief Executive Officer updates the Board on the execution of the Corporation's initiatives at every regularly-scheduled Board meeting. The Board also raises various issues and topics for discussion as part of the overall process.

APPENDIX A

CHARTER OF THE BOARD OF DIRECTORS (THE “CHARTER”) OF YELLOW PAGES LIMITED (THE “CORPORATION”)

AUTHORITY

The Board of Directors of the Corporation (the “Board”) establishes the overall policies for the Corporation, monitors and evaluates the Corporation’s strategic direction, and retains plenary power for those functions not specifically delegated by it to its Committees or to management. Accordingly, consistent with the duties of Directors pursuant to the CBCA, the mandate of the Board is to supervise, the management of the business and affairs of the Corporation with a view to its best interests, and in determining whether it is doing so, the Board may consider the interests of shareholders and other stakeholders. Management’s role is to conduct the day-to-day operations in a way that will meet this objective.

From time to time, the Board may formally adopt and review mandates for its Committees and may, in addition, delegate certain tasks to its Committees. However, such mandates and delegation of tasks do not relieve the Board of its overall responsibilities.

The Board shall have unrestricted access to the Corporation’s personnel, documents and external auditors and will be provided with the resources necessary to carry out its responsibilities. The Board may engage outside advisors at the expense of the Corporation in order to assist the Board in the performance of its duties and set and pay the compensation for such advisors. Individual Directors may engage outside advisors at the expense of the Corporation to assist them in the performance of their duties with the prior approval of the Chairperson of the Corporate Governance and Nominating Committee of the Board.

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the Directors of the Corporation.

Members of the Board are entitled to rely, absent knowledge to the contrary, on: (i) the integrity of the persons and organizations from whom they receive information; and (ii) the accuracy and completeness of the information provided.

STRUCTURE

1. Directors are elected annually by the shareholders of the Corporation and together with those appointed to fill vacancies or appointed as additional Directors throughout the year, collectively constitute the Board of Directors of the Corporation.
2. The Board is composed of a majority of individuals who qualify as independent Directors (as defined under applicable securities laws). The composition of the Board, including the qualification of its members, shall otherwise comply with the constituting documents of the Corporation as well as other applicable legislation, rules and regulations.
3. The Chairperson of the Board shall be an independent Director (as defined under applicable securities laws) and be appointed by resolution of the Board having considered the recommendation of the Corporate Governance and Nominating Committee, from among the members of the Board to hold office from the time of his/her appointment until the next annual general meeting of shareholders or until his/her successor is so appointed. The Secretary of the Corporation (or his nominee) will act as the Secretary of the Board.
4. The Board shall meet at least once each quarter and may meet more often if required. Meetings of the Board may be convened at the request of any member of the Board. In addition, a special meeting of the Board shall be held, at least annually, to review the Corporation’s strategic plan. All Board meetings can be held by telephone or by any other means which enables all participants to communicate with each other simultaneously.
5. The independent Directors should hold regularly scheduled meetings at which non-independent Directors and members of management are not in attendance.
6. The provisions of the Articles and By-laws of the Corporation that regulate meetings and proceedings shall govern Board meetings.
7. At each regularly scheduled meeting, the Board shall meet privately and in separate in camera sessions with any other internal personnel or outside advisors, as needed or appropriate.
8. The Board may invite from time to time such persons as it may see fit to attend its meeting and to take part in discussion and consideration of the affairs of the Board.
9. The Chairperson shall approve the agenda for the meetings and ensure that supporting materials are properly prepared and circulated to members with sufficient time for study by Board members prior to meetings.
10. The minutes of the Board meetings shall accurately record the significant discussions of and decisions made by the Board and shall be distributed to the Board members, with copies to the Chief Executive Officer of the Corporation (“**CEO**”), the Chief Financial Officer of the Corporation and the external auditors.

RESPONSIBILITIES OF THE BOARD

As part of its stewardship responsibility, the Board provides guidance and direction to management on significant business issues and, either directly or through its Committees, is responsible for performing the following duties and shall take into account the recommendations of its Committees, as applicable.

1. Providing independent effective leadership to supervise the management of the Corporation's business and affairs to grow value responsibly in a profitable and sustainable manner. The Board shall institute procedures to ensure that the Board and the Board Committees function independently of management.
2. Reviewing and approving, at the beginning of each fiscal year, the business plan, capital budget and financial goals of the Corporation, policies and processes generated by management relating to the authorization of major investments and significant allocation of capital, as well as engaging in meaningful review of longer term strategic plans prepared and elaborated by management and, throughout the year, monitoring the achievement of the objectives set and, if advisable, approving any material amendments to, or variances from, these plans.
3. Reviewing, considering and approving, if applicable, recommendations of any special committee of Directors established by the Board.
4. Reviewing and approving all securities continuous disclosure filings such as the Annual Report (including the audited financial statements of the Corporation), Proxy Circular, and Annual Information Form.
5. Ensuring that it is properly informed, on a timely basis, of all important issues (including environmental, cash management and business development issues), emerging trends and other developments involving the Corporation and its business environment.
6. In accordance with the Schedule of Authority of the Corporation, approve all major corporate decisions as well as any transaction out of the ordinary course of business, including proposals on mergers, acquisitions or other major investments or divestitures.
7. Identifying, with management, the principal risks and opportunities related to the Corporation's business as well as ensuring that systems are put in place and evaluated on a regular basis to manage these risks and exploit these opportunities in a timely fashion.
8. Satisfying itself as to the integrity of the CEO and other senior officers and that the CEO and other senior officers create a culture of integrity throughout the Corporation.
9. Reviewing periodically the relationship between management and the Board, particularly in connection with a view to ensuring effective communication and the provision of information to Directors in a timely manner.
10. Receiving reports from the Corporate Governance and Nominating Committee regarding breaches of the Code of Ethics of the Corporation and reviewing investigations and any resolutions of complaints received under the Code of Ethics of the Corporation.
11. Considering what competencies and skills the Board as a whole should possess, assessing what competencies and skills each existing Director possesses and considering the appropriate size of the Board. These specific responsibilities may be delegated by the Board to the Corporate Governance and Nominating Committee.
12. Choosing the CEO and otherwise ensuring proper succession planning, including appointing, training and monitoring of the Chairperson and senior executives.
13. Reviewing, considering and approving, if applicable, recommendations of any of its Committees, including the Human Resources and Compensation Committee's assessment of the performance of the CEO and senior executives.
14. Adopting and reviewing at least annually, including with reference to the guidance set out in National Policy 51-201 – *Disclosure Standards*, the Corporation's overall policy with respect to disclosure and communication, including measures for receiving feedback from the Corporation's stakeholders, and management's compliance with such policy.
15. Monitoring investor relations programs and communications with analysts, the media and the public.
16. Developing the Corporation's approach to corporate governance, including adopting and enforcing good corporate governance principles and practices.
17. Ensuring the integrity of the Corporation's internal controls over financial reporting, management information systems, disclosure controls and procedures and financial disclosure.
18. With the help of the Corporate Governance and Nominating Committee, approving the list of Board nominees for election by shareholders and overseeing the development and implementation of the Director orientation program and continuing education program.
19. Establishing Board Committees and defining their mandates to assist the Board in carrying out its duties and responsibilities.
20. Adopting measures including any of those referred to herein, for receiving feedback from and communicating with shareholders and other stakeholders and providing for appropriate disclosure of the measures as may be required by law or regulation.
21. Reviewing this Charter annually and recommending and implementing changes as appropriate. The Board shall ensure that processes are in place to annually evaluate the performance of the Board, the Committees and individual Directors with a view to the effectiveness, contribution and independence of the Board and its members.
22. Reviewing annually the Charters for each Committee of the Board, together with the position descriptions of each of the Chairperson, the CEO and the chairs of each Board Committee, to ensure the compliance with any applicable rules or regulations and approving any modifications to such items as considered advisable.

COMMUNICATION WITH THE BOARD

Shareholders and other stakeholders may communicate with the Board and individual members by contacting the office of the Secretary as it is otherwise provided on the website of Yellow Pages Limited (**https://corporate.yp.ca**). Such process shall allow any shareholder and other stakeholder to communicate directly by mail, facsimile or e-mail.

The Secretary shall report periodically to the Board or any Committee to which this responsibility is delegated on any valid concerns expressed by shareholders and other stakeholders.

RESPONSIBILITIES OF DIRECTORS

The following constitutes a non-exhaustive list of the personal competencies and values that are expected of each Director of the Corporation and which each Director of the Corporation should demonstrate in the performance of his or her duties.

1. Experience, competencies and background in order to make a significant contribution to the Board and its Committees and a clear understanding of their role and duties as Directors of a publicly held issuer.
2. Act honestly and in good faith and demonstrate high integrity, ethical and fiduciary standards, in particular those set forth in the CBCA and the Code of Ethics of the Corporation.
3. Act independently of management including being willing to take a stand, even if it is contrary to prevailing opinion.
4. Ability to express their point of view in an objective, logical and persuasive manner and to propose new ideas in line with the strategies and objectives of the Corporation.
5. Ability and willingness to work as a team with all Board and Committees members in an effective and productive manner.
6. Provide independent judgment and wise and thoughtful advice on a wide range of issues.
7. Provide sufficient time to devote to the affairs of the Corporation and make all reasonable efforts to attend all Board meetings and any meetings of Committees of which he or she is a member, and where attendance is not possible, make reasonable efforts to inform themselves of significant matters dealt with at such meetings.
8. Prepare thoroughly for each Board and Committee meeting by reviewing the materials provided and request, as appropriate, clarification or additional information in order to fully participate in Board deliberations, make informed business judgments and exercise effective oversight.
9. Understand the Corporation's current corporate governance policies and practices, this Charter, Board policies and the Charters of Committees of the Board on which he or she serves, within a reasonable time of joining the Board.
10. Understand the Corporation's operations and the major trends in the business sector in which the Corporation operates, within a reasonable time of joining the Board and continually expand this knowledge.
11. A high level of financial literacy, including the ability to read financial statements and use financial ratios and other indices to evaluate the Corporation's performance.
12. Maintain agreed upon level of equity investment in the Corporation to ensure proper alignment with its long-term interests.

RESPONSIBILITIES OF THE CHAIRPERSON OF THE BOARD

The Chairperson's responsibilities include the following, in addition to the Chairperson's responsibilities pursuant to applicable legislation and the Corporation's Articles and By-laws as well as those which may be assigned to him/her from time to time by the Board:

1. presiding at meetings of shareholders and of the Board;
2. providing leadership to enhance Board effectiveness and focus and ensuring that the Board's agenda will enable it to successfully carry out its duties;
3. acting as liaison between the Board and management;
4. assisting in representing the Corporation to external groups; and
5. acting as liaison between the Board and its Committees.

In addition, the Chair of the Board is an ex officio member of all Committees of the Board.

RESPONSIBILITIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

The CEO's responsibilities include the following, in addition to the CEO's responsibilities pursuant to the Corporation's Articles and By-laws as well as those which may be assigned to him/her from time to time by the Board:

1. Provide leadership in setting the vision and developing the strategic plan of the Corporation in conjunction with the Board and subject to the Board's approval;
2. Ensure the implementation of the objectives and strategic plan adopted by the Board and report to the Board in a timely manner on deviations from the strategic plan or any parameters established by the Board;
3. Lead the transformation of Yellow Pages Digital & Media Solutions Limited ("**YP**") into an industry-leading, digitally-focused media and marketing solutions organization;
4. Provide operational leadership and vision in the management of YP's operations with a view of improving the Corporation's financial performance, related share price appreciation and long-term shareholder value;
5. Run an effective and efficient organization, addressing emerging issues that impact the future direction of YP and preparing YP to meet the challenges presented by new trends and development in the market;
6. Manage and motivate the Corporation's executives to achieve the strategic priorities established by the Board;
7. Oversee the quality and integrity of the management of the Corporation and "set the tone" for management to foster ethical and responsible decision making as well as appropriate management and best-in-class corporate governance practices;
8. Evaluate performance of executives for compliance with established policies and the Corporation's objectives and evaluate their contributions in attaining objectives;
9. Communicate effectively the Corporation's vision, values, strategy and business plan to internal and external stakeholders; and
10. Ensure that sufficient information is provided to the Board to enable the Directors to form appropriate judgments.

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