



# Canadian Tire Corporation

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
AND MANAGEMENT INFORMATION CIRCULAR

ANNUAL MEETING  
MAY 14, 2026



# LETTER TO SHAREHOLDERS

Dear Shareholders,

On behalf of the board of directors and management of Canadian Tire Corporation, Limited, we are pleased to invite you to attend CTC's Annual Meeting of Shareholders, which will be held in person on Thursday, May 14, 2026 at 10:00 a.m. (Eastern time) at Royal Bank Plaza, North Tower, 200 Bay Street, Suite 1600, Toronto, Ontario. You can also watch the meeting via live webcast or listen to the meeting via teleconference. See [ctcagm.com](https://ctcagm.com) for further details.

This Management Information Circular provides important information about the meeting and the business to be conducted, how to vote your shares, the director nominees, CTC's auditors, our approach to corporate governance, reports from the standing committees of the Board, and director and executive compensation.

We encourage you to read this Circular together with our 2025 Report to Shareholders, where we share our perspectives on the past year's performance and our outlook for the future. It captures a year in which CTC achieved twin tasks: performing while transforming the Company. We also encourage you to review our upcoming ESG Report. Copies of both reports are available at [ctcagm.com](https://ctcagm.com).

Despite significant geopolitical volatility, Canadian consumers remained admirably resilient in 2025, leaning into patriotic purchasing and value. They turned to CTC in greater numbers, became more engaged in Triangle Rewards, and consistently named Canadian Tire their most trusted retailer. We gained market share, grew retail sales, delivered strong growth in earnings and return on invested capital, and increased the dividend for our 16<sup>th</sup> consecutive year.

In parallel with this strong performance, CTC launched *True North*, a transformative growth strategy which prepares CTC for a new era of retail, refocusing CTC's core assets to construct a robust retail system. The strategy is being delivered by a newly designed senior leadership team and organizational structure, supporting CTC's transition from a holding company structure to a more integrated operating model.

*True North* is anchored on four strategic cornerstones:

- Retail Forward – Elevating the retail experience to meet evolving customer expectations through investments in omnichannel network expansion and new data analytics.
- Triangle Powered, Every Day – Leveraging and expanding the Triangle Rewards loyalty program, including through loyalty partnerships.
- Customer Insights in Action – Using privileged first-party data, enabled by technology, analytics and AI, for enhanced customer insights.
- One Team, Agile and Scaled – Building an enterprise culture of speed, collaboration, and adaptability.

While the first year of any organizational transformation always comes with risks, the resiliency and agility of the team enabled us to deliver strong 2025 results while also making good progress against the strategic initiatives underlying the four cornerstones. This included the decision to steward and bring new life to an asset that matters to Canadians – the Hudson's Bay Stripes.

Board insight and oversight have also been critical in guiding the transformation, ensuring that the right operating model with the right talent in the right roles was in place and that management is appropriately incentivized to successfully execute the strategy. A letter from the Management Resources and Compensation Committee included in the Circular outlines this in more detail.



**J. MICHAEL OWENS**  
*Chairman of the Board*



**GREG HICKS**  
*President and Chief Executive Officer*

Finally, strong governance remains a cornerstone of our success. Our Board brings a diverse mix of skills and experience to guide CTC through the challenges and opportunities of near-term performance and longer-term transformation. With that in mind, we are pleased to welcome, with the approval of the shareholders, Colleen Johnston, a corporate director and former Chief Financial Officer of TD Bank, and Glenn Butt, a Canadian Tire Associate Dealer and former executive of CTC. These new additions enhance the skills, experience and diversity of our Board. We thank Eric Anderson and Sylvain Leroux for their dedicated service to the Board and the Company.

The vision of our *True North* strategy has three simple concepts: stronger connections with customers; higher retail performance; and leading shareholder value above our historic norms. We are proud of CTC's achievements on all fronts, and recognize that further progress lies ahead.

We hope you will join us at the Annual General Meeting to hear more. If you are unable to attend the meeting, we encourage you to vote in advance, using the proxy or voting instruction form provided. Your vote is important.

Thank you for your continued trust and support.



**J. Michael Owens**  
Chairman of the Board



**Greg Hicks**  
President and Chief Executive Officer



# NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

You are invited to the Annual Meeting of Shareholders (the *Meeting*) of Canadian Tire Corporation, Limited (CTC). Please refer to the accompanying Management Information Circular for further information on the Meeting and the matters discussed below.



## Date and Location

Thursday, May 14, 2026 at 10:00 a.m. (Eastern time)

Royal Bank Plaza, North Tower  
200 Bay Street, Suite 1600  
Toronto, Ontario

Shareholders and guests will also be able to watch a live webcast of the Meeting or listen to the Meeting via teleconference. **As the Meeting will be held in person, those participating via live webcast or teleconference will not be able to vote at the Meeting.** See [ctcagm.com](http://ctcagm.com) for further details.



## Who Can Vote

You have the right to vote at our Meeting if you are a CTC shareholder as of the close of business on March 19, 2026. You have different voting rights depending on whether you own Common Shares or Class A Non-Voting Shares of CTC.

See *Who Can Vote* on page 4 of the Circular.



## How to Vote

You can vote in advance of the Meeting by proxy, or you can vote at the Meeting in person. You can also appoint another person to vote at the Meeting on your behalf.

See *How to Vote* on page 5 of the Circular.



## Questions

Shareholders may ask questions during the Meeting or via the live webcast, or submit questions in advance of the Meeting to [ctcagm@cantire.com](mailto:ctcagm@cantire.com).



## Notice and Access

CTC has adopted notice and access for the delivery of proxy materials. This method enables a more concise package of materials to be mailed to shareholders, including a notification regarding the availability of proxy materials and a voting document (proxy form or voting instruction form).



## Business of the Meeting

We will address the following items at the Meeting:

- 1 Receiving CTC's Annual Consolidated Financial Statements for the fiscal year ended January 3, 2026, including the external auditor's report (see page 1 of the Circular);
- 2 Electing directors (see page 1 of the Circular);
- 3 Appointing CTC's external auditor and authorizing the Board to set the external auditor's compensation (see page 1 of the Circular);
- 4 Voting on an advisory resolution on CTC's approach to executive compensation (see page 2 of the Circular); and
- 5 Transacting such other business as may properly come before the Meeting or any adjournment thereof.

See *Business of the Meeting* on page 1 of the Circular for further details.

The Board recommends that you vote **FOR** the election of each of the proposed directors, **FOR** the re-appointment of the external auditor, and **FOR** the advisory resolution on CTC's approach to executive compensation.

Please visit [ctcagm.com](http://ctcagm.com) for further information and updates on the Meeting.

By order of the Board of Directors,

**Eleni Damianakis**

Vice-President, Associate General Counsel and  
Corporate Secretary

Dated at Toronto, Ontario  
March 12, 2026



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## About this Document

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In this Management Information Circular, which includes the accompanying Letter to Shareholders and Notice of Meeting (the *Circular*), *we, us, our, CTC* and the *Company* refer to Canadian Tire Corporation, Limited and all entities controlled by it, including CT Real Estate Investment Trust (*CT REIT*) and Canadian Tire Bank (*CTB*), unless the context otherwise requires. *You* and *your* refer to CTC shareholders. *Dealers* refers to Canadian Tire Associate Dealers. All information is provided as of March 12, 2026, and all references to "\$" are to Canadian dollars, unless otherwise indicated.

This Circular contains references to our 2025 Report to Shareholders, containing our annual Consolidated Financial Statements for the fiscal year ended January 3, 2026, including the external auditor's report (the *2025 Financial Statements*), and accompanying Management's Discussion and Analysis for the fourth quarter and fiscal year ended January 3, 2026 (the *2025 MD&A*). This Circular also contains references to the Company's Annual Information Form for the fiscal year ended January 3, 2026 (the *2025 AIF*). These documents are available on the System for Electronic Document Analysis and Retrieval + (*SEDAR+*) at [sedarplus.ca](https://www.sedarplus.ca) and under the Financial Reporting section of the Company's Investor Relations website at [investors.canadiantire.ca](https://investors.canadiantire.ca).

Information contained in or otherwise accessible through the websites referenced in this Circular does not form part of this Circular and is not incorporated by reference into this Circular unless expressly stated otherwise. All references to such websites are inactive textual references and for information only.

This Circular contains trade names, trademarks and service marks of CTC and other organizations, all of which are the property of their respective owners. Solely for convenience, the trade names, trademarks and service marks referred to herein appear without the ® or ™ symbol.

## Forward-Looking Information

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This Circular contains information that may constitute forward-looking information within the meaning of applicable securities laws. This information reflects management's current expectations regarding future events and the Company's *True North* strategy. All statements other than statements of historical facts contained in this Circular may constitute forward-looking information. Readers are cautioned that such information may not be appropriate for other purposes. Often, but not always, forward-looking information can be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "believe", "estimate", "plan", "can", "could", "should", "would", "outlook", "target", "forecast", "anticipate", "aspire", "foresee", "continue", "ongoing" or the negative of these terms or variations of them or similar terminology. Although the Company believes that the forward-looking information in this Circular is based on information, assumptions and beliefs that are current, reasonable, and complete, such information is necessarily subject to a number of business, economic, competitive and other risk factors that could cause actual results to differ materially from management's expectations and plans as set forth in such forward-looking information. For information on the material risks, uncertainties, factors and assumptions that could cause the Company's actual results to differ materially from the forward-looking information, refer to Section 16.0 in the 2025 MD&A. The forward-looking information contained herein is based on information, estimates and assumptions as of the date hereof. The Company does not undertake to update any forward-looking information, whether written or oral, except as is required by applicable laws.



# BUSINESS OF THE MEETING

We will address the following items at the Meeting.

## Receiving the Financial Statements

Financial information about the Company is provided in the 2025 Financial Statements and 2025 MD&A for the most recently completed fiscal year. Our 2025 Report to Shareholders, which contains the 2025 Financial Statements and the 2025 MD&A, has been sent to shareholders who requested these materials.

## Electing Directors

The Board of Directors (the *Board*) has determined that 16 directors will be elected at the Meeting. In accordance with the articles of the Company, if you are a holder of Common Shares, you can vote on the election of 13 directors. If you are a holder of Class A Non-Voting Shares, you can vote on the election of three directors. For information on the voting rights of the Company's shareholders, see *About our Share Structure* on page 24.

The following 16 individuals have been proposed by the Board as director nominees for election at the Meeting. The elected directors will serve until the earlier of the next Annual Meeting of Shareholders or when their successors are elected or appointed. For information on the nominees, see *About the Director Nominees* on page 9 and for information on the Board's renewal process, see *Board Renewal* on page 25.

Director Nominees for Election By Holders of Common Shares			Director Nominees for Election By Holders of Class A Non-Voting Shares
Martha Billes	Steve Frazier	J. Michael Owens	Norman Jaskolka
Owen Billes	Greg Hicks	Christine Rupp	Nadir Patel
Glenn Butt	Colleen Johnston	Sowmyanarayan Sampath	Cynthia Trudell
Lyne Castonguay	Donald Murray	Justin Young	
Cathryn Cranston			

All of the director nominees are current directors of CTC and were elected to the Board at our Annual Meeting of Shareholders held on May 8, 2025, except Glenn Butt and Colleen Johnston, who are new nominees proposed for election by the holders of Common Shares at the Meeting. Eric Anderson and Sylvain Leroux are not standing for re-election.



The Board recommends that you vote **FOR** the election of the director nominees.

We do not expect that any of the nominees will be unable to serve as a director. If, however, CTC becomes aware before the Meeting that a nominee is unable to serve, then Mr. Owens, Mr. Hicks or Ms. Trudell (the *Company Proxyholders*) will vote to elect a substitute nominee at their discretion.

## Appointing the External Auditor

If you are a holder of Common Shares, you can vote on the appointment of the external auditor and authorizing the Board to set the external auditor's compensation.

Deloitte LLP is the Company's external auditor. The Board, on the recommendation of the Audit Committee, proposes that Deloitte LLP be re-appointed until the next Annual Meeting of Shareholders and that the Board

be authorized to set the external auditor's compensation. The Audit Committee conducts an annual review of the external auditor and evaluates the qualifications, independence and performance of the external auditor.

At the 2025 Annual Meeting of Shareholders, holders of Common Shares voted as follows with respect to the re-appointment of Deloitte LLP as the external auditor: 2,536,672 votes for (99.9%) and 547 votes withheld (0.1%).



The Board recommends that you vote **FOR** the re-appointment of CTC's current external auditor, Deloitte LLP, and authorizing the Board to set the external auditor's compensation.

The following table sets forth the aggregate fees billed for professional services rendered by Deloitte LLP to the Company and its subsidiaries for the fiscal years ended January 3, 2026 and December 28, 2024:

Auditor's Fees <sup>(1)</sup>	Fiscal Years Ended	
	January 3, 2026 (\$)	December 28, 2024 (\$)
Audit Fees <sup>(2)</sup>	5,777,000	5,571,000
Audit-Related Fees <sup>(3)</sup>	2,054,000	1,573,000
Tax Fees <sup>(4)</sup>	1,530,000	5,000
All Other Fees <sup>(5)</sup>	1,102,000	333,000
<b>Total</b>	<b>10,463,000</b>	<b>7,482,000</b>

#### Notes

- (1) Fees reported in each fiscal year represent fees billed or accrued for services provided during the applicable fiscal year.
- (2) Audit Fees are the aggregate fees for audit services, including translation fees.
- (3) Audit-Related Fees are the aggregate fees for assurance and related services that were reasonably related to the performance of audit or review procedures and were not reported under Audit Fees in the table above. These services related primarily to matters associated with the divestiture of Helly Hansen (2025 – \$1,400,000), statutory audits of components not being relied on for the consolidated audit (2024 – \$859,000), accounting advisory, due diligence and limited assurance provided over specific climate-related metrics.
- (4) Tax Fees include the aggregate fees for professional services related to transfer pricing, tax compliance, tax advice and tax planning.
- (5) All Other Fees are aggregate fees for services, other than the services reported under Audit Fees, Audit-Related Fees and Tax Fees in the table above. These services related to various consulting projects.

## Executive Compensation Advisory Resolution

The Board and the Management Resources and Compensation Committee (the *MRC Committee*) are committed to a compensation philosophy and programs that support CTC's business needs, long-term strategy, Core Values, and pursuit and retention of highly skilled talent. CTC's approach to compensation is described under *Executive Compensation* beginning on page 49.

Starting with the Meeting this year, the Board, on the recommendation of the Governance Committee as part of its ongoing review of the Company's corporate governance practices, is providing shareholders with the opportunity to cast an advisory vote on the Company's approach to executive compensation, commonly referred to as a "Say on Pay".

Holders of Common Shares and holders of Class A Non-Voting Shares will be able to vote together on the following advisory resolution (the *Executive Compensation Advisory Resolution*):

*Resolved, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the holders of Common Shares and holders of Class A Non-Voting Shares accept the approach to executive compensation disclosed in the Company's Management Information Circular delivered in advance of the 2026 Annual Meeting of Shareholders.*



As this is an advisory resolution, the results will not be binding on the Board. However, the Board will take the results of the vote into account when considering future compensation plans, programs and decisions, and in assessing plans for shareholder engagement.



The Board recommends that you vote **FOR** the Executive Compensation Advisory Resolution.

## Considering Other Business

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We will consider any other business that may properly come before the Meeting. As of the date of this Circular, we are not aware of any amendment or variation to any of the items above or any other business to be considered at the Meeting. If there are amendments or variations to any item of business or any new matters that are properly brought before the Meeting, you or your proxyholder can vote your shares on these items as you or your proxyholder see fit.

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# VOTING INFORMATION

## Who Can Vote

Each share you own on the close of business on March 19, 2026 entitles you to one vote on the matters that you are entitled to vote on at the Meeting. The items you can vote on depend on whether you own Common Shares or Class A Non-Voting Shares. For information on the voting rights of the Company's shareholders, see *About our Share Structure* on page 24.

### COMMON SHARES

If you are a holder of Common Shares, you can vote on the following items at the Meeting:

- electing 13 of the 16 directors;
- appointing the external auditor and authorizing the Board to set the external auditor's compensation;
- the Executive Compensation Advisory Resolution; and
- transacting such other business as may properly come before the Meeting or any adjournment thereof.

As of the date of the Circular, CTC had 3,423,366 Common Shares issued and outstanding. The directors and officers of the Company are not aware of any person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the total outstanding Common Shares, other than those listed below:

Name	Number of Common Shares Beneficially Owned, Controlled or Directed	Percentage of Outstanding Common Shares
Martha Billes <sup>(1)</sup>	1,400,767	40.9%
Owen Billes <sup>(2)</sup>	700,383	20.5%
C.T.C. Dealer Holdings Limited ( <i>Dealer Holdings</i> ) <sup>(3)</sup>	703,784	20.6%
CTC's Deferred Profit Sharing Plan (the <i>DPSP</i> ) <sup>(4)</sup>	419,280	12.2%

#### Notes

- (1) Tire 'N' Me Pty. Ltd. (*Tire 'N' Me*) owns 1,400,767 Common Shares. Ms. Billes controls Tire 'N' Me and, with the exception of a small number of non-voting common shares of Tire 'N' Me owned by Mr. Billes, is the beneficial owner of all of the issued shares of Tire 'N' Me. The Common Shares owned by Tire 'N' Me are included in the shareholdings of Ms. Billes as shown in her director profile on page 10.
- (2) Albikin Management Inc. (*Albikin*) owns 700,383 Common Shares of CTC and 741,176 Class A Non-Voting Shares of CTC. Mr. Billes is the beneficial owner of all of the common shares of Albikin. Ms. Billes owns all of the other shares of, and controls, Albikin. Albikin, with the agreement of Ms. Billes and Mr. Billes, has granted to Mr. Billes, effective as of March 12, 2021, a continuing proxy and irrevocable power of attorney to vote the Common Shares and Class A Non-Voting Shares of CTC owned by Albikin. The Common Shares and Class A Non-Voting Shares of CTC owned by Albikin are included in the shareholdings of Mr. Billes as shown in his director profile on page 10.
- (3) Dealer Holdings also owns 212,900 Class A Non-Voting Shares of CTC.
- (4) Sun Life Assurance Company of Canada (*Sun Life*) is the beneficial owner of the 419,280 Common Shares of CTC and 195,431 Class A Non-Voting Shares of CTC held in relation to the DPSP. Sun Life has issued a group annuity policy to Sun Life Financial Trust Inc., the trustee of the DPSP (the *Trustee*), which provides benefits to the Trustee and, indirectly, to the participants in the DPSP, that are substantially the same as those to which they would have been entitled had the shares been held directly by the Trustee. For additional information on the DPSP, see *CT Profit Sharing* on page 71.



## CLASS A NON-VOTING SHARES

If you are a holder of Class A Non-Voting Shares, you can vote on the following items at the Meeting:

- electing three of the 16 directors; and
- the Executive Compensation Advisory Resolution.

The Common Shares and Class A Non-Voting Shares are each generally voted separately as a class. For any matter on which the holders of Common Shares and the holders of Class A Non-Voting Shares vote together (rather than as separate classes), which at the Meeting includes the Executive Compensation Advisory Resolution, then, based on the number of Common Shares and Class A Non-Voting Shares outstanding as of the date of the Circular, the Class A Non-Voting Shares would represent 94% of the aggregate voting rights attached to the Common Shares and Class A Non-Voting Shares.

As of the date of the Circular, CTC had 49,284,929 Class A Non-Voting Shares issued and outstanding. The directors and officers of the Company are not aware of any person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding Class A Non-Voting Shares.

## Notice and Access

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As permitted by the Canadian Securities Administrators, CTC has utilized notice and access for the delivery of proxy materials to Registered Shareholders and Beneficial Shareholders (defined below) in connection with the Meeting. Notice and access enables a more concise package of materials to be mailed to shareholders, including a notification instructing shareholders on how to access the Circular online and containing information on how to request a paper copy of the Circular (the *N&A notification*), together with a voting document (proxy form or voting instruction form) (collectively, the *N&A package*). This method of delivery is more environmentally friendly and reduces the costs associated with printing and mailing.

## How to Vote

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**You can vote in advance of the Meeting by proxy or you can vote at the Meeting in person. If voting by proxy, you can appoint the Company Proxyholders or another person as a proxyholder to vote in person at the Meeting on your behalf. As the Meeting will be held in person, those participating via the live webcast or teleconference will not be able to vote at the Meeting.**

The manner in which you can vote your shares depends on whether:

- your shares are held in your name (*Registered Shareholder*); or
- your shares are held in the name of an intermediary, such as a bank, trust company or securities broker (*Beneficial Shareholder*).

Please read the following voting information carefully. For Beneficial Shareholders, this information is specific to the voting processes of Broadridge Financial Solutions, Inc. (*Broadridge*), the intermediary for the majority of Beneficial Shareholders. Beneficial Shareholders with an intermediary other than Broadridge should refer to the voting instruction form sent by their intermediary. Shareholders and proxyholders attending the Meeting should, upon arrival at the Meeting, present themselves to a representative of CTC's transfer agent, Computershare Trust Company of Canada (*Computershare*).

	Registered Shareholders	Beneficial Shareholders
<b>Delivery of proxy materials</b>	We have sent you a proxy form together with the N&A notification.	Your intermediary has sent you a voting instruction form together with either the N&A notification or the Circular, depending on your instructions.
<b>Voting in person at the Meeting</b>	You may attend and vote at the Meeting in person without taking any further steps. You do not need to complete the proxy form.	You will need to complete the voting instruction form and appoint yourself as proxyholder. Do not fill in your votes on the voting instruction form, otherwise you will be unable to change those votes at the Meeting. See <i>Appointing an alternative proxyholder</i> .
<b>Voting online in advance of the Meeting</b>	You can vote your shares by visiting <b>investorvote.com</b> . You will need to enter the 15-digit control number on the front of your proxy form and follow the instructions provided.	You can vote your shares by visiting <b>proxyvote.com</b> . You will need to enter the 16-digit control number on the front of your voting instruction form and follow the instructions provided.
<b>Voting by mail in advance of the Meeting</b>	You can vote your shares by completing the proxy form and returning it by mail to Computershare.	You can vote your shares by completing the voting instruction form and returning it by mail in accordance with the instructions contained in the form.
<b>Voting by telephone in advance of the Meeting</b>	You can vote your shares by calling 1-866-732-8683 (toll-free in North America). You will need to enter the 15-digit control number on the front of your proxy form and follow the instructions provided.	You can vote your shares by calling 1-800-474-7493 (English) or 1-800-474-7501 (French) (toll free in Canada). You will need to enter the 16-digit control number on the front of your voting instruction form and follow the instructions provided.
<b>Appointing the Company Proxyholders</b>	Submitting the proxy form or voting instruction form gives authority to the Company Proxyholders, each of whom is a director of the Company, to vote your shares at the Meeting, unless you give such authority to someone else.	
<b>Appointing an alternative proxyholder</b>	<p><b>You may appoint someone other than the Company Proxyholders to attend the Meeting in person and vote your shares by writing the name of this person, who need not be a CTC shareholder, in the blank space provided on the proxy form or voting instruction form, as applicable.</b></p> <p>Your alternative proxyholder must attend the Meeting in person for your vote to be counted.</p>	
<b>How your proxyholder will vote</b>	The persons named on your proxy form or voting instruction form, including the Company Proxyholders, must vote your shares in accordance with your voting instructions, unless you let your proxyholder decide how to vote your shares. Proxies that grant the Company Proxyholders the authority to vote your shares without indicating any voting instructions will vote <b>FOR</b> the election of the director nominees named in this Circular, the re-appointment of Deloitte LLP as the external auditor, and the Executive Compensation Advisory Resolution, as applicable.	
<b>Deadline for voting or appointing proxyholders in advance of the Meeting</b>	Computershare must receive your instructions no later than 5:00 p.m. (Eastern time) on Tuesday, May 12, 2026 (the <i>Proxy Deadline</i> ), or if the Meeting is postponed or adjourned, no later than 48 hours (not including Saturdays, Sundays or holidays in Ontario) before the postponed or adjourned Meeting.	Your intermediary must receive your instructions in sufficient time to act on them, generally, no later than one day prior to the Proxy Deadline, or if the Meeting is postponed or adjourned, no later than 72 hours (not including Saturdays, Sundays or holidays in Ontario) before the postponed or adjourned Meeting.
<b>Changing your vote and revoking your proxy</b>	If you have voted by proxy and change your mind about how you voted before the Meeting, you will need to send amended instructions to Computershare by the Proxy Deadline, via mail, online or by telephone, or you may revoke your proxy by attending in person and voting at the Meeting or in any other manner permitted by law.	<p>If you have returned your voting instruction form and change your mind about how you voted before the Meeting, or you decide to vote in person at the Meeting, contact your intermediary to find out what to do.</p> <p>If your intermediary gives you the option of using the internet to provide your voting instructions, you can also change your instructions online, as long as your intermediary receives the new instructions in sufficient time to act on them before the Proxy Deadline. Contact your intermediary to confirm the deadline.</p>

## PROXY DEADLINE AND ADMISSIBILITY OF PROXIES

The chair of the Meeting may, but need not, at their discretion, make determinations as to the acceptability of proxies deposited for use at the Meeting and extend or waive the Proxy Deadline without notice.

## AMENDMENTS OR OTHER BUSINESS

Proxyholders, including the Company Proxyholders, will have discretionary authority to vote on any amendments or variations to the matters identified in the Notice of Annual Meeting of Shareholders and any new matters which may properly come before the Meeting. As of the date of this Circular, management of CTC knows of no such amendment, variation or other matter expected to come before the Meeting. If any other matter properly comes before the Meeting (including in the event the Meeting is reconvened if it is adjourned), the proxyholders, including the Company Proxyholders, will vote on such matter in accordance with their best judgment, in each instance, to the full extent permitted by law, whether or not the amendment, variation or other matter that comes before the Meeting is routine or contested.

## SUBMITTING QUESTIONS

As the Meeting will be held in person, only those shareholders or their duly appointed proxyholders who are present in person may ask questions in connection with the formal business of the Meeting. Questions on any motion will be addressed once that motion has been introduced. Questions that do not relate to the formal business of the Meeting will be addressed after the formal business has been completed.

Once the formal business has been completed, shareholders attending the Meeting in person or watching the live webcast will be provided the opportunity to ask questions. Shareholders may also submit questions in advance of the Meeting via email to [ctcagm@cantire.com](mailto:ctcagm@cantire.com). Questions submitted via email must be received no later than 5:00 p.m. (Eastern time) on Wednesday, May 13, 2026, to be considered at the Meeting. Shareholders that choose to watch the Meeting through the live webcast can submit questions by following the on-screen instructions. To ensure such questions are received in time, please submit any questions as early as possible during the Meeting. Questions that are: irrelevant to the business and affairs of CTC; related to material non-public information of CTC; related to personal grievances or in furtherance of personal interests; derogatory or otherwise in bad taste; repetitive of those made by another shareholder or duly appointed proxyholder; or out of order or not otherwise appropriate, will not be accepted, all as determined by the chair of the Meeting. It is possible that time constraints will render us unable to respond to all questions during the Meeting. We will endeavour to respond to unanswered questions following the Meeting.

## Solicitation of Proxies and Delivery of Materials

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**Your proxy is being solicited by the management of CTC and the associated costs are being borne by CTC.**

The solicitation is being made primarily by mail but may also be made by telephone by a CTC director, officer or employee, or by Kingsdale Advisors (*Kingsdale*), our proxy solicitation agent. We have retained Kingsdale at an estimated cost of \$60,000 for proxy solicitation services and will reimburse them for any related expenses.

CTC may utilize the Broadridge QuickVote service by having Kingsdale contact Beneficial Shareholders whose intermediary is Broadridge to assist them with voting their shares directly over the telephone.

In the case of Beneficial Shareholders, the N&A package will be sent by CTC to the intermediaries of Beneficial Shareholders and not directly to Beneficial Shareholders. CTC intends to pay for intermediaries to deliver the N&A package to any objecting Beneficial Shareholders.

## Shareholder Contacts

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### PROXY SOLICITATION AGENT

CTC's proxy solicitation agent, Kingsdale, can assist with questions about voting, completing the proxy form or voting instruction form, or the Meeting in general. You can contact Kingsdale through the following methods:



#### By Telephone

Canada and the United States:  
1-800-294-7358  
All other countries:  
1-437-561-5035



#### By Email

[contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com)

### TRANSFER AGENT

CTC's transfer agent, Computershare, counts and tabulates the votes. For general shareholder enquiries, you can contact the transfer agent through the following methods:



#### By Mail

Computershare  
320 Bay Street, 14<sup>th</sup> Floor  
Toronto, Ontario M5H 4A6  
Canada



#### By Telephone

Canada and the United States:  
1-877-982-8768  
All other countries:  
1-514-982-7122



#### By Email

[service@computershare.com](mailto:service@computershare.com)





# ABOUT THE DIRECTOR NOMINEES

## DIRECTOR NOMINEE PROFILES

The profiles that follow provide a summary of each director nominee’s background and experience, top skills and other relevant information. The profiles also include each nominee’s election results from last year’s Annual Meeting of Shareholders, as well as their attendance at meetings of the Board and its Audit Committee, MRC Committee, Governance Committee and Brand and Corporate Responsibility Committee (the *BCR Committee*) (each a *Committee* and collectively, the *Committees*) held during 2025, as applicable.

## SECURITIES HELD

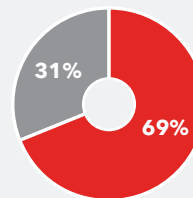
Each director nominee’s ownership of CTC securities is provided as of December 31, 2025 (and, except as otherwise noted, as of the date of this Circular), and includes the Common Shares and Class A Non-Voting Shares that each nominee beneficially owns, controls or directs, as well as deferred share units (*DSUs*) acquired under the Company’s Deferred Share Unit Plan for Directors (*DSU Plan for Directors*), as applicable. The market value of the nominees’ securities is calculated as of December 31, 2025, based on the closing price of the Common Shares (\$220.00) and Class A Non-Voting Shares (\$173.94) on the TSX on that date. The market value of DSUs is based on the foregoing closing price of the Class A Non-Voting Shares.

Information is also provided on the market value of each director nominee’s CTC securities as a percentage of the amount required to be invested in the Company’s securities pursuant to the Company’s share ownership guidelines (the *SOGs*). Under the *SOGs*, each director, other than the President and CEO of the Company (the *CEO*), is required to accumulate three times the annual director retainer (for 2025, \$675,000), or, in the case of the Chairman of the Board, two times the annual Chairman of the Board retainer (for 2025, \$1,000,000), in Common Shares, Class A Non-Voting Shares and/or DSUs by their fifth anniversary on the Board, or, in the case of the Chairman of the Board, by their fifth anniversary in the role, based on the greater of the acquisition cost and market value of such securities. All of the nominees have either met the *SOG* amount or have time remaining to do so. U.S. directors are required to meet the *SOG* amount in U.S. dollars. For additional information, see *Director Share Ownership Guidelines* on page 46.

### Director Snapshot

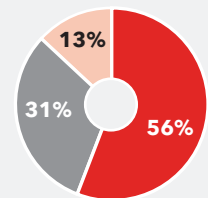
Below is a snapshot of the independence, tenure, diversity, age and geographic mix of the 16 director nominees:

#### Independence



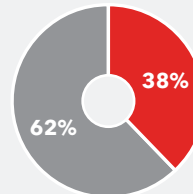
- Independent
- Non-Independent

#### Tenure



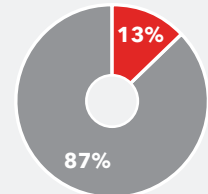
- ≤ 5 years
- 6 - 10 years
- > 10 years

#### Gender Diversity



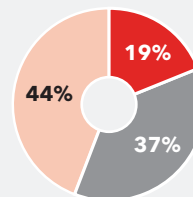
- Women
- Men

#### Racial Diversity



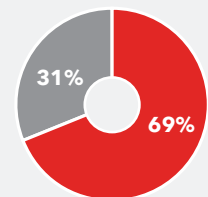
- Visible Minorities

#### Age



- ≤ 55
- 56-65
- > 65

#### Geographic Mix



- Canada
- United States

## MARTHA BILLES

Calgary, Alberta, Canada

- Common Share Nominee
- Independent
- Director since: 1980



**2025 Election:** For: 2,531,777 (99.8%) | Withheld: 4,824 (0.2%)

Ms. Billes is President and a director of Tire 'N' Me Pty. Ltd., an investment holding company. She is the daughter of the Company's co-founder, A.J. Billes, and, together with her son, Owen Billes, beneficially owns and controls a majority of the Common Shares of CTC. Ms. Billes is also the founder and Chairman Emeritus of Canadian Tire Jumpstart Charities and a director and officer of Albikin Management Inc., an investment holding company. She has served on numerous public, private and not-for-profit boards, including CTB, Sunnybrook Medical Centre Foundation, Calgary Women's Emergency Shelter Endowment Fund Trust and the Toronto organizing committee for the 2015 Pan American and Parapan American Games. Ms. Billes is the former Chancellor of the University of Guelph and Honorary Consul Emeritus for the Republic of Chile, Southern Alberta Region, and holds an Honorary Doctor of Laws from the University of Guelph and an Honorary Doctor of Commerce from Toronto Metropolitan University (formerly Ryerson University). Ms. Billes is an Officer of the Order of Canada, appointed for her achievements in business and for her philanthropy, most notably through the creation of Canadian Tire Jumpstart Charities, and a recipient of the Order of Sport, Canada's highest sporting honour.

## OWEN BILLES

St. Catharines, Ontario, Canada

- Common Share Nominee
- Not Independent (Dealer)
- Director since: 2004



**2025 Election:** For: 2,534,334 (99.9%) | Withheld: 2,267 (0.1%)

Mr. Billes is President of Sandy McTyre Retail Ltd., which operates a Canadian Tire store in Welland, Ontario, and has been a Dealer since 2008. He is the son of Martha Billes and grandson of the Company's co-founder, A.J. Billes. Mr. Billes is also the President of Albikin Management Inc., an investment holding company. He joined CTC in 1992 as Changeover Consultant, Dealer Changeover, and subsequently worked in various other divisions of the Company, including the Operations Planning Centre, Dealer Operations, Logistics, Automotive Marketing, New Business Development and Petroleum. Mr. Billes also worked in Customer Service Strategic Development at the Company's Financial Services division. He is a director and past Chairman of Canadian Tire Jumpstart Charities and has served on the boards of CTB and Niagara College.

### Top Skills

Retail Industry | Franchise Management | ESG | Corporate Governance

### 2025 Board/Committee Meeting Attendance

Board of Directors	9 of 9
Audit Committee (invitee)	4 of 4
MRC Committee (invitee)	6 of 6
Governance Committee	5 of 5
BCR Committee (invitee)	3 of 3

### Public Board Memberships During Last Five Years

Canadian Tire Corporation, Limited	1980-Present
------------------------------------	--------------

### Securities Held (December 31, 2025)

Common Shares	1,400,767
Class A Non-Voting Shares	5,706
Deferred Share Units	–
<b>Total Securities</b>	<b>1,406,473</b>

### Share Ownership Guidelines: \$675,000 (December 31, 2025)

The value of the Common Shares and Class A Non-Voting Shares held by Ms. Billes exceeds the value required by the SOGs.

### Top Skills

Retail Industry | Franchise Management | ESG

### 2025 Board/Committee Meeting Attendance

Board of Directors	9 of 9
Audit Committee (invitee)	4 of 4
MRC Committee (invitee)	6 of 6
Governance Committee (invitee)	5 of 5
BCR Committee	3 of 3

### Public Board Memberships During Last Five Years

Canadian Tire Corporation, Limited	2004-Present
------------------------------------	--------------

### Securities Held (December 31, 2025)

Common Shares	700,383
Class A Non-Voting Shares	754,765
Deferred Share Units	–
<b>Total Securities</b>	<b>1,455,148</b>

### Share Ownership Guidelines: \$675,000 (December 31, 2025)

The value of the Common Shares and Class A Non-Voting Shares held by Mr. Billes exceeds the value required by the SOGs.

## GLENN BUTT

Brandon, Manitoba, Canada

- Common Share Nominee
- Not Independent (Dealer)
- Director since: N/A



### 2025 Election: N/A

Mr. Butt is CEO and President of GMCB Butt Enterprises Limited, which operates a Canadian Tire store in Brandon, Manitoba. He has been a Dealer since 2013 and has previously operated Canadian Tire and Party City stores in Ontario. Prior to becoming a Dealer, Mr. Butt spent more than 30 years with the Company in progressively senior leadership roles, culminating in his appointment as an Executive Vice-President. In this role, he was responsible for customer experience, store operations, Dealer relations and store concept renewals for Canadian Tire Retail (CTR), and also led the Company's automotive division, including PartSource, and Petroleum. Mr. Butt has served on the boards of CTB and the Retail Council of Canada, and is a past recipient of the Jumpstart Community Champion Award and the Business Excellence Award from the Burlington Chamber of Commerce.

## LYNE CASTONGUAY

Fort Lauderdale, Florida, U.S.A.

- Common Share Nominee
- Independent
- Director since: 2023



### 2025 Election: For: 2,535,286 (99.9%) | Withheld: 1,315 (0.1%)

Ms. Castonguay is a global growth and transformation leader with experience in retail, digital and manufacturing across North America, Europe and Asia. She is Founder and CEO of Vicrice Ventures, an investment, advisory and consulting firm, and Co-Founder of Beacon Sports, a developmental sports company. Most recently, she served as Global Chief Merchant & Product Officer at Starbucks, where she was responsible for global products, revenue management, consumer insights and data science. Prior to her time at Starbucks, Ms. Castonguay served as President and Chief Operating Officer of Saputo's U.S. division, where she was responsible for developing, implementing, and achieving the strategic and annual operating plans of the largest division of the company. Ms. Castonguay has also held various senior leadership roles at Empire Company Limited (Sobeys), including Executive Vice-President, Stores and Executive Vice-President, Merchandising & Marketing, and at The Home Depot, including Senior Vice-President & Business Unit Leader, Home Services. She is currently serving on the boards of Vusion, a digitalization solutions provider for retail and commerce, and Cozey, a furniture and home furnishings company, and has served on the boards of Heyday Technologies, GS1 Canada, the Retail Council of Canada and The Home Depot Foundation. Ms. Castonguay is a recipient of the 2018 Star Women Award in Canada.

### Top Skills

Retail Industry | Franchise Management | Executive Leadership and Strategy

### 2025 Board/Committee Meeting Attendance

New Director Nominee N/A

### Public Board Memberships During Last Five Years

N/A

### Securities Held (December 31, 2025)

Common Shares	–
Class A Non-Voting Shares	–
Deferred Share Units	–
<b>Total Securities</b>	<b>–</b>

### Share Ownership Guidelines: N/A

Market Value of Securities	–
Percent of Ownership Requirement	N/A

### Top Skills

Retail Industry | Digital and Technology | Marketing and Brand Management | Global Operations | Executive Leadership and Strategy

### 2025 Board/Committee Meeting Attendance

Board of Directors	9 of 9
MRC Committee	6 of 6

### Public Board Memberships During Last Five Years

Canadian Tire Corporation, Limited	2023-Present
Vusion S.A.	2026-Present

### Securities Held (December 31, 2025)

Common Shares	–
Class A Non-Voting Shares	3,200
Deferred Share Units	1,507
<b>Total Securities</b>	<b>4,707</b>

### Share Ownership Guidelines: \$930,000<sup>(1)</sup> (December 31, 2025)

Market Value of Securities	\$818,787
Percent of Ownership Requirement	88% <sup>(2)</sup>

## CATHRYN CRANSTON

Toronto, Ontario, Canada

- Common Share Nominee
- Independent
- Director since: 2023



**2025 Election:** For: 2,535,190 (99.9%) | Withheld: 1,411 (0.1%)

Ms. Cranston is a Corporate Director. A former senior executive in the financial services sector, Ms. Cranston spent most of her career at BMO Financial Group until her retirement in 2018. Her roles at BMO included Treasurer of BMO Financial Group, Head of Investor Relations, Chief Financial Officer of BMO's Wealth Management business and VP of Integrated Risk Management, as well as senior roles in capital markets and corporate banking. Ms. Cranston serves on numerous boards, including CTB, where she serves as Chair of the board and Chair of its audit and risk committee, Toromont Industries, where she serves as Chair of its audit committee, and Ontario Teachers' Pension Plan, and has previously served on the board of Royal St. George's College. She also serves on the C.D. Howe Institute's Domestic Stability Buffer Council and previously was a member of the Advisory Panel on Resolution for the Canada Deposit Insurance Corporation. Ms. Cranston holds an MBA from the University of Manitoba and the Institute of Corporate Directors designation (ICD.D).

### Top Skills

Finance and Accounting | Enterprise Risk Management | Human Capital Management | Executive Leadership and Strategy | Corporate Governance

### 2025 Board/Committee Meeting Attendance

Board of Directors	9 of 9
Audit Committee	4 of 4
Governance Committee	5 of 5

### Public Board Memberships During Last Five Years

Canadian Tire Corporation, Limited	2023-Present
Toromont Industries Ltd.	2013-Present

### Securities Held (December 31, 2025)

Common Shares	–
Class A Non-Voting Shares	1,877
Deferred Share Units	4,130
<b>Total Securities</b>	<b>6,007</b>

### Share Ownership Guidelines: \$675,000 (December 31, 2025)

Market Value of Securities	\$1,045,025
Percent of Ownership Requirement	155%

## STEVE FRAZIER

Mercer Island, Washington, U.S.A.

- Common Share Nominee
- Independent
- Director since: 2021



**2025 Election:** For: 2,535,092 (99.9%) | Withheld: 1,509 (0.1%)

Mr. Frazier is a Corporate Director and Advisor. He is also Chair of CTC's BCR Committee. Most recently, Mr. Frazier served as a Senior Advisor to McKinsey & Company. A seasoned retail and e-commerce executive, he spent more than 20 years at Amazon, where he built and managed new categories and international businesses. Mr. Frazier served in various senior positions at Amazon, including Vice-President, International Consumer Programs, Vice-President, China Country Manager, Vice-President, U.S. Retail Hardlines and Vice-President, United Kingdom Country Manager. Prior to joining Amazon, he served as Senior Vice-President, Corporate Development at Payless ShoeSource and as a consultant for McKinsey & Company, where he specialized in retail and channel management. Mr. Frazier serves on several private and not-for-profit boards, including Yape, a division of Banco Credito del Peru, Pacifiko.com, a Latin American e-commerce marketplace, the William Allen White Foundation and the College of Liberal Arts and Sciences at the University of Kansas. Mr. Frazier holds a Master of Management in Finance and Marketing from Northwestern University.

### Top Skills

Mergers and Acquisitions | Retail Industry | Digital and Technology | Global Operations | ESG

### 2025 Board/Committee Meeting Attendance

Board of Directors	9 of 9
MRC Committee	6 of 6
BCR Committee (Chair)	3 of 3

### Public Board Memberships During Last Five Years

Canadian Tire Corporation, Limited	2021-Present
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### Securities Held (December 31, 2025)

Common Shares	–
Class A Non-Voting Shares	6,100
Deferred Share Units	–
<b>Total Securities</b>	<b>6,100</b>

### Share Ownership Guidelines: \$930,000<sup>(1)</sup> (December 31, 2025)

Market Value of Securities	\$1,061,034
Percent of Ownership Requirement	114%

## GREG HICKS

Markham, Ontario, Canada

- Common Share Nominee
- Not Independent (CEO)
- Director since: 2020



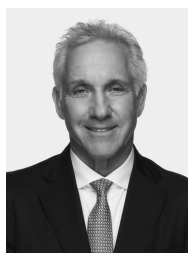
**2025 Election:** For: 2,534,991 (99.9%) | Withheld: 1,610 (0.1%)

Mr. Hicks is the Company's President and CEO. Prior to his appointment as President and CEO in March 2020, Mr. Hicks was President, Canadian Tire Retail, where he oversaw more than 500 Canadian Tire stores across Canada. In addition to overseeing all aspects of CTR's business, he was accountable for its global operations, eCommerce initiatives and its valued relationship with the Dealers. Previously, Mr. Hicks served as Group Senior Vice-President, Consumer Products & Retail Experience, CTR, where he oversaw the general merchandise and automotive businesses, and was also responsible for managing store experience, store operations, product sourcing and quality, including the management of the Company's Pacific Rim offices in Asia. He also served as Senior Vice-President, Merchandising and Senior Vice-President, Automotive, CTR. Before joining CTC, he was Chief Operating Officer at TSC Stores, where he supervised all of TSC's business operations. With more than 20 years of retail experience in senior leadership positions, Mr. Hicks has also advised and worked with large multi-national retailers on the development of Canadian strategies. He serves on the board of the Business Council of Canada and previously served as Chair and a director of the Retail Council of Canada and a trustee of CT REIT, a publicly traded trust that is controlled by CTC. Mr. Hicks is a past recipient of the Retail Council of Canada's Distinguished Canadian Retailer of the Year (2023) and Canada's Top 40 Under 40 award.

## NORMAN JASKOLKA

Montreal, Quebec, Canada

- Class A Non-Voting Share Nominee
- Independent
- Director since: 2018



**2025 Election:** For: 24,637,674 (76.4%) | Withheld: 7,608,246 (23.6%)

Mr. Jaskolka is CEO of Sweet Park Capital, the company that manages the investments of the Bensadoun family, including The Aldo Group, a Canadian global retailer of shoes and accessories. He is also Chair of CTC's Governance Committee. Mr. Jaskolka serves as Chairman of The Aldo Group, and previously served as President of Aldo Group International, and Vice-President, Corporate Development and Information Technology of The Aldo Group. Prior to joining The Aldo Group, he was a partner at Ernst & Young where his practice focused on audit, taxation, business valuations and corporate finance. He is also Co-Chairman of the advisory board of the Bensadoun School of Retail Management at McGill University and is a frequent lecturer and speaker on global retail strategies, having presented at the World Retail Congress and the National Retail Federation. Mr. Jaskolka holds the Institute of Corporate Directors designation (ICD.D) and is a Fellow of the Order of Chartered Professional Accountants of Quebec. He is also a past recipient of the Desautels Management Achievement Award from the Desautels Faculty of Management at McGill University.

### Top Skills

Mergers and Acquisitions | Retail Industry | Franchise Management | Marketing and Brand Management | Executive Leadership and Strategy

### 2025 Board/Committee Meeting Attendance

Board of Directors 9 of 9

### Public Board Memberships During Last Five Years

Canadian Tire Corporation, Limited 2020-Present  
CT Real Estate Investment Trust 2018-2021

### Securities Held (December 31, 2025)

Common Shares	–
Class A Non-Voting Shares <sup>(3)</sup>	14,431
Deferred Share Units	15,093
CTC Share Fund Units <sup>(4)</sup>	1,667
<b>Total Securities</b>	<b>31,191</b>

### Share Ownership Guidelines (December 31, 2025)

For information on Mr. Hicks' share ownership guidelines, see *Executive Share Ownership Guidelines* on page 55.

### Top Skills

Finance and Accounting | Retail Industry | Franchise Management | Global Operations | Corporate Governance

### 2025 Board/Committee Meeting Attendance

Board of Directors 9 of 9  
Audit Committee 4 of 4  
Governance Committee (Chair) 5 of 5

### Public Board Memberships During Last Five Years

Canadian Tire Corporation, Limited 2018-Present

### Securities Held (December 31, 2025)

Common Shares	–
Class A Non-Voting Shares	–
Deferred Share Units	8,788
<b>Total Securities</b>	<b>8,788</b>

### Share Ownership Guidelines: \$675,000 (December 31, 2025)

Market Value of Securities	\$1,528,595
Percent of Ownership Requirement	226%

## COLLEEN JOHNSTON

Toronto, Ontario, Canada

- Common Share Nominee
- Independent
- Director since: N/A



2025 Election: N/A

Ms. Johnston is a Corporate Director. Her board experience includes her current director roles with McCain Foods, a frozen food company, Private Debt Partners, an alternative asset manager, and Letko Brosseau, an investment management firm, where she also serves as Chair of its audit committee. She previously served on the boards of Shopify, WestJet and Q4. Ms. Johnston is also a former Chair of Unity Health Toronto, the Heart & Stroke Foundation of Ontario and Bridgepoint Health. She is currently the Chair of the Toronto Club and serves in campaign leadership roles for the Shaw Festival and St. Joseph's Health Centre. A seasoned former bank executive, Ms. Johnston retired in 2018 after 14 years with TD Bank Group and a career spanning over 35 years. Prior to her retirement, she was TD's Group Head Direct Channels, Technology, Marketing and Corporate & Public Affairs, and also served as the bank's Chief Financial Officer from 2005 to 2015. She is a Fellow of the Chartered Professional Accountants of Ontario and has received numerous industry honours as a senior finance executive, including Canada's CFO of the Year Award. She has also been recognized as a champion for women in leadership. Ms. Johnston has received Honorary Degrees from Saint Mary's University and York University (Schulich School of Business), and is a past recipient of Queen Elizabeth II's Diamond Jubilee Medal and King Charles III's Coronation Medal.

### Top Skills

Finance and Accounting | Enterprise Risk Management | Human Capital Management | Digital and Technology | Executive Leadership and Strategy

### 2025 Board/Committee Meeting Attendance

New Director Nominee N/A

### Public Board Memberships During Last Five Years

N/A

### Securities Held (December 31, 2025)

Common Shares	–
Class A Non-Voting Shares	–
Deferred Share Units	–
<b>Total Securities</b>	<b>–</b>

### Share Ownership Guidelines: N/A

Market Value of Securities	–
Percent of Ownership Requirement	N/A

## DONALD MURRAY

Red Deer, Alberta, Canada

- Common Share Nominee
- Not Independent (Former Dealer)
- Director since: 2017



2025 Election: For: 2,534,465 (99.9%) | Withheld: 2,136 (0.1%)

Mr. Murray is a Corporate Director and a former Dealer. For over 30 years, he operated a number of Canadian Tire stores in Alberta and Saskatchewan, most recently in Red Deer, Alberta. He also served as President of the Canadian Tire Dealers' Association and on several Canadian Tire Dealers' Association committees. Mr. Murray has served on the boards of the Camrose Rotary Club, the Camrose Golf Club and the Fort McMurray Rotary Club. He is a past recipient of a Canadian Tire Award of Excellence.

### Top Skills

Retail Industry | Franchise Management

### 2025 Board/Committee Meeting Attendance

Board of Directors	9 of 9
BCR Committee	3 of 3

### Public Board Memberships During Last Five Years

Canadian Tire Corporation, Limited 2017-Present

### Securities Held (December 31, 2025)

Common Shares	–
Class A Non-Voting Shares	1,212
Deferred Share Units	11,239
<b>Total Securities</b>	<b>12,451</b>

### Share Ownership Guidelines: \$675,000 (December 31, 2025)

Market Value of Securities	\$2,165,735
Percent of Ownership Requirement	321%

## J. MICHAEL OWENS

Toronto, Ontario, Canada

- Common Share Nominee
- Independent
- Director since: 2020



**2025 Election:** For: 2,535,239 (99.9%) | Withheld: 1,362 (0.1%)

Mr. Owens is Chairman of the Board of CTC. He also serves on the board of the Company's subsidiary, CTB. A Fellow of the Chartered Professional Accountants of Ontario, Mr. Owens has over 30 years of experience in the accounting profession. Prior to his retirement as a partner with Deloitte Canada, he held senior leadership positions at Deloitte Canada and Deloitte Touche Tohmatsu, Deloitte's global network, including Senior Partner, Clients & Markets, Global Leader, Mid-Market, Managing Partner, Canadian Marketplace, and Managing Partner, Atlantic Canada. Mr. Owens led Deloitte's strategy for serving high growth private companies in 150 countries, and had management responsibility for the firm's 50 Canadian offices. He previously served on the advisory board of a private technology consulting company and as special advisor to the Vector Institute, an artificial intelligence thought leader. Mr. Owens previously served on the board of the Wallace McCain Institute for Business Leadership and the board of governors of St. Augustine's Seminary of Toronto.

## NADIR PATEL

Ottawa, Ontario, Canada

- Class A Non-Voting Share Nominee
- Independent
- Director since: 2021



**2025 Election:** For: 31,817,015 (98.7%) | Withheld: 428,905 (1.3%)

Mr. Patel is a Strategic Business Advisor and Corporate Director. He is also Chair of CTC's Audit Committee and Chairman of Canadian Tire Jumpstart Charities. Mr. Patel serves as a Managing Director of Fairfax Consulting Services, Senior Strategic Advisor to Norton Rose Fulbright Canada, Chancellor of Wilfrid Laurier University and Strategic Advisor to the President of Huron University College. Prior to his current roles, Mr. Patel held several senior government positions over a distinguished career in Canada's public service. Most recently, he served as High Commissioner for Canada in the Republic of India, with concurrent accreditation as Canada's Ambassador to Nepal and Bhutan until 2021. He also previously served as Senior Assistant Deputy Minister and Chief Financial Officer for Canada's Department of Foreign Affairs, Trade and Development and as Canada's Consul General in Shanghai. Mr. Patel brings a wealth of experience in strategic planning, finance, human resources, risk management, information technology, procurement and international relations, and has served on the boards of several crown corporations and not-for-profit organizations. He also serves on the board of the Ottawa Hospital Foundation. Mr. Patel holds a joint MBA from New York University's Stern School of Business, London School of Economics and Political Science and HEC (Paris) School of Management.

### Top Skills

Finance and Accounting | Enterprise Risk Management | Global Operations | Executive Leadership and Strategy | Corporate Governance

### 2025 Board/Committee Meeting Attendance

Board of Directors (Chairman)	9 of 9
Audit Committee (invitee)	4 of 4
MRC Committee (invitee)	6 of 6
Governance Committee	5 of 5
BCR Committee (invitee)	3 of 3

### Public Board Memberships During Last Five Years

Canadian Tire Corporation, Limited 2020-Present

### Securities Held (December 31, 2025)

Common Shares	–
Class A Non-Voting Shares	3,000
Deferred Share Units	6,838
<b>Total Securities</b>	<b>9,838</b>

### Share Ownership Guidelines: \$1,000,000 (December 31, 2025)

Market Value of Securities	\$1,711,365
Percent of Ownership Requirement	171%

### Top Skills

Finance and Accounting | Enterprise Risk Management | Human Capital Management | Global Operations | Executive Leadership and Strategy

### 2025 Board/Committee Meeting Attendance

Board of Directors	9 of 9
Audit Committee (Chair)	4 of 4
BCR Committee	3 of 3

### Public Board Memberships During Last Five Years

Canadian Tire Corporation, Limited 2021-Present

### Securities Held (December 31, 2025)

Common Shares	–
Class A Non-Voting Shares	–
Deferred Share Units	3,442
<b>Total Securities</b>	<b>3,442</b>

### Share Ownership Guidelines: \$675,000 (December 31, 2025)

Market Value of Securities	\$598,724
Percent of Ownership Requirement	89% <sup>(2)</sup>

**CHRISTINE RUPP**

New Albany, Ohio, U.S.A.



- Common Share Nominee
- Independent
- Director since: 2022

**2025 Election:** For: 2,535,031 (99.9%) | Withheld: 1,570 (0.1%)

Ms. Rupp is a Corporate Director. Previously, Ms. Rupp was Chief Customer Officer of Victoria's Secret, where she was responsible for the digital commerce business globally, and prior to that, Chief Customer and Digital Officer of Albertsons, an American grocery company, where she expanded the customer base and ecommerce distribution, and improved the speed and cost of delivery. Most recently, she was Chief Executive Officer of Vitruvian, a fitness equipment company. Ms. Rupp has also served in a variety of global leadership roles, including at Amazon, Microsoft and Sears, where she was responsible for various functions, including business strategy, profitable growth planning, marketing and social media strategy, business transformation, software design and implementation and data science. Her accomplishments include launching the first Prime Day for Amazon, growing the Fulfillment by Amazon business and delivering industry leading market-share expansion at Albertsons. Ms. Rupp has an MBA in Finance from Roosevelt University. She is a past recipient of various awards and recognition, including Top Women in Grocery, Mass Marketers Association's Top Women and Retailer of the Year Rising Star.

**Top Skills**

Retail Industry | Human Capital Management | Digital and Technology | Marketing and Brand Management | Executive Leadership and Strategy

**2025 Board/Committee Meeting Attendance**

Board of Directors	9 of 9
MRC Committee	6 of 6

**Public Board Memberships During Last Five Years**

Canadian Tire Corporation, Limited	2022-Present
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**Securities Held (December 31, 2025)**

Common Shares	–
Class A Non-Voting Shares	–
Deferred Share Units	4,643
<b>Total Securities</b>	<b>4,643</b>

**Share Ownership Guidelines: \$930,000<sup>(1)</sup> (December 31, 2025)**

Market Value of Securities	\$807,728
Percent of Ownership Requirement	87% <sup>(2)</sup>

**SOWMYANARAYAN SAMPATH**

Short Hills, New Jersey, U.S.A.



- Common Share Nominee
- Independent
- Director since: 2022

**2025 Election:** For: 2,535,105 (99.9%) | Withheld: 1,496 (0.1%)

Mr. Sampath is the outgoing Executive Vice-President and CEO of Verizon Consumer Group. He is a globally recognized leader in the telecom industry with experience spanning consumer, enterprise, security and critical infrastructure. Mr. Sampath has served in various other senior positions at Verizon, including, most recently, as Executive Vice-President and CEO of Verizon Business, where he led the digitization of businesses, governments and communities globally, as well as President of Global Enterprise and Chief Product Officer. Prior to joining Verizon, he spent almost a decade at the Boston Consulting Group, where he was a Partner and Global Sector Leader for the Telecom practice area, focused on driving large scale, enterprise-wide transformations. Mr. Sampath serves as a member of the Education Advisory Board of The Smithsonian Institution, the board of advisors for TechUnited New Jersey and the board of trustees for the Paley Center for Media in New York. He is a Chartered Accountant and holds an MBA from Boston University's Questrom School of Business.

**Top Skills**

Finance and Accounting | Mergers and Acquisitions | Digital and Technology | Global Operations | Executive Leadership and Strategy

**2025 Board/Committee Meeting Attendance**

Board of Directors	9 of 9
Audit Committee	4 of 4

**Public Board Memberships During Last Five Years**

Canadian Tire Corporation, Limited	2022-Present
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**Securities Held (December 31, 2025)**

Common Shares	–
Class A Non-Voting Shares	–
Deferred Share Units	8,188
<b>Total Securities</b>	<b>8,188</b>

**Share Ownership Guidelines: \$930,000<sup>(1)</sup> (December 31, 2025)**

Market Value of Securities	\$1,424,264
Percent of Ownership Requirement	153%

## CYNTHIA TRUDELL

Bonita Springs, Florida, U.S.A.

- Class A Non-Voting Share Nominee
- Independent
- Director since: 2019



**2025 Election:** For: 30,168,734 (93.6%) | Withheld: 2,077,186 (6.4%)

Ms. Trudell is a Corporate Director. She is also Chair of CTC's MRC Committee. A seasoned executive with global experience, Ms. Trudell served as Executive Vice-President and Chief Human Resources Officer of PepsiCo, prior to her retirement in 2017. She also held a number of executive operating and general management positions with General Motors, including President of IBC Vehicles and Chair and President of Saturn Corporation, and with Brunswick Corporation and its divisions, including President of Sea Ray Boats. Ms. Trudell also serves on the board of RenaissanceRe, a global reinsurance provider. She previously served on numerous public and private boards, including Canadian Imperial Bank of Commerce, PepsiCo, The Pepsi Bottling Group, ISS A/S (International Service System) and the US Department of Defense's Business Advisory Board. Ms. Trudell holds a Ph.D. in Physical Chemistry from the University of Windsor, an Honorary Doctor of Laws from the University of Windsor, and Honorary Doctor of Science degrees from Acadia University, Toronto Metropolitan University (formerly Ryerson University) and the University of New Brunswick.

### Top Skills

Retail Industry | Human Capital Management | Global Operations | Executive Leadership and Strategy | Corporate Governance

### 2025 Board/Committee Meeting Attendance

Board of Directors	9 of 9
MRC Committee (Chair)	6 of 6
Governance Committee	5 of 5

### Public Board Memberships During Last Five Years

Canadian Tire Corporation, Limited	2019-Present
RenaissanceRe Holdings Ltd.	2019-Present
ISS A/S (International Service System)	2015-2023

### Securities Held (December 31, 2025)

Common Shares	–
Class A Non-Voting Shares	–
Deferred Share Units	17,858
<b>Total Securities</b>	<b>17,858</b>

### Share Ownership Guidelines: \$930,000<sup>(1)</sup> (December 31, 2025)

Market Value of Securities	\$3,106,263
Percent of Ownership Requirement	334%

## JUSTIN YOUNG

Victoria, British Columbia, Canada

- Common Share Nominee
- Not Independent (Dealer)
- Director since: 2025



**2025 Election:** For: 2,534,544 (99.9%) | Withheld: 2,057 (0.1%)

Mr. Young is President of J. & S. Young Merchants Ltd., which operates a Canadian Tire store in Victoria, British Columbia. He has been a Dealer since 2001 and has previously operated Canadian Tire stores across Ontario and Manitoba. Mr. Young also owns and operates a number of businesses that invest in real estate and technology. Mr. Young has served on the panel for Dealer selection and on several Canadian Tire Dealers' Association committees. He is also a member of the CEO Roundtable for the Greater Victoria Chamber of Commerce, the Victoria Capital Club and the Victoria Executive Network. He is a past recipient of various awards and recognition, including the Business Leadership Award from the Chamber of Commerce of Greater Victoria, the Canadian Tire Award of Excellence and the Canadian Tire Founders Award.

### Top Skills

Retail Industry | Franchise Management

### 2025 Board/Committee Meeting Attendance

Board of Directors	5 of 5
BCR Committee	2 of 2

### Public Board Memberships During Last Five Years

Canadian Tire Corporation, Limited	2025-Present
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### Securities Held (December 31, 2025)

Common Shares	–
Class A Non-Voting Shares	–
Deferred Share Units	894
<b>Total Securities</b>	<b>894</b>

### Share Ownership Guidelines: \$675,000 (December 31, 2025)

Market Value of Securities	\$155,595
Percent of Ownership Requirement	23% <sup>(2)</sup>

**Notes**

- (1) Pursuant to the SOGs, U.S. directors are required to meet the SOG amount in U.S. dollars. For the purpose of assessing compliance, the SOG amount is converted into Canadian dollars using a fixed exchange rate established by the Governance Committee from time to time. The current exchange rate is 1.3724, based on an average of the 2023-2025 exchange rates.
- (2) The following director nominees have time remaining to satisfy the SOGs: Ms. Castonguay (May 11, 2028), Mr. Patel (October 1, 2026), Ms. Rupp (November 1, 2027) and Mr. Young (May 8, 2030).
- (3) The following director nominee acquired Class A Non-Voting Shares after December 31, 2025: Greg Hicks acquired 352 Class A Non-Voting Shares (14,783 total).
- (4) Mr. Hicks also owns units in a share fund of the DPSP, which consists of Common Shares and Class A Non-Voting Shares (the *CTC Share Fund*). For a description of the DPSP, see *CT Profit Sharing* on page 71.

**ADDITIONAL INFORMATION**

As of the date of the Circular, the following director nominees beneficially own, or control or direct units of CT REIT, a publicly traded entity in which the Company owns a majority interest: Martha Billes (10,000 units) and Owen Billes (15,000 units).

Dealer Holdings owns 703,784 Common Shares and 212,900 of the Class A Non-Voting Shares of CTC, representing approximately 20.6% of the currently outstanding Common Shares and less than 0.4% of the currently outstanding Class A Non-Voting Shares. Glenn Butt and Justin Young, both Dealers, and Donald Murray, a former Dealer, each beneficially own less than 0.5% of the outstanding voting common shares of Dealer Holdings and do not exercise any control or direction over the Common Shares or Class A Non-Voting Shares of CTC held by Dealer Holdings.

Norman Jaskolka served on the board of directors of The Aldo Group Inc. until March 2020. The Aldo Group Inc., together with certain of its subsidiaries, obtained an order under the *Companies' Creditor Arrangement Act*, effective May 2020. In July 2022, the company successfully completed its restructuring process and satisfied the court-approved plan. Similar relief was provided in other jurisdictions. Mr. Jaskolka rejoined the board of directors of The Aldo Group Inc. in January 2023.



# OUR APPROACH TO CORPORATE GOVERNANCE

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## Overview

We believe in strong corporate governance standards, and look to the Company's Brand Purpose and Core Values, regulatory requirements and industry best practices to shape our policies and practices, in order to ensure they are comprehensive, relevant, effective and transparent. The Company's ability to be successful, remain resilient and competitive in the face of ongoing changes and challenges, and serve our shareholders, customers, employees, Dealers, partners and communities, is directly connected to the strength of our corporate governance standards.

Good governance begins with the Board, which is responsible for the stewardship of the Company. The Board acts in the best interests of the Company and its shareholders, and is committed to working with management to achieve long-term, sustainable growth for the Company. The Board's actions are guided by the Company's Core Values and a set of principles developed jointly by the Board and management that are designed to support their strong partnership in pursuit of CTC's strategic objectives.

The Board's approach to governance is guided by the vision of CTC's founders, brothers A.J. and J.W. Billes, whose legacy is carried on today by their successors, Martha Billes and Owen Billes (the *Billes family*). The Billes family is committed to strong corporate governance and operate through the Company's majority independent Board that is led by an independent Chairman.

### **Brand Purpose**

Our Brand Purpose, **We Are Here to Make Life in Canada Better**, guides all decisions the Company makes, including with respect to its approach to corporate governance.

### **Core Values**

Our Core Values help to guide our actions in pursuit of our Brand Purpose:

- We are innovators and entrepreneurs at our core.
- Outcomes drive us.
- Inclusion is a must.
- We're stronger together.
- We take personal responsibility.

Set out below are highlights of the Board's corporate governance practices:

Corporate Governance Highlights	
<p><b>Independence</b></p> <ul style="list-style-type: none"> <li>✓ 11 of the 16 (69%) director nominees are independent</li> <li>✓ The offices of the Chairman of the Board and the CEO are separated</li> <li>✓ The Chairman of the Board is independent</li> <li>✓ The Audit, MRC and Governance Committees are all independent</li> <li>✓ The CEO does not serve on Committees</li> <li>✓ We have no public company interlocking directorships</li> </ul> <p><b>Board Effectiveness</b></p> <ul style="list-style-type: none"> <li>✓ We have a Code of Conduct that establishes high standards of ethical conduct</li> <li>✓ We conduct regular Board, Committee, Chairman of the Board and director performance assessments</li> <li>✓ We have a director orientation process and provide ongoing education opportunities to our directors</li> <li>✓ We have director and executive share ownership guidelines and monitor and disclose progress towards the achievement of these guidelines</li> <li>✓ The Board and the Committees have full authority to retain independent external advisors</li> </ul>	<p><b>Voting Matters</b></p> <ul style="list-style-type: none"> <li>✓ We have individual (not slate) voting for directors</li> <li>✓ We do not have a staggered board; all of our directors are elected annually</li> <li>✓ We have a majority voting policy for directors elected by the holders of Class A Non-Voting Shares</li> <li>✓ The directors intended to serve as the Chairs of the Audit, MRC and Governance Committees are put forward as the nominees for election by the holders of Class A Non-Voting Shares</li> <li>✓ We have introduced the Executive Compensation Advisory Resolution on which holders of Common Shares and holders of Class A Non-Voting Shares are entitled to vote</li> </ul> <p><b>Board Renewal</b></p> <ul style="list-style-type: none"> <li>✓ We have a skills matrix that identifies the highest priority skills for the Board</li> <li>✓ We limit the number of public company boards on which our directors can serve</li> <li>✓ We have a board diversity policy and have adopted a 30% gender diversity commitment</li> <li>✓ Of the 16 director nominees, six (38%) are women, two (13%) are members of visible minorities and one (6%) is a person with a disability</li> </ul>

## About the Board

In accordance with its Mandate, the Board is responsible for the stewardship of the Company and overseeing the management of the business and affairs of the Company. The Board provides direction and brings its broad skills and experience to the issues, risks and opportunities facing the Company, with a view to achieving the best possible decision-making.

Within that context, the Board oversees and makes decisions on many important matters with respect to the Company's strategy, financial objectives, capital allocation, relationship with Dealers, executive compensation, talent development and succession planning, financial reporting and disclosure, fundamental policies and systems, the control environment, enterprise risk management, the safeguarding and enhancement of the Company's brand, and environmental, social and governance (ESG) matters. In carrying out its duties, the Board considers the financial, risk, competitive, human capital, brand and other implications of the strategies, tactics and transactions proposed by management. The Board fulfills its duties directly and through the Committees. For the full text of the *Board of Directors' Mandate*, see page A-1.

The Board strives to be a high-performing and engaged board that adds value through collaborative governance, fostering an effective working relationship and shared culture and values with management. The Board continually seeks to enhance its effectiveness in order to address its many responsibilities. Meeting agendas are structured to focus on strategy, performance, risk and other priority matters. The delegation of certain of the Board's duties to the Committees enables the Board to focus on key matters while ensuring that the Committees are appropriately addressing other important Board topics. From time to time, the Board may establish ad hoc committees to provide support on key projects or initiatives.

The Board's role with respect to strategy and performance, risk oversight and succession planning is described below, together with an overview of the roles of the Chairman of the Board and the Committees.

## STRATEGY AND PERFORMANCE

The Board provides direction to management on the strategic issues facing the Company and is responsible for approving the Company's strategy. The Board holds an annual strategic planning session with management at which there is in-depth discussion and analysis of management's strategy, priorities and initiatives, the most significant issues facing the Company, the economic environment, competitive conditions, and business opportunities and risks. The Board is also responsible for overseeing the development of, and approving, the Company's annual business plan, which includes the Company's financial and operating plans.

Throughout the year, the Board is actively involved in monitoring management's implementation of the strategy and measuring progress and performance with respect to the Company's strategic initiatives, addressing developments and risks as they arise. Discussion of material strategy and risk topics form part of the agenda of regularly scheduled Board meetings.

The Board also actively monitors financial and operational performance against the Company's annual business plan through regular reporting from management. Performance dashboards are presented to the Board quarterly, which track key metrics, including with respect to strategic progress and financial and operational performance. The performance of CTB and CT REIT are monitored through quarterly reports to the Board.

### *True North Strategy*

In March 2025, the Company launched a four-year transformative growth strategy called *True North*.

*True North* upholds the Company's Brand Purpose and is designed to drive core retail growth through four strategic cornerstones, putting customers at the core of the strategy, enhancing the Triangle Rewards loyalty program, and applying privileged data, enabled by technology and artificial intelligence (AI), to deliver enhanced digital and store experiences. The strategy is being delivered by a newly designed senior leadership team and organizational structure, supporting CTC's transition from a holding company structure to a more integrated operating model that is agile, can operate with scale, and deliver customer value. CTC expects the successful execution of the *True North* strategy to generate stronger connections with customers, higher financial performance, and leading shareholder value above historic levels.

The Board played an active role in overseeing and supporting the development and launch of *True North*, and continues to monitor the implementation of the strategy at each regularly scheduled Board meeting. In addition to regular reporting to the Board, management reports on transformation-related risks to the Audit Committee. To assist in its oversight, the Board also established an ad hoc Transformation Advisory Committee in October 2024. Comprised of directors with transformation experience, this committee provided targeted insights and guidance to management throughout the development, launch and implementation of the foundational phase of the strategy. With the objectives of this initial phase met and reporting related to the transformation transitioned to the Board, the Transformation Advisory Committee concluded its mandate earlier this year.

## RISK OVERSIGHT

The effective management of risk is a key priority for the Board and senior management. Balanced risk-taking and effective risk management create valuable business returns and shareholder value, as well as market opportunities and competitive advantages, all of which support long-term growth.

The Board and the Audit Committee have joint accountability to ensure management develops, implements, and maintains a comprehensive Enterprise Risk Management (ERM) Policy and Framework, Risk Appetite Statements, and other policies designed to identify, assess, manage, monitor, escalate and report on key risks, being those risks (including emerging risks) that alone, or in combination with other interrelated risks, could have a significant impact on the Company's brand, financial performance and/or ability to achieve its strategic objectives. The Company has also established an Enterprise Risk Committee, an executive management committee that meets at least quarterly and provides direct oversight of key risks faced by CTC.

Through its delegated authority, the Audit Committee oversees the Company's ERM processes and receives quarterly ERM reporting, including on key risks such as strategic agility, geopolitical conditions, macroeconomic conditions, emerging and disruptive technology (including AI), cyber security, and climate change, and then reports on such risks to the Board. It reviews and recommends to the Board changes to the ERM Policy and Framework, Risk Appetite Statements, and other policies governing risk. The Board receives an annual overview of the Company's ERM processes, including an annual assessment of the Company's key risks, and, assisted by the review of the Audit Committee, approves the Company's risk disclosures.

In addition, certain key risks are overseen by the Committees. For example, the Audit Committee oversees cyber security and legal and regulatory risks, the MRC Committee oversees talent risk and the BCR Committee oversees climate change and brand and reputation risks. Certain key risks are also directly overseen by the Board through reporting from management and the Board's external advisors.

Further information on the Company's ERM processes is included in Section 2.6 of the 2025 AIF. A description of the key risks and other risks that may have a material adverse effect on the Company is included in Section 11.0 of the 2025 MD&A.

## SUCCESSION PLANNING

Cultivating a strong pipeline of diverse talent to support timely and effective succession planning for CTC's senior executive team is critical for the Company's long-term growth and success. It is also a significant priority of the Board and is accomplished through the deployment of a comprehensive and rigorous succession planning framework that is overseen by the MRC Committee. The Company's succession planning framework covers planned and unplanned (including emergency) transitions of the CEO and other senior executives in roles that are critical to the execution of the Company's strategy (*Top Roles*).

With respect to the CEO succession planning process, the MRC Committee undertakes an annual review that considers the continued appropriateness of the CEO role profile and current potential succession candidates and their development pathways. Important within this review is the identification of other near- and longer-term succession candidates who should be included within the CEO succession pipeline and prioritized for development. The review of the Company's CEO succession pipeline considers the leadership style, capabilities and diversity of succession candidates to ensure the pipeline can adapt to the Company's current and future needs. The growth and readiness of CEO succession candidates is accelerated through customized development plans that include executive professional coaching. The MRC Committee also reviews the CEO emergency succession plan and protocols to ensure they remain current and robust. The output of the MRC Committee's review is then discussed with the full Board. The Governance Committee is responsible for making a recommendation on whether to invoke the CEO emergency succession plan.

In the case of *Top Roles*, the MRC Committee oversees a rigorous talent review and succession planning process, which is designed to ensure succession candidates are ready and in the right positions to achieve current and future business priorities. This process involves consideration of the talent, skills and capabilities required to drive long-term organizational success, as well as the Company's diversity, inclusion and belonging (*DIB*) strategy, which aims to increase representation throughout the organization and develop the next generation of the Company's leaders. For each *Top Role*, potential successors, including emergency successors, are identified, and development strategies are implemented to ensure CTC has a robust talent pipeline. The sourcing of external talent may also be undertaken to address gaps in succession. The MRC Committee annually reviews and provides comprehensive reporting to the Board on the succession plans for *Top Roles*.

## CHAIRMAN OF THE BOARD

The Chairman of the Board (the *Chairman*), J. Michael Owens, is an independent, non-executive director who has served on the Board since 2020, and as Chairman since 2022.

The primary focus of the Chairman is on governance, maintaining ethical standards, and building the Board into an effective, high-performing team capable of fulfilling its duties and responsibilities. The Chairman strives to create and maintain a Board culture that aligns with the Company's Core Values and the Board's expectations of its directors, contributing to a productive boardroom dynamic. The Chairman is responsible for forging a strong relationship with the CEO, with an understanding of the accountabilities and boundaries of their

respective roles, while maintaining a healthy tension and open lines of communication. The Chairman is also responsible for strengthening and managing the relationships with and among directors, between the CEO and the Board, between other management and the Board, and with the Billes family. The Chairman takes an active role in board renewal, working closely with the Governance Committee to ensure the Board is well-positioned to fulfill its responsibilities.

In addition to serving as a member of the Governance Committee, the Chairman attends all other Committee meetings by standing invitation for consistency and continuity. He consults regularly with the Committee Chairs and with members of the Board, keeping them apprised of, and seeking their advice on, issues and developments as they arise between Board meetings. To enable effective oversight, the Chairman devotes considerable time to expanding his knowledge of the business and understanding of the issues and challenges confronting the Board and management.

## BOARD COMMITTEES

The Board has delegated a number of its responsibilities, as permitted by law, to its four standing Committees, in order to enable the Board to operate more efficiently and focus on priority matters while empowering the Committees to address other important areas of accountability. This approach to Committee delegation complements and enhances the work of the Board.

Each Committee has a written Mandate which sets out its purpose and responsibilities. Key areas of responsibility for each Committee are highlighted below:

<i>Audit Committee</i>	<i>MRC Committee</i>	<i>Governance Committee</i>	<i>BCR Committee</i>
<ul style="list-style-type: none"> <li>• Financial statements and related disclosures</li> <li>• Internal control over financial reporting and disclosure controls and procedures</li> <li>• Enterprise risk management processes</li> <li>• Financial, credit, cyber security and legal and regulatory risks, and ethical business conduct</li> <li>• Internal and external auditor oversight</li> </ul>	<ul style="list-style-type: none"> <li>• Talent management practices and programs for senior management</li> <li>• Executive compensation plans and programs</li> <li>• Compensation philosophy and benefit, retirement and savings plans</li> <li>• Executive development, assessment, advancement and succession planning</li> <li>• Employee engagement and DIB strategy</li> </ul>	<ul style="list-style-type: none"> <li>• Corporate governance policies and practices</li> <li>• Board renewal and Committee composition</li> <li>• Board performance assessments</li> <li>• Director education and orientation</li> <li>• Director compensation</li> <li>• Shareholder engagement</li> </ul>	<ul style="list-style-type: none"> <li>• Brand Purpose and brand trust</li> <li>• Priority ESG topics, including associated strategies and targets</li> <li>• ESG reporting</li> <li>• Risks related to brand and ESG matters, including climate change and responsible sourcing risks</li> </ul>

The Committees' annual work plans are designed to ensure the Committees are fulfilling their responsibilities under their Mandates and addressing other priorities. The Mandates are regularly updated, as necessary, to ensure they remain current and appropriate, taking into consideration changes in the Company's business and the Board's priorities, as well as applicable regulatory requirements and industry best practices. Any changes proposed to the Mandates are recommended to the Board.

Committee Chairs, all of whom are independent directors, are appointed by the Governance Committee or, in the case of the Governance Committee Chair, the Board. The Governance Committee has developed a position description that sets out the duties of the Committee Chairs, which include, among other things, establishing the agenda for Committee meetings, reviewing and providing input and direction on Committee materials in advance of their distribution to Committee members, and reporting to the Board on the activities of their respective Committees at Board meetings.

See *Committee Reports* on pages 37 to 44 for each Committee's report summarizing its purpose and responsibilities under its Mandate and providing an update on its activities during 2025.

### **Mandates and Position Descriptions**

The Board has developed Mandates for the Board and the Committees, and Position Descriptions for the Chairman of the Board, the Committee Chairs and the CEO. The Board has also codified its Expectations of Directors, described on page 30. The Mandates, Position Descriptions of the Chairman of the Board and the Committee Chairs, and the Expectations of Directors are available under the *Corporate Governance* section of the Company's Investor Relations website at [investors.canadiantire.ca](http://investors.canadiantire.ca).

## About our Share Structure

CTC's share structure consists of two classes of shares: Common Shares and Class A Non-Voting Shares. This share structure has served both classes of shareholders in a number of ways, including by providing stability for management to focus on the Company's long-term growth strategy and value creation for shareholders.

A unique feature of CTC's share structure is the exclusive right of the holders of Class A Non-Voting Shares to elect certain of the Board's directors. The Company's articles require that the Board be comprised of between nine and 21 directors, with the Board determining the number of directors to be elected at any shareholders' meeting. The holders of Class A Non-Voting Shares are entitled to elect three directors (or, if the number of directors on the Board exceeds 17, one-fifth of the directors, calculated to the nearest whole number), which directors may not be individuals who are or formerly were officers or employees of the Corporation. All other directors are elected by the holders of Common Shares. In the case of the Meeting, 13 of the 16 directors will be elected by the holders of Common Shares and three will be elected by the holders of Class A Non-Voting Shares.

### **Participation by Class A Non-Voting Shareholders**

- Exclusive right to elect three directors
- Directors intended to serve as the Chairs of the Audit, MRC and Governance Committees are proposed as the nominees of the Class A Non-Voting Shareholders
- Opportunity to vote on the Executive Compensation Advisory Resolution

The Common Shares are largely held by entities controlled by the Billes family (61.4%) and Dealer Holdings (20.6%), whose shareholders are certain current and former Dealers. Pursuant to a shareholders' agreement between Martha Billes (together with corporations and trusts with which she is associated) and Dealer Holdings dated October 30, 1989, as amended, of the 13 director nominees to be elected by the holders of Common Shares at the Meeting, the Billes family has proposed nine nominees, Dealer Holdings has proposed three nominees, and both parties have proposed the CEO as a nominee. The parties have also agreed to vote for the election of these 13 nominees.

The Board has supplemented the voting rights of the holders of Class A Non-Voting Shares by proposing the directors intended to serve as the Chairs of the Audit Committee, the MRC Committee and the Governance Committee as the three nominees to be elected by the holders of Class A Non-Voting Shares. This governance initiative provides the holders of Class A Non-Voting Shares with a strong voice in the Company's governance. The Board has also provided the holders of Class A Non-Voting Shares with the opportunity to vote on the Executive Compensation Advisory Resolution.

Holders of Class A Non-Voting Shares may also vote in the following circumstances:

- if applicable laws give them that right; or
- if an offer to purchase Common Shares is made to all or substantially all holders of Common Shares or is required by law or by the Toronto Stock Exchange (the *TSX*) to be made to all holders of Common Shares in Ontario (other than an offer to purchase both classes of shares at the same price per share and on the same terms and conditions), and a majority of the Common Shares then issued and outstanding are tendered to and taken up by the party making the offer. In this case, the holders of

Class A Non-Voting Shares shall thereafter be entitled to one vote per share at all shareholder meetings and the Class A Non-Voting Shares shall be designated as “Class A Shares”.

For a full statement of the conditions attached to the Common Shares and Class A Non-Voting Shares, including with respect to voting rights, reference should be made to CTC’s articles of amendment dated December 15, 1983, which are available on SEDAR+ at [sedarplus.ca](http://sedarplus.ca) and under the *Corporate Governance* section of the Company’s Investor Relations website at [investors.canadiantire.ca](http://investors.canadiantire.ca).

## Board Renewal

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The Board’s wide-ranging responsibilities, including with respect to strategy, performance, risk and succession planning, are inherently complex, requiring talented and dedicated individuals with a diverse mix of experience, skills and personal characteristics, to effectively govern the Company. The Board dedicates significant time and effort towards its renewal to ensure the Board is balanced and well-positioned to fulfill its responsibilities and evolve alongside the Company’s needs.

As the Board’s nominating committee, board renewal is led by the Governance Committee, which regularly evaluates the current composition of the Board in light of changes to the Company’s strategies and risks, current and anticipated Company priorities, and plans for succession.

For information on the election of directors at the Meeting, see *Electing Directors* on page 1. For information on the director nominees, see *About the Director Nominees* on page 9.

### DIRECTOR SELECTION PROCESS

The Governance Committee, which is comprised of independent directors, oversees board renewal, and recommends to the Board the director nominees for election by the holders of Common Shares and the holders of Class A Non-Voting Shares.

The Governance Committee facilitates the recruitment process for the director nominees proposed by the Billes family, with input from the Billes family, and the nominees recommended for election by the holders of Class A Non-Voting Shares. The process generally begins with consideration of the skills matrix and the Board’s diversity policy, to ensure the highest priority skills and a diverse mix of experience, skills and personal characteristics are represented on the Board. Potential candidates are identified through a variety of means, including professional search firms and the networks of individual Board members, and presented to the Governance Committee for its consideration. The Governance Committee also maintains and considers its evergreen list of qualified, prospective director candidates.

The three director nominees proposed by Dealer Holdings include current or former Dealers and independent directors. The Chairman of the Board and the Chair of the Governance Committee are provided with the opportunity to meet with those nominees to assess their skills, experience and potential contributions to the Board before they are formally considered and recommended by the Governance Committee.

The Board is kept informed about potential director candidates and arrangements are made, as appropriate, for prospective candidates to meet with other Board members, including the CEO. For all nominees, the Governance Committee makes the recommendation to the Board on each director’s nomination for election or appointment, after having considered the Board’s skills matrix and diversity policy, the results of director performance assessments, director tenure, succession planning for Board and Committee leadership positions, independence considerations and other legal requirements, the Board’s overboarding policy and interlocking directorships.

## SKILLS MATRIX

The Governance Committee has developed a skills matrix to facilitate appropriate board renewal. While each director brings a wide range of valuable skills to the Board, the skills matrix aids the Governance Committee in ensuring that the highest priority skills for effectively overseeing the management of the Company are represented on the Board, taking into consideration the Company's industry, diverse operations and strategic needs. Given their unique role with the Company, the Board also benefits from the contributions and perspectives the Billes family and the Dealer directors bring to the Board's deliberations, complementing the skillset of the entire Board. The Governance Committee annually reviews the skills matrix and approves changes, as necessary.

The Board's skills matrix below sets out each director nominee's top skills based on the director possessing special skill or knowledge that is generally gained from graduate studies or professional designation, or experience gained from oversight responsibility (e.g., as a CEO, C-suite executive, or director) or direct accountability at a public company or large complex organization. Each director self-assesses their top skills on an annual basis, and the Governance Committee reviews the results of the self-assessments to ensure the directors' identified skills are in line with the parameters of the skills matrix criteria.

SKILLS	M. Billes	O. Billes	G. Butt	L. Castonguay	C. Cranston	S. Frazier	G. Hicks	N. Jaskolka	C. Johnston	D. Murray	J.M. Owens	N. Patel	C. Rupp	S. Sampath	C. Trudell	J. Young
Finance and Accounting				✓			✓	✓		✓	✓		✓			
Mergers and Acquisitions					✓	✓							✓			
Enterprise Risk Management				✓				✓		✓	✓					
Retail Industry	✓	✓	✓	✓		✓	✓	✓		✓			✓		✓	✓
Franchise Management	✓	✓	✓			✓	✓		✓							✓
Human Capital Management				✓				✓			✓	✓		✓		
Digital and Technology			✓		✓			✓				✓	✓			
Marketing and Brand Management			✓			✓						✓				
Global Operations			✓		✓		✓			✓	✓		✓	✓		
Executive Leadership and Strategy			✓	✓	✓	✓		✓		✓	✓	✓	✓	✓	✓	
ESG	✓	✓			✓											
Corporate Governance	✓			✓			✓			✓				✓		

## BOARD DIVERSITY

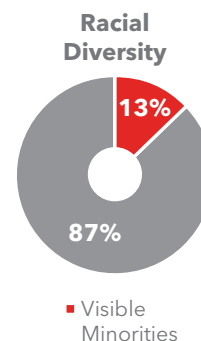
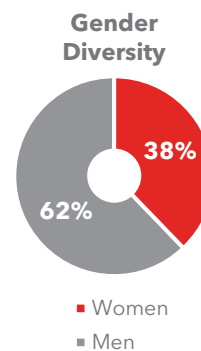
Guided by one of our Core Values that inclusion is a must, the Company is committed to maintaining a Board comprised of talented and dedicated directors with a diverse mix of experience, skills and personal characteristics, collectively reflecting the strategic needs of the business and the environment in which the Company operates. The Board takes a broad view of diversity and defines diversity to include geography, age, gender, ethnicity, race, sexual orientation, disability and other personal characteristics, in addition to skills and experience.

The Board values the benefits the diversity of its directors brings to the Company. Diversity promotes the inclusion of different perspectives and ideas, mitigates against group think, and improves oversight, decision-making and governance. A diverse Board reflects the diverse customers and communities which the Company serves and supports, and demonstrates the Company's commitment to diversity at all levels.

The Board has adopted a written diversity policy codifying its commitment to diversity. As reflected in the policy, when assessing the Board's composition or identifying suitable candidates for appointment or election, the Board considers candidates using objective criteria having due regard to the benefits of diversity and the needs of the Board. The policy contains the Board's commitment to being comprised of at least 30% women, subject to fluctuations from time to time during periods of transition, and the Board considers this commitment and the level of representation of women on the Board when identifying and nominating candidates for election or appointment to the Board. The policy also outlines practices to support the Board's approach to diversity, including directing search firms to specifically identify diverse candidates and requiring the evergreen list of potential director candidates maintained by the Governance Committee to include diverse candidates. The Governance Committee, as the Board's nominating committee, regularly, and not less than annually, assesses the policy's effectiveness in promoting a diverse Board and the progress of the Board in fulfilling its practices and achieving its established targets and commitments. The full text of the diversity policy is available under the *Corporate Governance* section of the Company's Investor Relations website at [investors.canadiantire.ca](http://investors.canadiantire.ca).

Six (38%) of the 16 director nominees, or five (31%) of the current directors, are women, meeting the Board's commitment to being comprised of at least 30% women. In addition, based on the nominees' self-identification, two (13%) of the 16 nominees are members of visible minorities, and one (6%) of the 16 nominees is a person with a disability. Accordingly, nine of the 16 nominees (56%) are from underrepresented groups.

The Governance Committee monitors the level of diversity on the Board and considers the need for future additional targets for recommendation to the Board. The Governance Committee also regularly reviews and assesses the appropriateness of the diversity policy, taking into account applicable legislative and regulatory requirements, as well as any best practice guidelines recommended by regulators or stock exchanges with which the Company has a reporting relationship.

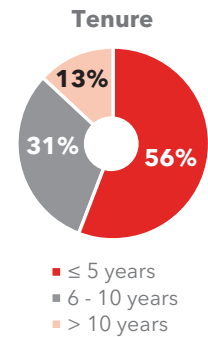


## TENURE AND TERM LIMITS

While board renewal is an effective means of bringing additional knowledge and skills to the Board, it must also be balanced with the value that tenured directors can provide when navigating complex and critical issues. As the Governance Committee undertakes board renewal, careful consideration is placed on director tenure to ensure the Board maintains an appropriate mix between longer serving and newer directors.

The Company does not have a mandatory retirement age for its directors or a policy that would require a director to retire after a fixed period of tenure. The combination of longer serving directors, who have an extensive history and understanding of the Company's business, and newer directors, allows the Board to have the benefit of experience while also being exposed to new perspectives and ideas. The Board believes that its approach to board renewal has facilitated appropriate refreshment on the Board. Over the last three years, four new directors have been elected or appointed to our Board (three in 2023 and one in 2025), and two new director nominees are proposed for election at the Meeting.

The tenure of the director nominees is as follows: nine directors (56%) have served for five years or less (including the new director nominees), five directors (31%) have served between six and ten years, and two directors (13%) have served for more than ten years (Martha Billes and Owen Billes have served on the Board since 1980 and 2004, respectively). The average tenure of the director nominees is 7.9 years.



## INDEPENDENCE

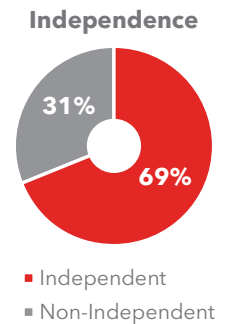
Having an independent board is one of the ways we ensure the Board is able to operate independently of management and make decisions in the best interests of the Company. 11 (69%) of the 16 current directors and proposed director nominees are independent within the meaning of applicable Canadian securities laws. The Board is led by an independent, non-executive Chairman.

### Criteria for Assessing Independence

The assessment of whether a director is independent begins with the identification of any relationships that could, in the view of the Board, reasonably be expected to interfere with the exercise of the director's independent judgment. That analysis is augmented, where required, to ensure compliance with certain presumptive standards under applicable Canadian securities laws, including eligibility criteria for service on the Audit Committee under National Instrument 52-110 – *Audit Committees (NI 52-110)*.

The assessment of director independence has been delegated by the Board to the Governance Committee. Information concerning personal and business relationships between each director and CTC is collected through an annual questionnaire, which is considered by the Governance Committee in its assessment and determination of director independence.

Any direct or indirect relationships between a director and CTC are tested against materiality thresholds established by the Governance Committee. The Governance Committee considers relevant factors and circumstances in determining whether such relationships with CTC could reasonably be expected to interfere with the exercise of the director's independent judgment. The Governance Committee considers the nature and extent of these relationships and their importance not only to the director and to CTC, but also to the entities with which the director is affiliated.



## Determinations of Independence

When assessed against the above criteria, the Governance Committee has determined that all of the current directors and director nominees are independent within the meaning of applicable Canadian securities laws, except Greg Hicks, Owen Billes, Glenn Butt, Sylvain Leroux, Donald Murray and Justin Young:

- Mr. Hicks is the CEO of the Company; and
- Messrs. Billes, Butt, Leroux and Young are Dealers (pursuant to contracts with the Company in the same form as other Dealers' contracts) and Mr. Murray is a former Dealer. In the view of the Board, although Messrs. Billes, Butt, Leroux, Murray and Young are not independent directors, the knowledge and experience they bring to the Board from the Dealer perspective contributes significantly to the effective oversight of the Company.

In determining that Martha Billes is independent within the meaning of applicable Canadian securities laws, the Governance Committee has taken into account a number of factors, including that:

- Ms. Billes is not a member of management and receives no compensation from the Company other than fees in relation to her service as a director;
- there are no familial or commercial relationships between Ms. Billes and any director nominee or any executive of the Company, other than her familial relationship with Mr. Billes;
- the contractual arrangements between the Company and individual Dealers, including the arrangements with Mr. Billes, are in a standard form, and while the Dealer relationship as a whole is monitored by the Board, individual relationships are not, in the ordinary course, the subject of review by the Board or the Committees; and
- Ms. Billes' investment in the Company is a fundamental portion of her equity holdings and she has demonstrated, since acquiring control of the Company in 1997, that she has a long-term interest in the viability, growth and prosperity of the Company that her family founded and is committed to corporate governance practices that include the engagement and oversight of effective management and the election of independent directors.

In the view of the Governance Committee, Ms. Billes is able to and does represent the interests of shareholders as she fulfills her duties on the Board and the Governance Committee.

## Independence of Committees

All Committees, except the BCR Committee, are comprised entirely of independent directors within the meaning of applicable Canadian securities laws. Each Committee is chaired by an independent director.

Four of the six members of the BCR Committee, namely, Owen Billes, Sylvain Leroux, Donald Murray and Justin Young, are not independent because they are current or former Dealers. As operators of the Company's Canadian Tire stores, the participation of current or former Dealers on the BCR Committee adds a unique perspective to the Committee's oversight of the Company's brand and ESG efforts, providing insight and guidance on the development and implementation of ESG-related actions at Canadian Tire stores.

## Additional Independence Mechanisms

The Board enhances its independence by conducting *in camera* sessions without management present at Board meetings. The independent directors also meet *in camera* without management and the non-independent directors, except Owen Billes. Although he is a non-independent director by virtue of his role as a Dealer, Mr. Billes generally attends the Board's *in camera* sessions, together with Martha Billes, who is an independent director, given their significant investment in the Company. In the view of the Board, Mr. Billes' attendance does not impede open and candid dialogue among the independent directors. The Chairman of the Board exercises discretion in determining whether Mr. Billes attends these sessions, depending on the circumstances. *In camera* sessions are also held without management at regularly scheduled Committee meetings. *In camera* sessions took place at all nine regularly scheduled and special Board meetings held during 2025.

In addition, to ensure access to independent advice, the Board and each Committee may, at the expense of CTC, engage external advisors having particular expertise for the purposes of fulfilling their respective Mandates.

## MAJORITY VOTING POLICY

The Company has adopted a majority voting policy with respect to the election of directors by the holders of Class A Non-Voting Shares, which provides that any such director nominee who receives a greater number of votes “withheld” than votes “for” their election in an uncontested election of directors will tender their resignation to the Board promptly following the applicable Annual Meeting of Shareholders. The remaining directors will consider whether to accept the resignation or whether there exist exceptional circumstances that warrant not accepting the resignation, and the Board’s determination will be announced within 90 days following the date of such meeting.

The Company has not adopted a majority voting policy with respect to the election of directors by the holders of Common Shares. It relies on an exemption from the TSX majority voting requirements, given that the Billes family beneficially owns, controls and directs the votes attached to more than 60% of the Company’s outstanding Common Shares and, as a result, can effect the election of directors by the holders of Common Shares with their votes alone. The full text of the Company’s majority voting policy is available under the *Corporate Governance* section of the Company’s Investor Relations website at [investors.canadiantire.ca](http://investors.canadiantire.ca).

## Expectations of Directors

The Board, through its Governance Committee, has codified its expectations of director conduct and performance to foster consistent and meaningful contributions from each director and ensure ethical standards are upheld, in line with CTC’s Core Values and Brand Purpose.

In addition to fulfilling their fiduciary duties, complying with other legal obligations and abiding by the Company’s Code of Conduct, the Company’s directors’ are expected to possess relevant skills and experience, develop financial literacy, and appreciate the financial, competitive, risk, human capital, brand and other implications of the strategies, tactics and transactions proposed by management. The full text of the Expectations of Directors is available under the *Corporate Governance* section of the Company’s Investor Relations website at [investors.canadiantire.ca](http://investors.canadiantire.ca).

The Board’s expectations with respect to meetings and attendance, service on other public company boards and ethical conduct are discussed below.

### *Share Ownership Guidelines*

CTC has adopted share ownership guidelines for its directors. The guidelines ensure directors’ interests are aligned with the interests of CTC’s shareholders, demonstrate that directors are financially committed to CTC through personal share ownership, and promote CTC’s long-standing commitment to sound corporate governance. For more information, see *Director Share Ownership Guidelines* on page 46.

## MEETINGS AND ATTENDANCE

Directors are expected to attend and be prepared for all Board and Committee meetings, actively participate at meetings, and meaningfully contribute to the Board’s discussions. In 2025, the Board held nine meetings, which included a two-day strategy meeting and quarterly meetings to review the Company’s financial performance and approve its financial disclosures. The Board schedules additional meetings as and when necessary to carry out its duties. While Board and Committee meetings are the primary means through which directors perform their duties and exercise oversight, directors are also expected to make themselves available for consultation with the Chairman of the Board, the Chairs of Committees and management between meetings, as required.

## 2025 Meeting Attendance

The table below lists the current directors' attendance at Board and Committee meetings held during 2025:

- The Chairman of the Board has a standing invitation at all meetings of Committees of which he is not a member.
- Martha Billes and Owen Billes are permanent invited guests at all meetings of Committees of which they are not members.
- From time to time, other directors are invited to attend meetings of Committees of which they are not members. In addition, the CEO is invited to and attends Committee meetings, as required. Attendance in both of these cases is not reflected in the table below.

Directors <sup>(1)</sup>	Board	Audit Committee	MRC Committee	Governance Committee	BCR Committee	Total (#)	Total (%)
Eric Anderson	9 of 9	4 of 4	6 of 6	–	–	19 of 19	100%
Martha Billes	9 of 9	4 of 4 (invitee)	6 of 6 (invitee)	5 of 5	3 of 3 (invitee)	27 of 27	100%
Owen Billes	9 of 9	4 of 4 (invitee)	6 of 6 (invitee)	5 of 5 (invitee)	3 of 3	27 of 27	100%
Lyne Castonguay	9 of 9	–	6 of 6	–	–	15 of 15	100%
Cathryn Cranston	9 of 9	4 of 4	–	5 of 5	–	18 of 18	100%
Steve Frazier	9 of 9	–	6 of 6	–	3 of 3 (Chair)	18 of 18	100%
Greg Hicks	9 of 9	–	–	–	–	9 of 9	100%
Norman Jaskolka	9 of 9	4 of 4	–	5 of 5 (Chair)	–	18 of 18	100%
Sylvain Leroux	9 of 9	–	–	–	3 of 3	12 of 12	100%
Donald Murray	9 of 9	–	–	–	3 of 3	12 of 12	100%
J. Michael Owens	9 of 9 (Chairman)	4 of 4 (invitee)	6 of 6 (invitee)	5 of 5	3 of 3 (invitee)	27 of 27	100%
Nadir Patel	9 of 9	4 of 4 (Chair)	–	–	3 of 3	16 of 16	100%
Christine Rupp	9 of 9	–	6 of 6	–	–	15 of 15	100%
Sowmyanarayan Sampath	9 of 9	4 of 4	–	–	–	13 of 13	100%
Cynthia Trudell	9 of 9	–	6 of 6 (Chair)	5 of 5	–	20 of 20	100%
Justin Young <sup>(2)</sup>	5 of 5	–	–	–	2 of 2	7 of 7	100%

### Notes

- (1) Sue Paish served as a director of CTC until April 30, 2025. She attended three of four Board meetings and three of four MRC Committee meetings during the year.
- (2) Mr. Young was elected to the Board and appointed to the BCR Committee on May 8, 2025.

During 2025, the Transformation Advisory Committee, an ad hoc committee established by the Board to assist in its oversight of the *True North* strategy, held seven meetings, which were attended by Ms. Rupp (Chair), Ms. Castonguay and Mr. Sampath, the members of the committee. Meetings were also attended by Ms. Billes and Messrs. Billes and Owens. The Transformation Advisory Committee concluded its mandate earlier this year.

## SERVICE ON OTHER PUBLIC COMPANY BOARDS

Directors are expected to devote appropriate time and attention to the affairs of the Company. As such, the Board has adopted an overboarding policy regarding service by its directors on other public company boards, and directors are expected to adhere to the most restrictive of the following criteria:

- any director who holds a full-time role at a public company may serve on no more than one public company board, excluding the board of his or her company, if applicable;
- any director who holds a full-time role outside of a public company, or role(s) with similar time commitments, may serve on no more than two public company boards;
- any director who is a chair/vice chair of a public company may serve on no more than three public company boards; and
- any other director may serve on no more than four public company boards.

Exceptions to the overboarding policy require the approval of the Governance Committee.

### Interlocking Directorships

An interlocking directorship exists when two or more directors of the Board serve on the same board of directors of another publicly traded company. The Governance Committee considers interlocking directorships when conducting board renewal. There are no public company interlocking directorships among the current directors or director nominees.

## ETHICAL CONDUCT

The Company is committed to maintaining its place as one of Canada's most trusted companies by embracing clear ethical conduct standards. Conducting business in accordance with high ethical standards builds a culture of integrity and protects the Company's reputation with employees, customers, vendors and other stakeholders.

The Board is responsible for setting the tone with respect to ethical conduct at the Company, and to that end, has adopted a Code of Conduct which establishes high standards of ethical conduct for directors, officers, employees and independent contractors. Directors promote ethical conduct in the Company through, among other things, their ongoing adherence to the Code of Conduct, their management of conflicts of interest, and the oversight of certain related party transactions by the Audit Committee. Directors and employees must acknowledge annually that they have read, understand and commit to abide by the standards and expectations set out in the Code of Conduct. The Board periodically reviews the Code of Conduct to ensure it continues to reflect the tone of the Company's culture and evolving standards and practices.

The Company has also adopted a Supplier Code of Business Conduct (the *Supplier Code*), which outlines the standards that the Company's vendors must adhere to, covering topics such as occupational health and safety, child labour, forced or involuntary labour, compensation and human rights.

Additional information on the Code of Conduct and the Supplier Code can be found in the Company's annual ESG Report, which is available under the *Environmental, Social and Governance* section of the Company's website at [corp.canadiantire.ca](http://corp.canadiantire.ca) and is not incorporated by reference herein. Copies of the Code of Conduct and the Supplier Code are available under the *Investor Resources* section of the Company's Investor Relations website at [investors.canadiantire.ca](http://investors.canadiantire.ca). The Code of Conduct is also available on SEDAR+ at [sedarplus.ca](http://sedarplus.ca).

### Monitoring Compliance

Members of senior management are accountable for supporting and endorsing compliance with the Code of Conduct, promoting an environment of open communication about ethical conduct obligations, and ensuring that violations are reported in a manner consistent with the requirements of the Code of Conduct. The Code of Conduct explains how the Company monitors compliance, and the Board has established a business conduct compliance program which provides a compliance mechanism for the Code of Conduct.

The Triangle Ethics Office is responsible for managing the business conduct compliance program, including:

- overseeing the confidential and anonymous receipt, retention, investigation, treatment and resolution of complaints and concerns relating to breaches of the Code of Conduct, including with respect to accounting, internal accounting controls or auditing matters;
- managing a business conduct hotline and web reporting service that is operated by a third-party service provider; and
- reporting to the Audit Committee on all reported violations of the Code of Conduct and their disposition, on a quarterly basis.

## Conflicts of Interest and Related Party Transactions

The Company has policies and processes in place to manage conflicts of interest and review related party transactions. Conflicts of interest can arise where a director or an officer is a party to, or has a material interest in, an existing or proposed material transaction or agreement with the Company.

In the event of a potential or actual conflict of interest, directors are required to provide written disclosure to the Company regarding, or to make a request to have entered in the minutes of meetings of directors, the nature and extent of their interest. Directors are also asked to disclose potential or actual conflicts of interest in an annual questionnaire. In the event of a potential or actual conflict of interest relating to an agreement or transaction that is before the Board, directors are given an opportunity to discuss the agreement or transaction in the absence of the interested director, and a director who has declared a conflict of interest cannot vote on any resolution to approve the agreement or transaction in which they have a material interest. To manage conflicts in connection with the Board's oversight of the Company's relationship with Dealers, directors who are Dealers recuse themselves from any discussion or voting on the terms of the contractual arrangements between the Company and the Dealers.

In accordance with its Mandate, the Audit Committee reviews all proposed related party transactions that are not in the ordinary course and are not dealt with by a special committee of independent directors pursuant to Canadian securities laws and, if appropriate, recommends these transactions to the Board.

## Director Development

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The Governance Committee is responsible for ensuring that directors receive appropriate orientation to the Company and the Board and ongoing education opportunities to support their effective oversight.

### DIRECTOR ORIENTATION

New directors who join the Board are provided with comprehensive onboarding materials, including the Company's strategic and annual business plans, corporate and Board policies, Board governance documents and the most recent annual disclosure documents. To accelerate their understanding of the Company's business, meetings are also arranged for new directors with the Chairman of the Board, the Chairs of the Committees to which the new director has been appointed, the CEO, the CFO, other key executives, and the Corporate Secretary. The Chairman of the Board assigns a veteran Board member to provide additional guidance and support to each new director during their initial months on the Board. New directors are provided with the opportunity to visit the Company's operations, including stores and distribution centres.

### DIRECTOR EDUCATION

Directors receive a substantial amount of education in the context of Board and Committee meetings. Board agendas are centred on material strategic and risk topics, business performance and regular Board approval matters, and are developed in consultation with the Chairman of the Board and the CEO, with input from other members of management, as appropriate. Many of the agenda topics presented by management include educational components on the matters most relevant to the Company and its business. Site visits are also arranged to provide directors with a better appreciation for the operating environment of the business, such as stores and distribution centres.

The Governance Committee annually identifies education topics that merit a deeper understanding by the Board and would be best delivered by outside experts. The Chairman of the Board may also initiate external education for the Board. External education may take various forms (e.g., interactive learning, tabletop exercises, case studies, etc.) to bolster director engagement. From time to time, the Committee Chairs also initiate external education for their Committees, and invite other directors to attend those presentations, as appropriate. In past years, the Board has engaged external advisors to provide education on topics such as board effectiveness, cyber security, the geopolitical environment and AI.

To support self-directed education, the Company reimburses its directors up to a fixed amount each year to attend conferences, seminars, courses and other self-directed educational experiences intended to expand their knowledge and skills, and support the fulfilment of their duties as directors of the Company. The Company also maintains a membership with the Institute of Corporate Directors (ICD), providing directors with access to the ICD's resources and educational courses. Directors also receive education through a variety of third-party newsletters, bulletins and magazines.

In 2025, the Board and the Committees received education in connection with the following presentations from management and/or its external advisors:

Description	Date	Participants
Canada/U.S. Relations and Tariff Impacts	February 12, 2025	Board
ESG Regulatory and Industry Developments	March 5, 2025	BCR Committee
	July 30, 2025	
	November 5, 2025	
Canadian Retail Consumer Demand	June 4, 2025	Board
Transformation Governance	June 5, 2025	Board
Customer Insights	July 30, 2025	BCR Committee
Privacy, AI and Data Governance	July 30, 2025	BCR Committee
Corporate Governance Developments	December 3, 2025	Governance Committee

## Performance Assessments

The Board, through its Governance Committee, is responsible for assessing the effectiveness and contributions of the Board, the Committees (including the Committee Chairs), the Chairman of the Board and individual directors, as well as the effectiveness of the Board's relationship with management. The Governance Committee has a formal process for carrying out these assessments every two years, which is regularly reviewed to ensure its continued effectiveness.

To enable assessments that encourage candid and constructive feedback, directors are first asked to complete an online survey, which is then followed by interviews with each director that are led by the Chair of the Governance Committee and the Chairman of the Board. The survey is used to gauge Board and Committee performance related to key areas of responsibility. The interview process provides the directors with the opportunity to elaborate on their survey responses and share further reflections, as well as give feedback on the performance of their peers, including the Committee Chairs and the Chairman of the Board. While the interviews are structured around guidelines that are circulated in advance to the directors, they also allow significant latitude to accommodate open-ended, in the moment conversation regarding where directors think there is opportunity for improvement. The CEO's participation in this process allows the Governance Committee to gauge the Board and management's relationship, ensuring there is alignment on the ways the Board and management work together in service of the Company's long-term success.

The results of the assessments are reviewed with the Governance Committee and reported to the Board. The Committee Chairs also discuss their respective performance appraisals with their Committees. The performance assessment results are used to establish priorities, identify areas for improvement and align on the actions that are necessary to enhance Board and Committee effectiveness. The Chair of the Governance Committee provides feedback to the directors, including the Chairman of the Board and the Committee Chairs, on their personal performance based on the peer reviews. The Chairman of the Board gathers feedback on the

performance of the Chair of the Governance Committee and discusses that feedback with him. The results of the individual director performance assessments are one of the factors considered by the Governance Committee in connection with board renewal, including the appointment of directors to Committees.

Periodically, the Governance Committee retains a third-party consultant to facilitate a more comprehensive assessment process to provide an independent perspective on the Board's performance, and comparison of the Board's effectiveness relative to other high-performing boards.

## Environmental, Social and Governance

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CTC's Brand Purpose, We Are Here to Make Life in Canada Better, informs its decisions and strategy, which includes its approach to ESG matters. The Company has identified the ESG topics that are most relevant to the enterprise and its stakeholders, and manages the associated risks and opportunities.

At the Board, primary oversight of CTC's ESG strategies and risk management is delegated to the BCR Committee. The BCR Committee's ESG responsibilities include, but are not limited to:

- monitoring emerging trends, risks, issues and regulatory developments in relation to ESG matters;
- overseeing the Company's management of its priority ESG topics (including strategies and targets) and the impacts of these topics on the Company's brand and reputation; and
- approving the Company's ESG reporting.

For additional information, see *Brand and Corporate Responsibility Committee Report* on page 43.

Certain ESG topics are delegated by the Board to the other Committees, and the BCR Committee coordinates with the Board and those Committees, as needed. For example, the MRC Committee oversees talent and DIB, the Audit Committee oversees business ethics and cyber security, and the Governance Committee oversees the Board's approach to corporate governance.

CTC publishes an annual ESG Report which outlines its approach to ESG, including underlying strategies and targets. The report includes a Climate Data Index and disclosures against the Sustainability Accounting Standards Board (SASB) standards. The Company also publishes reports on specific ESG matters, including an annual Forced Labour and Child Labour Report and an annual Diversity, Inclusion & Belonging Year-in-Review. These reports are available under the *Environmental, Social and Governance* section of the Company's website at [corp.canadiantire.ca](http://corp.canadiantire.ca) and are not incorporated by reference herein.

## Shareholder Engagement

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The Board believes that maintaining open lines of communication with shareholders on key matters is of critical importance. As such, the Board and management have established various processes to solicit the views of shareholders, and have worked to develop a trusted relationship with the investment community. The Governance Committee oversees management's approach to shareholder engagement and reviews the Board's efforts to strengthen its connection with shareholders.

Ordinary course engagement and communications with shareholders, whether through the Board or management, include:

- quarterly earnings calls and press releases;
- annual and quarterly financial reports;
- other annual disclosures and voluntary reporting, including management information circulars, annual information forms and ESG reports;
- industry conferences, store tours and distribution centre tours;
- information provided on our website;
- responses to investor inquiries via phone, email or letters;
- our Annual Meeting of Shareholders; and
- events and meetings with institutional and other shareholders.

Shareholders are requested to direct any inquiries to the Investor Relations department via email to [investor.relations@cantire.com](mailto:investor.relations@cantire.com), with a copy to the Corporate Secretary's Office at [corporatesecretary@cantire.com](mailto:corporatesecretary@cantire.com) for matters directed to the Board. Shareholders may also reach the Board directly by mail using the contact information set out on the *How to Contact Us* page at the end of the Circular. Depending on the nature of the inquiry, the matter may be addressed by management, the Chairman of the Board and/or one or more directors at the appropriate time. Matters that may be addressed by the Board include the Board's governance practices and board renewal, as well as the Board's oversight of strategy, risk, executive compensation, talent development and succession planning, and ESG. To keep the Board apprised of management's shareholder engagement activities, the Head of Investor Relations provides an update on shareholder engagement and investor relations matters at all regularly scheduled Governance Committee meetings. She also keeps the Chairman of the Board and the Committee Chairs informed of developments between meetings, as needed.

## 2025 ENGAGEMENTS

During 2025, the Board and management conducted various shareholder engagement activities, including responding to incoming shareholder feedback.

The Chairman of the Board and the Chair of the MRC Committee met with representatives of the proxy advisor Glass Lewis & Co. to discuss the *True North* strategy and executive compensation decisions in support of the strategy, as well as the Company's share structure. Management also engaged with shareholders, on behalf of the Board, to discuss the Company's dual-class share structure and associated governance practices in response to voting decisions at the 2025 Annual Meeting of Shareholders, and reported to the Governance Committee on shareholder feedback. In response to feedback received, this Circular now includes a dedicated section with information on the Company's share structure and voting rights of the Company's shareholders. See *About our Share Structure* on page 24.

In addition, the CEO and other members of management engaged with individuals from 94 investor institutions during 2025. Engagement was conducted through direct meetings, participation in eight investor conferences and roadshows, and three store tours. Meetings addressed topics of interest to investors, including with respect to the *True North* strategy, capital allocation, business performance and ESG matters.

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## COMMITTEE REPORTS

The following Committee reports present an overview of key responsibilities and provide an update of each Committee's activities in 2025.

### Audit Committee Report

#### MEMBERS



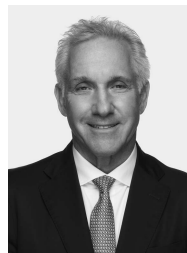
**NADIR  
PATEL**  
(Chair)



**ERIC  
ANDERSON**



**CATHRYN  
CRANSTON**



**NORMAN  
JASKOLKA**



**SOWMYANARAYAN  
SAMPATH**

#### PURPOSE AND RESPONSIBILITIES

*The following is a summary of the key responsibilities of the Audit Committee. For a full description of the Committee's responsibilities, see the Audit Committee Mandate which is available under the Corporate Governance section of the Company's Investor Relations website at [investors.canadiantire.ca](http://investors.canadiantire.ca).*

The Audit Committee assists the Board with its oversight responsibilities concerning the integrity of the Company's financial statements and related disclosures, as well as compliance with associated regulatory requirements. Subject to its review and discussions with management and the external auditor, the Committee recommends to the Board the Company's Financial Statements, Management's Discussion and Analysis, Annual Information Forms and earnings press releases. The Committee also reviews material financial information contained in prospectuses or other offering or publicly filed disclosure documents.

In addition, the Audit Committee assists the Board with its oversight responsibilities concerning internal control over financial reporting and disclosure controls and procedures. It receives regular reports from management, internal audit and the external auditor on these matters, and reviews and discusses the associated certifications with the Company's certifying officers.

With respect to auditor oversight, the Audit Committee recommends to the Board the external auditor's nomination and remuneration, conducts an annual review of the external auditor, evaluates their qualifications, independence and performance, and approves the audit plan and all other services provided by the external auditor. The Committee also reviews internal audit's mandate, annual plan and resources, and receives regular reports from internal audit concerning controls that mitigate key risks.

The Audit Committee plays a key role in supporting the Board's oversight of risk. The Committee reviews and recommends to the Board changes to the Company's ERM Policy and Framework, Risk Appetite Statements and other policies governing risk. The Committee oversees ERM processes and the Company's assessment and management of key risks, and then reports on such risks to the Board. It also receives additional reporting on financial, credit, cyber security and legal and regulatory risk exposures, and ethical business conduct matters, and reviews the Company's risk disclosures.

The Audit Committee's other responsibilities include receiving reports from the audit committees of CTB and CT REIT, reviewing certain related party transactions, reviewing the discretionary expenses of the Chairman of

the Board and the CEO, discussing the quality and sufficiency of accounting and finance personnel and resources with the CFO, reviewing and approving the insurance coverage maintained by the Company, reviewing the appointments of the CFO and the Treasurer and scheduling education topics at Committee meetings, as appropriate.

## 2025 UPDATE

The Audit Committee met four times during 2025. Highlights of the work performed by the Committee during 2025, as part of, or in addition to, its responsibilities under its Mandate, include:

- receiving quarterly financial performance reports with respect to the Company's reporting segments, and discussing key drivers of, and impacts to, performance;
- reviewing changes to accounting standards and the accounting treatment of certain business activities, along with associated disclosures;
- overseeing *True North* financial matters related to the business plan and capital allocation;
- reviewing the appointment of Darren Myers as Executive Vice-President and Chief Financial Officer of the Company;
- receiving reporting on the activities overseen by the audit committees of CTB and CT REIT;
- reviewing reports from internal audit concerning the findings of project and process audits and other reviews and related action plans to improve controls and processes that mitigate key risks;
- discussing and considering reports from the external auditor concerning its review and audit of the financial statements of the Company;
- receiving quarterly ERM reporting on key risks, including with respect to transformation-related risks;
- overseeing management's strategy and priorities for addressing cyber security risk through the review of quarterly reports from management, including a cyber security risk dashboard;
- monitoring the Company's financial risk management, including with respect to liquidity, credit ratings and hedging programs, through the review of quarterly reports from management;
- reviewing and recommending to the Board updates to the Financial Risk Management Board Policy; and
- overseeing and participating in its annual review of the external auditor's performance.

## COMPOSITION

Applicable Canadian securities laws require the Audit Committee to be comprised of independent directors (as determined under NI 52-110) who are financially literate. The Board has determined that each member of the Audit Committee is independent and financially literate within the meaning of NI 52-110.

## AUDITOR INDEPENDENCE

The Audit Committee has adopted an External Auditor Independence Policy which establishes practices and procedures that are designed to ensure the independence of the external auditor. Pursuant to the policy, restrictions have been implemented with respect to the hiring of current or former partners, or members of the engagement team, of the external auditor and the provision of certain services by the external auditor which may impede its independence. The policy also outlines procedures relating to the provision of audit, audit-related and non-audit services by the external auditor, including the pre-approval of non-audit services. The Committee conducts an annual review of the performance of the external auditor and, based on the most recent assessment, has recommended that Deloitte LLP be re-appointed the external auditor at the Meeting.

## ADDITIONAL INFORMATION

Additional information about our Audit Committee, as required by NI 52-110, is contained in Sections 8 and 9 of the 2025 AIF, which is available on SEDAR+ at [sedarplus.ca](https://www.sedarplus.ca) and under the *Financial Reporting* section of the Company's Investor Relations website at [investors.canadiantire.ca](https://investors.canadiantire.ca). A copy of the Audit Committee Mandate is also included in the 2025 AIF.

## Management Resources and Compensation Committee Report

### MEMBERS



CYNTHIA  
TRUDELL  
(Chair)



ERIC  
ANDERSON



LYNE  
CASTONGUAY



STEVE  
FRAZIER



CHRISTINE  
RUPP

### PURPOSE AND RESPONSIBILITIES

The following is a summary of the key responsibilities of the MRC Committee. For a full description of the Committee's responsibilities, see the MRC Committee Mandate which is available under the Corporate Governance section of the Company's Investor Relations website at [investors.canadiantire.ca](http://investors.canadiantire.ca).

The MRC Committee assists the Board with its oversight responsibilities relating to talent management practices and programs for senior management, executive compensation, the Company's compensation philosophy, benefit, retirement and savings plans, the development, assessment, and advancement of executives, and succession planning for the Top Roles, as well as employee engagement and the Company's DIB strategy.

As part of its Mandate, the MRC Committee annually reviews and reports to the Board on management's practices and programs relating to talent development, assessment and advancement of senior executives, and succession planning for the CEO and Top Roles. For additional information on the Company's succession planning process, see *Succession Planning* on page 22.

The MRC Committee reviews and approves the principal employment terms of Top Roles, and reviews and recommends to the Board the principal employment terms of the CEO. The Committee recommends to the Board the CEO's annual performance objectives and, in consultation with the Chairman of the Board, conducts an annual assessment of the CEO's performance and reports to the Board on the outcome of this assessment. The Committee also reviews the annual performance objectives of Top Roles and receives a report from the CEO on how such executives are performing against their objectives.

The MRC Committee oversees the Company's compensation philosophy for all employees and annually reviews and recommends to the Board the design and make-up of the Company's compensation plans and programs for senior management, including base salary, the Short-Term Incentive Plan (STIP), the Long-Term Incentive Plan (LTIP), benefits, perquisites and SOGs for executives. As part of this review, it assesses the linkage of CTC's executive compensation philosophy and incentive plans to CTC's strategy and performance. The Committee approves grants pursuant to CTC's LTIP, and reviews and approves performance goals, conditions and award payouts under the Company's STIP and LTIP, as well as the adjudication of matters impacting these plans. It also recommends to the Board material changes to employee benefit, retirement and savings programs. The Committee reviews the share ownership of senior executives relative to their SOGs. It also recommends to the Board the executive compensation disclosure in this Circular, including with respect to the compensation of the Named Executive Officers. In carrying out its responsibilities, the MRC Committee consults with its compensation advisors, as appropriate.

For additional information regarding the role of the MRC Committee in executive compensation, see *Role of the MRC Committee in Executive Compensation* on page 52.

## 2025 UPDATE

The MRC Committee met six times in 2025. Highlights of the work performed by the Committee during 2025, as part of, or in addition to, its responsibilities under its Mandate, include:

- in connection with the *True North* strategy, overseeing the transition from a holding company structure to a more integrated operating model, advising on the redesigned executive leadership team, and approving the compensation for new executives and those in new Top Roles;
- considering and recommending to the Board the design of a one-time 2025 Transformation STIP award (see *2025 Transformation STIP* on page 65 of this Circular for further details);
- reviewing and recommending to the Board changes to the LTIP award mix for senior executives and changes to Performance Share Unit performance measures (see *Long-Term Incentive Plan* on page 67 of this Circular for further details);
- considering and advising on the design of a one-time Transformation LTIP award for 2026 (see *2026 Transformation LTIP* on page 71 of this Circular for further details);
- reviewing the performance objectives of Top Roles and recommending to the Board the performance objectives of the CEO;
- approving the 2024 profit sharing program awards and the 2022 Performance Share Unit payout (see *2022 PSU Payout (Vested in 2025)* on page 70 of this Circular for further details);
- reviewing and approving performance goals and conditions under the Company's 2025 STIP and 2025 LTIP, and approving the 2025 LTIP grants;
- reviewing, advising on, and reporting to the Board on talent development and succession planning for the CEO and Top Roles;
- discussing with management risks related to human capital management matters, including talent availability, retention and pipeline, DIB, compensation and employee well-being, as well as employee engagement results; and
- recommending to the Board the Company's 2026 executive compensation plans and programs.

For information on 2025 compensation awarded to the Named Executive Officers, see *Executive Compensation* beginning on page 49.

## EXECUTIVE DIVERSITY

The MRC Committee oversees the Company's DIB strategy and monitors its implementation. CTC employs eleven (33%) women on its senior executive team, which is comprised of individuals at the level of Senior Vice-President and above. The Company and its major subsidiaries (including CTB), employ two women in executive officer positions, representing approximately 17% of the total executive officers (the terms executive officers and major subsidiaries have the meanings ascribed thereto under applicable Canadian securities laws). CTC has chosen not to adopt executive diversity targets, including with respect to the representation of women in senior executive positions, which include the executive officer positions, as it believes that diverse representation is achieved when the Company takes a systemic approach to creating an inclusive work environment, and that targets alone cannot adequately address retention or tackle the inequities and barriers faced by diverse employees. Additional information on the Company's DIB strategy can be found in the Company's annual ESG Report and Diversity, Inclusion & Belonging Year-in-Review. These reports are available under the *Environmental, Social and Governance* section of the Company's website at [corp.canadiantire.ca](http://corp.canadiantire.ca) and are not incorporated by reference herein.

## Governance Committee Report

### MEMBERS



**NORMAN  
JASKOLKA**  
(Chair)



**MARTHA  
BILLES**



**CATHRYN  
CRANSTON**



**J. MICHAEL  
OWENS**



**CYNTHIA  
TRUDELL**

### PURPOSE AND RESPONSIBILITIES

The following is a summary of the key responsibilities of the Governance Committee. For a full description of the Committee's responsibilities, see the Governance Committee Mandate which is available under the Corporate Governance section of the Company's Investor Relations website at [investors.canadiantire.ca](http://investors.canadiantire.ca).

Pursuant to its Mandate, the Governance Committee focuses on the Board's approach to corporate governance through its monitoring of regulatory developments and industry best practices, having regard for the Company's Brand Purpose and Core Values, with a view to continually improving the Company's corporate governance standards.

As the Board committee responsible for board renewal, the Governance Committee recommends to the Board the director nominees for election at the Company's Annual Meeting of Shareholders, or for appointment to fill vacancies on the Board as they arise between shareholder meetings. In making its recommendations, the Committee considers the Board's skills matrix and diversity policy, the results of director performance assessments, director tenure, succession planning for Board and Committee leadership positions, independence considerations and other legal requirements, the Board's overboarding policy and interlocking directorships, as well as the results of due diligence reviews. The Committee also maintains an evergreen list of qualified, prospective director candidates to support board renewal. Related to its oversight of board renewal, the Committee assesses the independence of directors, approves changes to the overboarding policy, and recommends changes to the Company's majority voting policy. The Committee also annually assesses the effectiveness of the Board's diversity policy in promoting a diverse Board and reviews the skills matrix to ensure the highest priority skills are represented on the Board.

The Governance Committee recommends to the Board the appointment of the Chairman of the Board and the Chair and members of the Governance Committee, and appoints the Chairs and members of the other Committees. The Committee also reviews the individuals proposed by the Company for election to the board of trustees of CT REIT and the board of directors of CTB, including the Chairman of the Board of CTB.

The Governance Committee regularly reviews its Mandate, the Position Descriptions of the Chairman of the Board, and the Committee Chairs, as well as the Expectations of Directors, and assesses the Board's processes for director orientation and director education. It is responsible for developing a process for, and conducting, an evaluation of the effectiveness of the Board, the Committees (including the Committee Chairs), the Chairman of the Board and individual directors, and providing related reporting to the Board. The Committee also reviews and recommends to the Board changes to director compensation, the Director Expense Reimbursement, Benefit and Travel Policy, and the SOGs for directors. The Committee oversees succession planning for the Chairman of the Board position and, in the event of a CEO emergency, the Committee is responsible for recommending to the Board whether to invoke the emergency succession plan. The Committee receives updates on management's shareholder engagement activities at each regularly scheduled meeting, and

oversees plans for Board-shareholder engagement. The Committee also recommends to the Board the governance portions of the Circular.

## 2025 UPDATE

The Governance Committee met five times in 2025. Highlights of the work performed by the Committee during 2025, as part of, or in addition to, its responsibilities under its Mandate, include:

- recommending to the Board the adoption of the Executive Compensation Advisory Resolution, to be voted on by both the holders of Common Shares and the holders of Class A Non-Voting Shares, which is being introduced at the Meeting, and approving the Board's Say on Pay policy;
- approving the process for, and overseeing, the assessment of the Board, the Committees (including the Committee Chairs), the Chairman of the Board and individual directors, and recommending related action plans to support Board effectiveness;
- conducting a market review of the Company's director compensation program, and recommending to the Board director compensation changes, effective January 1, 2026;
- reviewing and recommending to the Board amendments to the Director SOGs;
- reviewing and approving updates to the Board's skills matrix;
- receiving reports from the Corporate Secretary on corporate governance developments and addressing such developments, as appropriate; and
- receiving reports on key investor relations topics and activities, as well as plans for Board-shareholder engagement.

## Brand and Corporate Responsibility Committee Report

### MEMBERS



STEVE  
FRAZIER  
(Chair)



OWEN  
BILLES



SYLVAIN  
LEROUX



DONALD  
MURRAY



NADIR  
PATEL



JUSTIN  
YOUNG

### PURPOSE AND RESPONSIBILITIES

The following is a summary of the key responsibilities of the BCR Committee. For a full description of the Committee's responsibilities, see the BCR Committee Mandate which is available under the Corporate Governance section of the Company's Investor Relations website at [investors.canadiantire.ca](https://investors.canadiantire.ca).

The purpose of the BCR Committee is to assist the Board in overseeing the Company's ESG efforts and ensuring the Company's brand remains trusted and relevant to Canadians. In carrying out this mandate, the Committee oversees the development and fulfilment of the Company's Brand Purpose, monitors emerging trends, risks, issues and regulatory developments in relation to ESG matters, oversees the Company's management of its priority ESG topics (including associated strategies and targets) and the impacts of those topics on the Company's brand and reputation, and approves the Company's ESG reporting. As part of its mandate, the Committee oversees climate-related matters, including climate change impacts on the Company's strategy, any climate-related targets adopted by the Company and progress against those targets, and the Company's management of its climate risks and opportunities. The Committee also receives an annual update on key climate change metrics.

The BCR Committee also reviews assessments and studies of the Company's brand and reputation, monitors the integration of the Company's Brand Purpose with the Company's strategy, and reviews the brand health of the Company's charity of choice, Jumpstart.

### 2025 UPDATE

The BCR Committee met three times in 2025. Highlights of the work performed by the Committee during 2025, as part of, or in addition to, its responsibilities under its Mandate, include:

- monitoring the Company's ESG efforts and related ESG matters through a dashboard presented at each meeting of the Committee, which addresses progress on key targets and strategic updates, ESG reporting developments and external stakeholder perceptions regarding ESG matters;
- overseeing the development, and approving the publication and dissemination, of the Company's annual ESG Report, inclusive of the Company's Climate Data Index and SASB Index;
- reviewing and recommending to the Board the Company's annual Forced Labour and Child Labour Report;
- overseeing updates to the Company's ESG strategy, including its approach with respect to priority ESG topics;
- receiving reports from management on strategies, practices and programs related to priority ESG topics, including responsible sourcing, privacy, AI and data governance, and DIB;

- receiving reports from management on climate change matters, including the climate resiliency strategy aligned to the *True North* strategy, having regard for internal and external assessments, which have included scenario analyses over a medium-term (2030) and long-term (2050) time horizon;
  - receiving reports from management on the role of brand trust in driving positive customer engagement and business performance, and reviewing insights from the Company's brand trust study; and
  - reviewing reports on Jumpstart's activities, brand health metrics and strategic plan.
-



## DIRECTOR COMPENSATION

CTC's director compensation program is designed to attract and retain qualified and committed directors, appropriately reward them for their time and contributions, and align their interests with the objectives of CTC and its shareholders.

Pursuant to its delegated authority, the Governance Committee reviews and recommends to the Board the form and amount of director compensation to ensure it is commensurate with the responsibilities of the directors and competitive with other companies which are comparable in terms of size and complexity to CTC's business.

### Director Fees

Directors are compensated for their service on the Board and the Committees through a combination of flat-fee retainers and a travel fee (if applicable). From time to time, the Board may establish ad hoc committees to provide support on key projects or initiatives, and additional fees may be paid to directors serving on such committees. The CEO does not receive fees for serving on the Board. For information on the compensation of the CEO for the fiscal year ended January 3, 2026, see *Executive Compensation* beginning on page 49.

Director fees are paid quarterly and pro-rated, as applicable. Directors may elect to receive their fees in cash and/or DSUs. Directors are also reimbursed for travel and other expenses they incur for attending Board, Committee and shareholder meetings.

The following table lists the fees our directors were entitled to receive in 2025:

Fees <sup>(1)</sup>	Amount (\$)
<b>Annual Retainers</b>	
Chairman of the Board <sup>(2)</sup>	500,000
Directors <sup>(3)</sup>	225,000
Committee Chairs:	
• Audit Committee	40,000
• MRC Committee	30,000
• Governance Committee	30,000
• BCR Committee	30,000
Additional Committee Retainer <sup>(4)</sup>	15,000
Permanent Invited Guest Committee Retainer <sup>(5)</sup>	10,000
<b>Travel Fee</b>	
Annual fee payable to directors whose principal residence is two or more time zones away from Toronto or outside Canada	10,000

#### Notes

- (1) All director fees are earned and paid in Canadian dollars, with the exception of fees for U.S. directors which are paid in U.S. dollars on the basis of a one-for-one exchange rate of Canadian dollars to U.S. dollars.
- (2) The Chairman of the Board receives an all-inclusive retainer and does not receive any additional fees for serving on, or attending meetings of, Committees.
- (3) The Director retainer includes compensation for service on one Committee.
- (4) The Additional Committee Retainer is paid for each additional Committee a director serves on beyond one Committee.
- (5) The Permanent Invited Guest Committee Retainer is paid when a director participates on a Committee as a permanent invited guest.

## COMPENSATION FOR SERVICE ON SUBSIDIARY BOARDS

From time to time, one or more of the independent directors of CTC may be appointed to serve on the board of directors of CTB. Non-management directors serving on the board of CTB, including the CTC directors, are compensated through a combination of flat-fee retainers. They are also reimbursed for travel and other expenses incurred to attend CTB board and committee meetings. Fees earned for service on the CTB board cannot be received in DSUs.

## 2026 DIRECTOR COMPENSATION CHANGES

In 2025, the Governance Committee engaged Hugessen Consulting Inc. (*Hugessen*) to assist with a market review of the Company's director compensation program, which was last reviewed in 2022. CTC's director compensation program was benchmarked against a Canadian peer group, comprised of issuers of a similar scale and size to the Company in a broad range of industries, and a North American peer group, focused on both Canadian and U.S. retailers. Based on the results of the market review and various other considerations, the Governance Committee recommended changes to the director compensation program, which were approved by the Board, effective January 1, 2026. Key among the changes were increases to the director retainer from \$225,000 to \$260,000, the MRC Committee Chair retainer from \$30,000 to \$40,000, and the Chairman of the Board retainer from \$500,000 to \$550,000, reflecting increases in the market and/or increased responsibilities and workload.

## Deferred Share Unit Plan for Directors

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Each director who is not an employee or officer of CTC or any of its subsidiaries is eligible to participate in the DSU Plan for Directors, pursuant to which the director may elect to receive all or part of their fees, which are paid quarterly, in DSUs. The number of DSUs is calculated based on the ten-day volume weighted average price of Class A Non-Voting Shares on the TSX prior to and including the last business day before the end of the applicable quarter. Additional DSUs are credited to a director's DSU account as DSU dividend equivalents when the Company pays a dividend or other cash distribution on its Class A Non-Voting Shares.

All DSUs and DSU dividend equivalents are vested at the time of issuance and are settled and paid in cash after the director completes their service with the Company. Payment is calculated based on the number of DSUs credited to the director's account as of the settlement date and the ten-day volume weighted average price of Class A Non-Voting Shares on the TSX prior to and including the last business day before the settlement date.

## Director Share Ownership Guidelines

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To ensure directors' interests are aligned with those of CTC's shareholders, demonstrate that directors are financially committed to CTC through personal share ownership and promote CTC's long-standing commitment to sound corporate governance, the Board has adopted SOGs for CTC's directors. Each director other than the CEO is required to accumulate three times the annual director retainer (for 2025, \$675,000), or, in the case of the Chairman of the Board, two times the annual Chairman of the Board retainer (for 2025, \$1,000,000), in Common Shares, Class A Non-Voting Shares and/or DSUs by their fifth anniversary on the Board, or, in the case of the Chairman of the Board, by their fifth anniversary in the role, based on the greater of the acquisition cost and market value of such securities. As a result of the 2026 director compensation changes described above, the SOG amount for directors increased to \$780,000, or, in the case of the Chairman of the Board, \$1,100,000, effective January 1, 2026.

A director who has not accumulated the SOG amount is required to receive at least 50% of their compensation in DSUs. Alternatively, a director may elect to receive all or a portion of their compensation in cash to acquire Common Shares and/or Class A Non-Voting Shares in the open market. The number of shares to be purchased and the timing of such purchases are at the director's discretion, provided the director demonstrates annual progress in acquiring shares to satisfy the SOG amount. If the SOG amount increases, directors are required to accumulate the difference between the new SOG amount and the value of their holdings by the later of their guideline achievement date, if not yet passed, and two years following the effective date of the director retainer increase.

U.S. directors are required to meet the SOG amount in U.S. dollars. For the purpose of assessing compliance, the SOG amount is converted into Canadian dollars using a fixed exchange rate established by the Governance Committee from time to time. The current exchange rate is 1.3724, based on the three-year average exchange rate over the 2023-2025 period. For 2025, the SOG amount for U.S. directors was \$930,000 in Canadian dollars. As a result of the 2026 director compensation changes, the SOG amount for U.S. directors increased to \$1,070,000 in Canadian dollars, effective January 1, 2026.

The Governance Committee regularly assesses the appropriateness of the SOGs relative to the market and the Board's desire to balance the directors' financial commitment to CTC with diversification in their personal investment portfolios.

## DIRECTORS' HEDGING POLICY

Directors may not engage in transactions, including, for greater certainty, purchasing financial instruments, such as prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to, or which could hedge, offset or otherwise reduce or limit their economic risk, including as a result of a decrease in the market value of the Common Shares or Class A Non-Voting Shares, with respect to their ownership of Common Shares, Class A Non-Voting Shares and DSUs.

## 2025 Compensation

The table below shows the compensation paid to CTC's directors, other than the CEO, with respect to CTC's most recently completed fiscal year, which ended on January 3, 2026, and the allocation of fees between cash and DSUs:

Director Name	Fees Earned <sup>(1)</sup> (\$)	All Other Compensation <sup>(2)</sup> (\$)	Total (\$)	Allocation of Fees Earned	
				Cash (%)	DSUs (%)
Eric Anderson <sup>(3)</sup>	250,000	–	250,000	80%	20%
Martha Billes	255,000	5,798	260,798	100%	–
Owen Billes	255,000	3,713	258,713	100%	–
Lyne Castonguay <sup>(3)(4)</sup>	250,000	–	250,000	75%	25%
Cathryn Cranston	240,000	18,261	258,261	–	100%
Steve Frazier <sup>(3)</sup>	265,000	–	265,000	100%	–
Norman Jaskolka	255,000	–	255,000	50%	50%
Sylvain Leroux	225,000	–	225,000	–	100%
Donald Murray	235,000	–	235,000	100%	–
J. Michael Owens	500,000	75,100	575,100	75%	25%
Sue Paish <sup>(5)</sup>	78,118	–	78,118	35%	65%
Nadir Patel	265,000	–	265,000	60%	40%
Christine Rupp <sup>(3)(4)</sup>	255,000	–	255,000	35%	65%
Sowmyanarayan Sampath <sup>(3)(4)</sup>	250,000	–	250,000	–	100%
Cynthia Trudell <sup>(3)</sup>	265,000	–	265,000	–	100%
Justin Young <sup>(6)</sup>	152,363	–	152,363	–	100%

### Notes

- (1) Fees Earned includes the aggregate of annual retainers and the travel fee (if applicable) received in cash and/or DSUs at the election of each director. All director compensation is earned and paid in Canadian dollars, with the exception of U.S. directors who are paid in U.S. dollars.
- (2) All Other Compensation includes: (i) director compensation paid to Mr. Owens (\$70,000) and Ms. Cranston (\$18,261) for serving as directors of CTB, and (ii) perquisites for Ms. Billes in respect of home security (\$5,798), for Mr. Billes in respect of home security (\$1,950) and head office parking (\$1,763), and for Mr. Owens in respect of head office parking (\$900) and executive medical services (\$4,200). All directors were also eligible to participate in CTC's roadside assistance program, which carries a notional value of approximately \$67 and is not reflected in the table above.

- (3) Ms. Castonguay, Rupp and Trudell and Messrs. Anderson, Frazier and Sampath are U.S. directors and were paid their director fees in U.S. dollars, on the basis of a one-for-one exchange rate of Canadian dollars to U.S. dollars. The 2025 average annual exchange rate posted by the Bank of Canada for the conversion of U.S. dollars to Canadian dollars was USD \$1.00 equals CAD \$1.3978.
- (4) Members of the Transformation Advisory Committee, Ms. Castonguay and Mr. Sampath, received an annual retainer of \$15,000, or in the case of the committee Chair, Ms. Rupp, an annual retainer of \$20,000.
- (5) Ms. Paish served as a director of CTC until April 30, 2025. Her director compensation was pro-rated accordingly.
- (6) Mr. Young was elected as a director of CTC on May 8, 2025. His director compensation was pro-rated accordingly.

## Director Share-Based Awards

The table below shows the DSUs held by CTC's directors, other than the CEO, as of the end of CTC's most recently completed fiscal year, which ended on January 3, 2026.

Director Name	Total Number of DSUs <sup>(1)</sup> (#)	Value of DSUs Not Paid Out or Distributed <sup>(2)</sup> (\$)	DSUs Granted During the Fiscal Year <sup>(1)</sup> (#)	Value of DSUs Vested During the Fiscal Year <sup>(3)</sup> (\$)
Eric Anderson	7,358	1,289,710	720	118,644
Martha Billes	–	–	–	–
Owen Billes	–	–	–	–
Lyne Castonguay	1,507	264,147	572	95,128
Cathryn Cranston	4,130	723,906	1,578	262,417
Steve Frazier	–	–	–	–
Norman Jaskolka	8,788	1,540,361	1,119	185,000
Sylvain Leroux	6,599	1,156,673	1,595	264,869
Donald Murray	11,239	1,969,972	478	77,712
J. Michael Owens	6,838	1,198,565	1,021	169,086
Sue Paish <sup>(4)</sup>	1,469	257,486	315	47,899
Nadir Patel	3,442	603,314	765	127,086
Christine Rupp	4,643	813,825	1,546	256,748
Sowmyanarayan Sampath	8,188	1,435,193	2,383	395,439
Cynthia Trudell	17,858	3,130,150	2,917	482,632
Justin Young <sup>(5)</sup>	894	156,700	894	153,676

### Notes

- (1) The total number of DSUs held by each director, or granted during the year, includes DSU dividend equivalents and has been rounded down to the nearest whole number.
- (2) The value of DSUs held by each director as of the Company's 2025 fiscal year end has been calculated with reference to the closing price of Class A Non-Voting Shares on the TSX on January 2, 2026, the last business day prior to the fiscal year end (\$175.28).
- (3) The value of DSUs that vested during the 2025 fiscal year was determined by multiplying the number of DSUs, including DSU dividend equivalents, issued quarterly to each director during the year by the ten-day volume weighted average price of Class A Non-Voting Shares on the TSX prior to and including the last business day before the applicable date of issuance.
- (4) Ms. Paish served as a director of CTC until April 30, 2025.
- (5) Mr. Young was elected as a director of CTC on May 8, 2025.



# EXECUTIVE COMPENSATION

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## Message from the MRC Committee

*A message from the Chair of the MRC Committee on behalf of the MRC Committee and the Board of Directors.*

Dear Shareholders,

CTC's Board of Directors and its MRC Committee are committed to a compensation philosophy and programs that support CTC's business needs, long-term strategy, Core Values, and pursuit and retention of highly skilled talent. Following a uniquely pivotal year, the MRC Committee believed it was appropriate to present here a brief assessment of CTC's 2025 performance and our 2025 compensation decisions, as further detailed in the pages ahead.

### 2025 Operating Context & CTC's Financial, Operational and Strategic Performance

In 2025, a period of economic, consumer and industry disruption, CTC delivered exceptional results – growing sales, while advancing its operational efficiency and executing against key strategic milestones. It was a strong year, with numerous financial, operational and strategic accomplishments. We encourage you to read our 2025 Annual Report for a review of CTC's performance and key accomplishments.

The Company also initiated a four-year transformative growth strategy called *True North* that involves enlisting every part of the organization and evolving even the most fundamental processes, with the goal of facilitating stronger connections with customers, achieving higher retail performance and delivering accelerated shareholder value above our historic norms. Powered by a comprehensive set of business initiatives, the Company advanced the strategy in its first year, building a strong foundation for the success of *True North* by implementing a more streamlined operating model, rolling out new end-to-end-processes, and announcing new loyalty partnerships, while ensuring understanding of, and alignment to, the strategy from employees and key stakeholders.

In sum, through a very complex 2025, CTC achieved two parallel priorities: "performing while transforming."

### 2025 Executive Compensation Program Changes

As the Company embarked on its four-year transformation in a highly competitive and volatile environment, the MRC Committee initiated targeted changes to the Company's compensation programs applicable to leaders throughout the senior management team, based on the following objectives:

- Continued strong alignment of executive rewards with shareholder interests.

- Incentivization of both “performing” (i.e. strong business results) and “transforming” (i.e. execution of the *True North* transformation strategy).
- Support for essential *True North* changes.
- Motivation and retention of key talent throughout the transformation, and recognition of significant efforts in support of business-as-usual performance and transformation outcomes.

More specifically, we redesigned the long-term incentive plan (LTIP) to drive annual and multi-year business results and developed one-time transformation incentives to prioritize the key objectives and financial outcomes that the *True North* strategy is designed to deliver. After considerable analysis and support from independent advisors, the Board approved, on the recommendation of the MRC Committee, adjustments to CTC’s compensation programs, which are described below.

### “Performing” Compensation Programs: Changes to 2025 Normal-Course Incentives

CTC’s ongoing incentive programs are designed to support sustained strong performance and market share, even as the Company navigates macroeconomic uncertainty and the challenges of executing a transformation agenda.

In 2025, the MRC Committee approved targeted enhancements to CTC’s LTIP to better reflect the realities of a volatile macroeconomic environment on the Company’s business and sharpen management’s focus on relative performance and strategic outcomes.

- **Vehicle Mix:** The Executive LTIP mix was adjusted to 60% Performance Share Units (*PSUs*), 20% stock options, and 20% restricted share units (*RSUs*) (compared to the prior mix of 60% *PSUs* and 40% stock options). This change improves market alignment and reduces payout variability.
- **PSU Metrics:** PSU metrics were changed to 50% relative total shareholder return (*rTSR* or *relative TSR*) against the Company’s North American retail peers and 50% loyalty penetration (previously, the metrics were 40% return on invested capital (*ROIC*), 40% earnings per share (*EPS*) and 20% loyalty penetration, subject to a +/- 20% relative TSR modifier). These changes to the PSU metrics reflect our *True North* ambitions related to customer, business and shareholder results.
- **PSU Payout:** The maximum PSU multiplier has been reduced from 200% to 175%, with a 25% floor, ensuring the PSU plan remains appropriately balanced.

### “Transforming” Compensation Programs: Transformation Incentives

Transformation strategies are designed to improve the performance and long-term prosperity of a company to generate stronger shareholder returns. They carry significant execution risk and failure is common. Successful transformations rely on leadership, strategic prioritization and action, which compensation programs can effectively support, measure and incent.

To accelerate the successful execution of the *True North* strategy for its intended 2025-to-2028 lifespan, the Board and the MRC Committee introduced a one-time two-part incentive program (the *Transformation Incentives*) designed to align senior management’s focus with the intended outcomes of the transformation: (i) a short-term incentive linked to critical, foundational milestones (the *2025 Transformation STIP*); and (ii) a long-term PSU incentive, granted in early 2026, linked to the delivery of meaningful longer-term financial results (the *2026 Transformation LTIP*).

- **2025 Transformation STIP:** The first year of any transformation strategy is fundamental to its success. To recognize and incent these efforts, a one-time, fully at-risk performance cash award was introduced. The award was tied to the achievement of specific, measurable milestones in support of key objectives associated with the *True North* strategy, with a payout range of 0% to 100% of target.

In 2025, CTC laid considerable groundwork for growth. The 2025 Transformation STIP was instrumental to the clarity and momentum of *True North* initiatives throughout year one of the transformation. Management successfully executed against the key objectives, including the creation of a new executive and organizational structure, the adoption of a new customer-centric operating model, expansion of the ecosystem of Triangle Rewards loyalty partnerships, and the implementation of streamlined commercial processes, resulting in a payout at target. See page 65 for details.

- **2026 Transformation LTIP:** Building on foundational work completed in year one, this award is designed to sustain *True North* momentum and drive results over the next three years. Approved this year, it is a one-time, performance-based PSU award. It will vest after three years, contingent on the achievement of a profitability target significantly above pre-*True North* levels, and will factor in the Company's relative TSR over the performance period. A maximum of 200% of the PSU award value may be realized, with no payout if minimum profitability thresholds are not met.

The 2026 Transformation LTIP will be a critical tool to directly measure and reward the financial and shareholder-aligned outcomes of the *True North* strategy. Achieving the related objectives will support the long-term prosperity of CTC and deliver meaningful value for shareholders. Additional information on the 2026 Transformation LTIP award will be included in next year's Management Information Circular.

## 2025 CEO Compensation Decisions and Performance Outcomes

As the scope and demands of the *True North* strategy crystallized, on the recommendation of the MRC Committee, the Board approved adjustments to the target compensation of the Company's President and CEO, Greg Hicks. This was intended to ensure continued market competitiveness and recognize the significant leadership commitment required throughout the *True North* transformation period. Mr. Hicks' base salary increased 4% to \$1,350,000, and his LTIP target increased from 350% to 425%, to reinforce the MRC Committee's emphasis on long-term, performance-based pay.

For 2025, Mr. Hicks' annual short-term incentive plan (STIP) payout was \$3,066,839, based on his individual performance multiplier of 100% and the STIP corporate pool funding of 151.6% reflecting strong execution and company performance across pre-established target metrics: earnings, sales, Triangle Rewards membership and brand trust. His 2025 Transformation STIP paid out at 100% of target, or \$3,034,472. The 2022 PSU payout was 11.4% of target, driven by underperformance on ROIC and EPS metrics over the 2022 to 2024 period, partially offset by solid progress on loyalty penetration, resulting in a payout of \$278,996 for Mr. Hicks.

## Executive Compensation Advisory Resolution & Shareholder Engagement

Beginning this year, the Board has introduced the Executive Compensation Advisory Resolution, providing both classes of shareholders an opportunity to cast an advisory vote on the Company's approach to executive compensation, commonly referred to as a "Say on Pay". This new initiative builds on our longstanding commitment to regular, open dialogue with shareholders about our compensation and other key governance topics.

In conclusion, the Board of Directors and the MRC Committee are confident that the executive compensation decisions outlined in this letter will motivate leadership to deliver meaningful improvements through the years of a major transformation.

The changes reflect a disciplined, forward-looking approach, aligned to CTC's core business results, transformation agenda and the interests of our shareholders. Consistent with our long-standing compensation philosophy and priorities, we have enhanced our program to reward performance that delivers both short-term results and long-term value creation, while attracting and retaining the leadership talent required to succeed in an increasingly complex and competitive retail environment.

We encourage you to review the *Compensation Discussion & Analysis* that follows and look forward to your feedback through the Executive Compensation Advisory Resolution at the Meeting. Your support is essential as we continue to drive performance, transformation and long-term value creation for CTC shareholders.



Cynthia Trudell  
MRC Committee Chair

## Compensation Discussion and Analysis

### NAMED EXECUTIVE OFFICERS

The following CD&A is intended to provide CTC's shareholders with a description of the processes and decisions involved in the design, oversight and payout of its compensation programs for the Named Executive Officers (the *NEOs* or *Executives*) for the 2025 fiscal year. The NEOs for the 2025 fiscal year were as follows:

#### NAMED EXECUTIVE OFFICERS



**GREG HICKS,**  
President and CEO



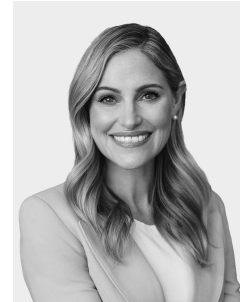
**DARREN MYERS,**  
Executive Vice-  
President and Chief  
Financial  
Officer (CFO)



**MATT MOORE,**  
Executive Vice-  
President and Chief  
Commercial Officer  
(CCO)



**TJ FLOOD,**  
Executive Vice-  
President and Chief  
Operating Officer  
(COO)



**SUSAN O'BRIEN,**  
Executive Vice-  
President and Chief  
Transformation  
Officer (CTO)

Gregory Craig is included as a NEO for the purposes of this CD&A because he served as Executive Vice President (*EVP*) & CFO during a portion of the 2025 fiscal year. Mr. Craig retired from his position effective March 31, 2025, and continued to serve the Company in an advisory capacity until June 30, 2025, during which period he continued to receive his compensation and benefits.

### COMPENSATION GOVERNANCE

#### Role of the MRC Committee in Executive Compensation

The MRC Committee assists the Board in its oversight of the Company's human capital management strategies, plans, policies and procedures, including in the areas of talent management, succession planning and executive compensation. Its approach to compensation is a rigorous one and is based on the Board's desire to build and retain a skilled leadership team that acts in the best interests of the Company and its shareholders. The MRC Committee is focused on attracting and retaining highly skilled management, including through the identification of high performers and the development of top talent, and designing a compensation structure that rewards employees for their contributions to the success of the Company. The MRC Committee carefully considers qualitative as well as quantitative measures in the compensation decisions it makes. It pays significant attention to structuring, refining and evaluating compensation practices that attract, develop and retain outstanding talent in a manner that, while not exposing CTC to undue risk, motivates management to create long-term sustainable value. The MRC Committee is forward looking and has high expectations of management, continually assessing performance against these expectations.

For more information about the MRC Committee's responsibilities and activities in 2025, see *Management Resources and Compensation Committee Report* on page 39.

## Composition of the MRC Committee

The current members of the MRC Committee, each of whom is independent, are set out below, together with a description of their skills and experience that are relevant to the performance of their responsibilities. The Board of Directors believes that the MRC Committee members collectively have the knowledge, experience and background required to fulfill the Committee's Mandate.



**Cynthia Trudell (Chair)** – Ms. Trudell's experience in compensation matters includes her former role as Executive Vice-President and Chief Human Resources Officer of PepsiCo, where she was responsible for PepsiCo's global human resources function and human capital management strategy, as well as her current roles as a member of the corporate governance and human capital management committee of RenaissanceRe. She previously served as a director of ISS A/S (International Service System) where she also chaired its remuneration committee. In addition, in her prior executive operating and general management positions with General Motors and Brunswick Corporation and their divisions, and her roles on the boards of Canadian Imperial Bank of Commerce, PepsiCo and The Pepsi Bottling Group, Ms. Trudell had the opportunity to oversee the development and application of compensation policies and plans to executives and other employees.



**Eric Anderson** – Dr. Anderson's experience in compensation matters includes his current roles as the Polk Bros. Chair in Retailing and Professor of Marketing at Northwestern University, Kellogg School of Management, and Founding Partner of Leadership Analytics Advisors, as well as his former roles as Chair of the Marketing Department and Director of the Kellogg-McCormick MBAi Program at Northwestern University, Kellogg School of Management, and appointments at the University of Chicago Booth School of Business and the W.E. Simon Graduate School of Business at the University of Rochester. In those roles and his consulting activities, Dr. Anderson has advised companies, senior leaders and scholars on compensation.



**Lyne Castonguay** – Ms. Castonguay's experience in compensation matters includes her former roles as Global Chief Merchant & Product Officer at Starbucks, President and Chief Operating Officer of Saputo's U.S. division, various senior leadership roles at Empire Company Limited (Sobeys), including Executive Vice-President, Stores and Executive Vice-President, Merchandising & Marketing, and at The Home Depot, including Senior Vice-President & Business Unit Leader, Home Services. In those roles, Ms. Castonguay had the opportunity to interact with fellow executives in connection with the application of compensation policies and plans and develop an understanding of best practices.



**Steve Frazier** – Mr. Frazier's experience in compensation matters includes his former roles at Amazon, including as Vice-President, International Consumer Programs, Vice-President, China Country Manager, Vice-President, U.S. Retail Hardlines and Vice-President, United Kingdom Country Manager, and at Payless ShoeSource as Senior Vice-President, Corporate Development. In those roles, Mr. Frazier had the opportunity to interact with fellow executives in connection with the application of compensation policies and plans and develop an understanding of best practices.



**Christine Rupp** – Ms. Rupp's experience in compensation matters includes her former roles as Chief Customer Officer of Victoria's Secret, Chief Customer and Digital Officer of Albertsons, and other former global leadership roles, including at Amazon, Microsoft and Sears. In those roles, Ms. Rupp had an opportunity to interact with fellow executives in connection with the application of compensation policies and plans and develop an understanding of best practices.

All members of the MRC Committee receive advice from the Board's independent compensation consultant and review that advice before proceeding with compensation decisions.

## Role of Management in Compensation Decisions

The CEO, in collaboration with the Chief Human Resources Officer (the *CHRO*), develops management's recommendations pertaining to the compensation of Executives (other than the CEO) that are presented to the MRC Committee. In addition, the CHRO works with the Chair of the MRC Committee to plan meeting agendas and review presentations for each meeting of the MRC Committee. From time to time, management retains external consultants to provide advice on executive compensation matters to help inform management's recommendations to the MRC Committee. The CEO is invited to, and attends, all meetings of the MRC Committee. The MRC Committee holds *in camera* sessions without management during each regular MRC Committee meeting.

## Role of Independent Advisor in Executive Compensation

In conducting its work, the MRC Committee consults with external advisors, as appropriate. Since 2006, Hugessen Consulting Inc. (Hugessen) has served as the MRC Committee's advisor, providing independent advice, compensation analysis and other information to support the MRC Committee in evaluating compensation recommendations and making decisions pertaining to executive compensation. Hugessen attends and contributes to MRC Committee meetings and reports directly to the MRC Committee. All work performed by Hugessen is at the direction of, and must be pre-approved by, the MRC Committee, including occasional work performed on behalf of the MRC Committee in conjunction with management. Services provided by Hugessen in 2025 related to its review and input on various matters, including compensation program design and targets, senior executive salaries, incentive grants and payouts, the Transformation Incentives, the Company's director compensation program and CTC's 2025 proxy disclosure.

Hugessen, based on its experience and expertise, has confirmed to the MRC Committee that, to the best of its knowledge, the MRC Committee has undertaken appropriate analysis to properly inform itself of relevant information to assist in its decisions. The decisions taken by the MRC Committee may reflect factors and considerations in addition to the information and recommendations provided by Hugessen. Fees paid to Hugessen in 2024 and 2025 are provided in the table below:

Fees	2025 <sup>(1)</sup> (\$)	2024 <sup>(2)</sup> (\$)
Executive compensation related fees	737,443	671,055
All other fees	–	–
<b>Total</b>	<b>737,443</b>	<b>671,055</b>

### Notes

- (1) Hugessen's 2025 fees include \$317,520 with respect to special projects related to the Company's *True North* strategy and \$65,519 with respect to support provided to the Governance Committee related to the Company's director compensation program.
- (2) Hugessen's 2024 fees include \$379,790 with respect to special projects related to the Company's *True North* strategy.

## Relationship of Executive Compensation to Risk

As part of the MRC Committee's oversight of the design and administration of CTC's executive compensation programs, the MRC Committee considers and reports to the Board on the risk implications associated with the Company's compensation policies and practices. In order to mitigate inappropriate or excessive risk-taking by Executives, CTC's executive compensation programs include the following practices and features:

<b>MRC Committee Review</b>	The MRC Committee's review includes an evaluation of the amount of total incentives relative to base salaries and the mix of short- and long-term incentives. It also evaluates performance metrics and whether performance goals are realistic or encourage excessive risk taking, and the use of other policies designed to mitigate risk such as vesting requirements, deferral periods and share ownership guidelines (SOGs). Recognizing that many compensation matters are directly tied to the financial results of the Company, the MRC Committee coordinates with the Audit Committee in relation to the accuracy and quality of financial data.
<b>Independent Advice</b>	The MRC Committee, as outlined under <i>Role of Independent Advisor in Executive Compensation</i> on page 54, receives advice from its independent advisor on compensation matters.
<b>Balanced Programs</b>	CTC's compensation programs comprise both fixed compensation and variable, at-risk pay, based on short- and long-term performance. CTC's STIP and PSU plan include multiple performance measures, decreasing the potential risk associated with the use of a single performance measure. CTC's STIP and PSU plan also include a cap that cannot be exceeded. The STIP has no minimum guaranteed payout.
<b>Internal Audit Review</b>	Internal audit is engaged, as appropriate, to assess the nature and risks associated with CTC's compensation programs.
<b>Incentive Clawback Provisions</b>	CTC has implemented a clawback provision applicable to Executives, which provides that in the event of a restatement of the Company's financial statements for any reason, the Board may, in its discretion, adjust or require repayment under the STIP, PSU plan and RSU plan using the restated financial statements. This policy would apply to any STIP, PSU or RSU payments impacted by the restatement in circumstances where the payment has not yet been made or where the restatement occurred within three years of the payment.
<b>Double Trigger</b>	CTC's LTIP includes "double trigger" provisions in the event of a change of control, as outlined in <i>Change of Control Provisions</i> on page 77.
<b>Executive Share Ownership Guidelines</b>	CTC has established SOGs that set out minimum levels of share ownership for Executives. The SOGs are designed to align the interests of Executives with the interests of shareholders, demonstrate that Executives are financially committed to CTC through personal share ownership, and promote the Company's long-standing commitment to sound corporate governance. Executives are required to meet the SOGs within five years of their appointment.
<b>Executives' Hedging Policy</b>	Executives are prohibited from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by Executives.

## Executive Share Ownership Guidelines

Pursuant to CTC's SOGs, Executives are expected to accumulate equity in CTC, equal to a multiple of their annual salary, within five years of their appointment. The Company periodically assesses the appropriateness of the SOGs relative to the market and the need to balance the Executives' financial commitment to CTC with diversification in their personal investment portfolios. The required multiple for each NEO as of the end of the 2025 fiscal year is shown in the table below:

NEO	Multiple of Annual Salary
Greg Hicks	3x annual salary
Darren Myers	2x annual salary
Matt Moore	2x annual salary
TJ Flood	2x annual salary
Susan O'Brien	2x annual salary

Achievement of the SOGs is based on the Executive's holdings of Common Shares, Class A Non-Voting Shares, units in the CTC Share Fund under the DPSP (see *CT Profit Sharing* on page 71) and Deferred Share Units (DSUs), and calculated as the greater of the acquisition cost and the market value of these holdings.

If an Executive is promoted to a level with a higher SOG multiple, the Executive is required to meet the new SOG requirement within five years from the effective date of the promotion. Notwithstanding the Executive's promotion, the Executive is required to meet the SOG requirement that was in effect prior to their promotion by their original guideline achievement date.

Each year, management reviews and reports on each Executive's level of share ownership to the Executive and the MRC Committee. If an Executive has not met the SOG target by their guideline achievement date, the MRC Committee may recommend remedial action for such Executive's non-compliance until the Executive has achieved their SOG target. All of the NEOs have either met their SOG requirement or have time remaining to do so.

The table below provides an overview of each NEO's total holdings of Class A Non-Voting Shares, CTC Share Fund units and DSUs, the market value of their securities, the percentage of the market value of their securities relative to their SOG status requirement and their SOG status, all as of December 31, 2025:

	Class A Non-Voting Shares <sup>(1)</sup>		CTC Share Fund units <sup>(1)</sup>		DSUs <sup>(1)</sup>		Total Market Value <sup>(1)</sup> (\$)	Percent of SOG Requirement (%)	SOG Status
	(#)	(\$)	(#)	(\$)	(#)	(\$)			
Greg Hicks	14,431	2,510,166	1,667	178,282	15,093	2,625,276	5,313,725	131%	Met
Darren Myers <sup>(2)</sup>	2,031	353,419	–	–	–	–	353,419	23%	In Progress
Matt Moore <sup>(2)</sup>	123	21,408	–	–	–	–	21,408	2%	In Progress
TJ Flood	9,526	1,657,091	2,104	224,986	–	–	1,882,078	130%	Met
Susan O'Brien	6,780	1,179,389	291	31,093	2,628	457,114	1,667,596	115%	Met

#### Notes

- (1) The market value of Class A Non-Voting Shares and, accordingly, the value of DSUs, was calculated using the closing price on the TSX on December 31, 2025 for Class A Non-Voting Shares (\$173.94). The market value for each CTC Share Fund unit as of December 31, 2025 was \$106.92.
- (2) Mr. Myers' SOG multiple of two times his annual salary is to be achieved by April 1, 2030. Mr. Moore's SOG multiple of two times his annual salary is to be achieved by April 14, 2030.

## PHILOSOPHY AND COMPETITIVE BENCHMARKING

### Executive Compensation Philosophy

CTC's executive compensation practices are designed to attract, motivate and retain a high performing leadership team as well as to align rewards with business results and individual performance. CTC's approach is to design its compensation programs with the objective of encouraging management to make decisions and take action that will create long-term sustainable growth and result in long-term shareholder value.

CTC's executive compensation philosophy is rooted in four overarching principles as outlined below:

<b>Align with Enterprise Strategy</b>	<ul style="list-style-type: none"> <li>• Compensation programs are designed to be aligned with enterprise strategy, and reward and pay for strategic, financial and operating performance over both the short- and long-term</li> </ul>
<b>Attract and Retain Top Talent</b>	<ul style="list-style-type: none"> <li>• Compensation programs are designed to be competitive against the external market and help create a compelling value proposition to attract and retain the leadership required to drive exceptional performance</li> </ul>
<b>Ensure Flexibility and Simplicity in Design</b>	<ul style="list-style-type: none"> <li>• Compensation programs are designed to be flexible and adaptive to evolving enterprise and banner priorities</li> <li>• Compensation programs are designed to be clear and simple with a direct linkage between business objectives and compensation goals</li> </ul>
<b>Balance Outcomes with Stakeholders' Interests</b>	<ul style="list-style-type: none"> <li>• Compensation programs are designed to align with the interests of all stakeholders, including shareholders, employees, customers and the broader community</li> </ul>

## Competitive Benchmarking

In order to attract and retain the leadership talent required to achieve its goals, CTC strives to ensure that its executive compensation programs are market competitive. Market practices, in addition to other factors such as business strategy, inform the MRC Committee's determination of the total pay mix, incentive design and the range of pay opportunities for the Executives. In order to assess the market competitiveness of CTC's compensation programs, the MRC Committee uses peer groups that include the companies with which CTC competes for talent and customers.

CTC does not target a specific percentile of its peer groups in setting its compensation. Market data and median position relative to its peer groups are used as reference points only and are not solely determinative. Decisions on an Executive's compensation are also made with reference to the factors listed below:

- the overall strategic and operational importance of the role;
- the Executive's experience, knowledge, performance and potential;
- total compensation for each Executive; and
- the positioning of the Executive's salary within the salary range.

By reviewing the comparable executive compensation programs and compensation levels within the peer groups, CTC is well positioned to make informed decisions about compensation practices and levels for its Executives, and to attract and retain the leadership talent required to achieve its goals.

CTC has two peer groups that were created using the following selection criteria:

- publicly traded corporations with which the Company competes for talent or customers;
- retail-focused business model and diversified/multi-divisional companies that tend to place a high value on customer experience; and
- revenue and market capitalization generally between one-third and three times the size of CTC.

### Canadian Peer Group

The Canadian peer group consists of the following 15 Canadian companies:

Canadian Peer Group		
Air Canada Inc.	Finning International Inc.	Metro Inc.
BCE Inc.	Gildan Activewear Inc.	Restaurant Brands International Inc.
BRP Inc.	Linamar Corporation	Rogers Communications Inc.
Dollarama Inc.	Loblaw Companies Limited	Saputo Inc.
Empire Company Limited	Lululemon Athletica Inc.	Telus Corporation

### North American Retail Peer Group

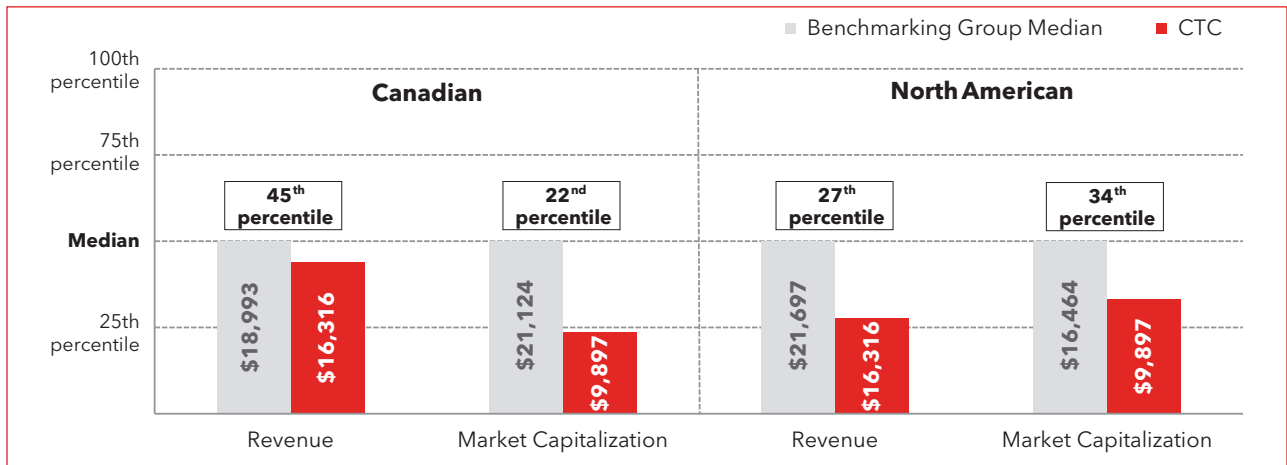
The North America retail peer group consists of the following 21 retail companies, four of which are Canadian and also included in the Canadian peer group, and 17 of which are American:

North American Retail Peer Group		
Advance Auto Parts, Inc.	Empire Company Limited	Murphy USA Inc.
Bath & Body Works, Inc.	Foot Locker, Inc.	Nordstrom, Inc. <sup>(1)</sup>
BJ's Wholesale Club Holdings, Inc.	Kohl's Corporation	The Gap, Inc.
Burlington Stores, Inc.	Loblaw Companies Limited	Tractor Supply Company
CarMax, Inc.	Lululemon Athletica Inc.	Under Armour, Inc.
Casey's General Stores, Inc.	Macy's, Inc.	Wayfair Inc.
Dick's Sporting Goods, Inc.	Metro Inc.	Williams-Sonoma, Inc.

#### Note

- (1) Nordstrom, Inc. is no longer publicly traded effective May 21, 2025, but remained in the North American Retail Peer Group for the 2025 year.

The following table summarizes the positioning of CTC’s revenue and market capitalization against the Canadian and the North American peer groups:



**Notes**

- (1) Amounts are denoted in millions. Data sourced from Standard & Poor’s Capital IQ using their standard reporting methodologies. Revenue pertains to the most recently reported fiscal year or trailing four quarters and market capitalization is up to December 31, 2025.
- (2) U.S. data converted from USD to CAD based on an exchange rate of \$1.3976.

CTC’s positioning relative to its peer groups varies annually based on the timing that financial results are released and compiled, and may not be reflective of its positioning at the time the peer groups were selected and approved.

## 2025 EXECUTIVE COMPENSATION PROGRAMS AND DECISIONS

### Components of CTC's 2025 Executive Compensation Programs

The components of CTC's 2025 compensation programs for Executives are described in the table below:

	Compensation Component	Objectives	Form	For Details, See Page
FIXED	Base Salary	<ul style="list-style-type: none"> <li>Provide fixed compensation that reflects the strategic importance of the role and the Executive's experience and performance contributions.</li> </ul>	Cash	61
	VARIABLE	Short-Term Incentive Plan	<ul style="list-style-type: none"> <li>Reward Executives for their contribution to the achievement of annual operating, financial and customer-driven performance, aligned with CTC's strategy.</li> </ul>	Cash
<ul style="list-style-type: none"> <li>CTC maintains a Deferred Share Unit Plan for its Executives (the <i>DSU Plan for Executives</i>) pursuant to which Executives may elect to receive all or part of their STIP awards in DSUs.</li> </ul>			DSUs	69
	Long-Term Incentive Plan	<ul style="list-style-type: none"> <li>Align the interests of Executives with the achievement of CTC's strategy and long-term business objectives and the interests of shareholders.</li> </ul>	PSUs, RSUs and stock options with a right to surrender for cash	67
OTHER PROGRAMS	Retirement and Savings Plans	<ul style="list-style-type: none"> <li>Assist Executives and other employees in achieving long-term retirement savings in the absence of a pension plan through a profit sharing program (<i>CT Profit Sharing</i>) and a savings plan (<i>CT Savings Plan</i>).</li> </ul>	CT Profit Sharing and CT Savings Plan	71
	Benefits	<ul style="list-style-type: none"> <li>Provide health and dental coverage and other ancillary benefits to support employees and their families.</li> </ul>	Health and dental coverage; group life and accidental death and dismemberment insurance; short-term disability coverage; and employee-paid long-term disability insurance	72
	Perquisites	<ul style="list-style-type: none"> <li>Provide market competitive perquisites to Executives.</li> <li>Reinforce Company affiliation.</li> <li>Reinforce individual accountability for personal financial planning as CTC does not offer a pension plan.</li> </ul>	Car allowance; membership in roadside assistance program; Company-paid parking; annual medical services; employee store discount; home security monitoring; and annual financial planning allowance	72

### Transformation Incentives

To support the successful execution of the *True North* strategy from 2025 to 2028, the Board and MRC Committee introduced the Transformation Incentives, supplementing the above programs. For more information, see *2025 Transformation STIP* on page 65 and *2026 Transformation LTIP* on page 71.

### Fixed Versus Variable Compensation

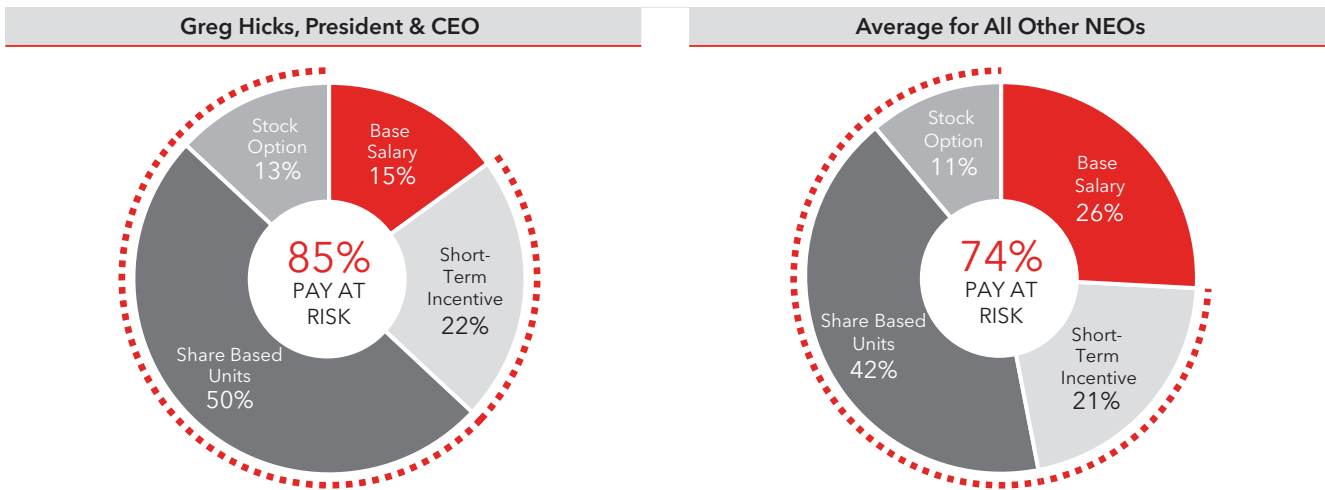
Total compensation for Executives is comprised of both fixed and variable elements as well as other programs. The fixed component consists of base salary, while the variable elements of total compensation consist of STIP

and LTIP (which is comprised of PSUs, RSUs and stock options). Other programs include CT Profit Sharing, CT Savings Plan, benefits and perquisites. CTC does not have a pension plan for its employees, including the NEOs.

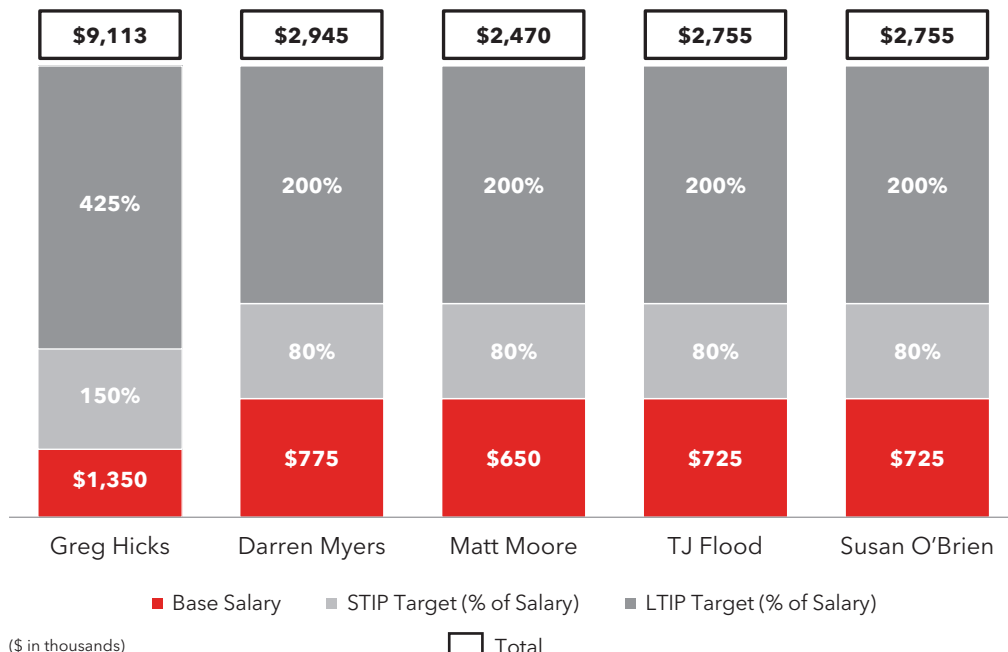
A significant portion of the total compensation paid to the NEOs is tied to STIP and LTIP and, accordingly, is contingent upon financial performance and, in the case of LTIP, share price appreciation.

Pay mix varies by level and in general, the more senior the position the Executive holds, the greater the portion of compensation that is long term and at risk. This reflects both market practice and the impact of more senior roles on overall Company performance.

The target pay mix and pay at risk for the primary compensation components of total direct compensation, excluding the Transformation Incentives and other special awards, for the CEO and the average for all other NEOs in the 2025 fiscal year are shown below:



The overall design framework of CTC’s total direct compensation programs and values, excluding the Transformation Incentives and other special awards, is summarized below, based on each NEO’s position and targeted annual compensation levels at the end of the 2025 fiscal year.



## Base Salary

The base salary paid to CTC’s Executives provides fixed compensation which takes into consideration the market value of the role. Executive base salaries are reviewed annually, and adjustments may be made based on the Executive’s skills and experience, the strategic value of the role, market information and other relevant factors.

Where salary adjustments are proposed, the MRC Committee reviews and approves such adjustments for Executives (other than the CEO) and recommends to the Board adjustments to the salary of the CEO.

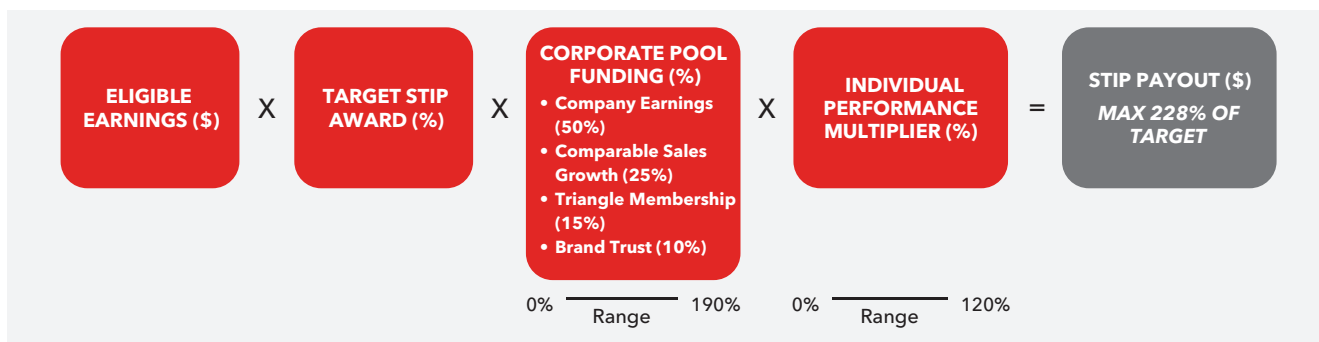
To ensure continued market competitiveness and in recognition of the significant leadership commitment required throughout the *True North* transformation period, in early 2025, Mr. Hicks’ base salary increased from \$1,300,000 to \$1,350,000. Additionally, to reflect the creation of the new executive and organizational structure and changes in roles and accountabilities in support of the *True North* strategy, the base salaries of Mr. Flood and Ms. O’Brien were increased from \$650,000 to \$725,000.

## Short-Term Incentive Plan

The STIP is designed to motivate and reward Executives for achieving annual operating, financial and customer-driven performance, aligned with CTC’s strategy. Each year, the MRC Committee reviews and recommends the STIP design to the Board for approval. This review includes a comprehensive assessment of the plan’s appropriateness, relevance, competitiveness, and ability to drive desired behaviours, while delivering on program objectives. When design changes are considered, they undergo stress-testing across various performance scenarios to validate the appropriateness of potential payouts.

### 2025 STIP

#### STIP Design



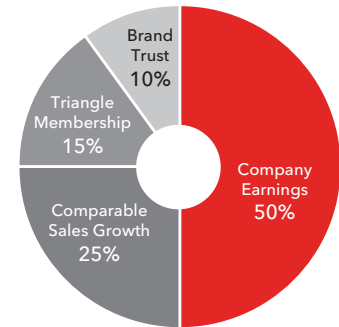
#### Target STIP Award

STIP target awards, expressed as a percentage of base salary, are determined for each Executive based on competitive benchmarking and the strategic importance of the Executive’s role. The STIP target award is earned for achieving target levels of performance. The maximum award that can be received is 228% of the STIP target award, which can only be achieved if corporate performance and individual performance are at maximum levels.

### Corporate Pool Funding

The STIP consists of four key metrics that determine the Corporate Pool Funding:

1. **Company Earnings (50%)** – Primary STIP metric measured as income before tax (IBT), as adjusted in accordance with the STIP design. Also referred to as *STIP Earnings* within this Circular.
2. **Comparable Sales Growth (25%)** – Core metric measured by year-over-year sales growth within CTC's existing store network.
3. **Triangle Membership (15%)** – Measured by the number of active registered Triangle Rewards loyalty members.
4. **Brand Trust (10%)** – Measured by customer confidence in CTC's ability to consistently deliver on its promises.



CTC's target Company Earnings for STIP (*Target STIP Earnings*) and target Comparable Sales Growth are established based on the Company's annual business plan, which is approved by the Board. In accordance with the STIP design, Target STIP Earnings is established at the beginning of the year reflecting adjustments for anticipated one-time items such as expected real estate gains/losses. In addition, where appropriate and subject to MRC Committee approval, Target STIP Earnings may be adjusted for unplanned strategic initiatives such as acquisitions. Target Triangle Membership and Brand Trust are established based on the Company's strategic customer priorities.

After the fiscal year is completed, the Company's actual results are compared to their respective targets for each of the performance metrics. Where appropriate, management presents to the MRC Committee matters for approval affecting actual Company Earnings (*Actual STIP Earnings*) that were not part of the business plan and that may require adjustment. In accordance with the STIP design, Actual STIP Earnings is adjusted for various matters that impacted actual results, including actual real estate gains/losses. Subject to any adjustments approved by the MRC Committee, the Corporate Pool Funding is calculated as set out below.

In 2025, the Company delivered Actual STIP Earnings above target, with strong revenue growth and margin rate improvements bolstering Retail results. On a full year basis, Comparable Sales Growth exceeded the target, with all key banners (CTR, SportChek and Mark's) experiencing growth due to strong regular price sales, effective promotions and robust winter inventory. Triangle Membership was ahead of the target, driven by higher new and returning Triangle Rewards members. For the Brand Trust metric, CTR maintained its #1 ranking. For further information regarding the Company's 2025 performance, refer to the 2025 MD&A.

Based on the foregoing, the overall Corporate Pool Funding was 151.6%. The following table summarizes the calculation of the Corporate Pool Funding for 2025:

Metric	Performance <sup>(2)</sup>			Payout % <sup>(3)</sup>	Weight	Corporate Pool Funding
	Threshold (35%)	Target (100%)	Maximum (200%)			
STIP Earnings <sup>(1)</sup>	\$691.7M	\$786.0M	\$896.0M	154.7%	50%	151.6%
		▲ <b>\$846.2M</b>				
Comparable Sales Growth <sup>(1)</sup>	(0.1%)	2.9%	5.9%	140.0%	25%	
		▲ <b>4.1%</b>				
Triangle Membership	9.39M	9.59M	9.79M	195.1%	15%	
		▲ <b>9.78M</b>				
Metric	Rank 3 (35%)	Rank 2 (67.5%)	Rank 1 (100%)			
Brand Trust			▲ <b>Rank 1</b>	100.0%	10%	

#### Notes

- Target STIP Earnings and Actual STIP Earnings are net earnings before income taxes, as calculated for STIP purposes, based on a 53-week fiscal year in 2025. Comparable Sales Growth is calculated for purposes of the 2025 STIP design in accordance with the Company's standard methodology, on a 52-week basis. For further disclosure concerning the calculation of Comparable Sales Growth, refer to the 2025 MD&A.
- ▲ reflects actual results. Target STIP Earnings and Actual STIP Earnings exclude the results of Helly Hansen following its divestiture in 2025.
- Payout percentages for each performance metric were calculated using linear interpolation between the threshold (35%), target (100%), and maximum (200%) payout levels based on actual results as a percentage of target. Payout percentages were: STIP Earnings 154.7%, Comparable Sales Growth 140.0%, and Triangle Membership 195.1%.

Actual STIP Earnings is a non-GAAP financial measure which is reconciled to Reported Income Before Income Taxes as follows:

(\$ in millions)	2025
Reported income before income taxes <sup>(1)</sup>	879
Add: Adjustments in accordance with plan design	14
Less: Adjustments approved by the MRC Committee for matters affecting earnings that were not part of the business plan	(46)
<b>Actual STIP Earnings</b>	<b>846</b>

#### Note

- Reported income before income taxes from continuing operations, which excludes results from Helly Hansen.

#### Individual Performance Multiplier

CTC adheres to a rigorous annual process for assessing the performance of Executives. The evaluation of individual performance is based on the achievement of Business Objectives, anchored to the annual business plan and the delivery of CTC's business strategy, and People and Culture Objectives, anchored to leadership behaviours that enable results and drive CTC's culture, with both sets of objectives weighted equally. Examples

of People and Culture Objectives include objectives in support of CTC's Core Values and DIB strategy, as well as employee engagement and various other culture-related priorities. Based on these assessments, each Executive is assigned an individual performance multiplier of between 0% and 120%.

While certain measures are quantifiable and a range of outcomes are considered at the beginning of the year when objectives are established, a formulaic approach is not used to evaluate performance against the achievement of Business Objectives and People and Culture Objectives. The MRC Committee, for the purpose of evaluating the performance of the CEO, and the CEO, for the purpose of evaluating the performance of other Executives, apply their informed judgment as to the relative importance of individual objectives at year end in order to complete the assessments. Where qualitative measures are used, specific performance expectations are set out to allow for a rigorous assessment.

In addition, the MRC Committee and the CEO place significant emphasis on the results of the Company as a whole. As a result, each NEO's contribution to enterprise success will also be a factor in that NEO's final individual STIP performance multiplier.

The table below provides a high-level summary of each NEO's 2025 individual objectives and individual performance multiplier assigned in respect of the achievement of such objectives.

Individual Performance Objectives	Individual Performance Multiplier
<p><b>GREG HICKS, President and CEO</b></p> <ul style="list-style-type: none"> <li>• Guide the execution of the 2025 Business Plan to achieve financial results and drive relative TSR appreciation.</li> <li>• Lead the development and launch of the new <i>True North</i> strategy and development of the initiatives and operational requirements to achieve long-term customer-centric growth.</li> <li>• Lead the growth and expansion of the Triangle-powered ecosystem, powering the enterprise customer flywheel.</li> <li>• Lead the cultivation of CTC's high-performance culture strategy across all levels of the organization, building an environment of growth, customer focus, digital innovation, and performance excellence.</li> <li>• Lead the Community and ESG strategy, furthering CTC's positive impact on Canada.</li> </ul>	100%
<p><b>DARREN MYERS, EVP and CFO</b></p> <ul style="list-style-type: none"> <li>• Support the development and launch of the new <i>True North</i> strategy and financial and operational requirements to achieve long-term customer-centric growth.</li> <li>• Drive CTC's financial performance and support the achievement of the <i>True North</i> strategy and its initiatives through robust financial strategies and controls.</li> <li>• Continue to control capital allocation to improve return on invested capital and balance sheet metrics.</li> <li>• Support the development and expansion of the Triangle-powered ecosystem, powering the enterprise customer flywheel.</li> <li>• Cultivate CTC's high-performance culture strategy for the Finance function, building an environment of growth, customer focus, digital innovation, and performance excellence.</li> </ul>	100%
<p><b>MATT MOORE, EVP and CCO</b></p> <ul style="list-style-type: none"> <li>• Support the development and launch of the new <i>True North</i> strategy and development of the initiatives and operational requirements to achieve long-term customer-centric growth.</li> <li>• Drive retail financial performance and support the achievement of the <i>True North</i> strategy, leading Triangle Rewards and owned brands acceleration initiatives.</li> <li>• Lead the development and implementation of customer-centric go-to-market strategies and merchandising approaches to drive customer-centric growth.</li> <li>• Support the development and expansion of the Triangle-powered ecosystem, powering the enterprise customer flywheel.</li> <li>• Cultivate CTC's high-performance culture strategy for the Commercial function, building an environment of growth, customer focus, digital innovation, and performance excellence.</li> </ul>	100%

Individual Performance Objectives	Individual Performance Multiplier
<p><b>TJ FLOOD, EVP and COO</b></p> <ul style="list-style-type: none"> <li>Support the development and launch of the new <i>True North</i> strategy and its frontline operationalization to achieve long-term customer-centric growth.</li> <li>Drive retail financial performance and support the achievement of the <i>True North</i> strategy and initiatives.</li> <li>Lead the management of assortment plans, inventory levels, and pricing strategies, to drive margin rate improvement and retail growth.</li> <li>Support the development and expansion of the Triangle-powered ecosystem, powering the enterprise customer flywheel.</li> <li>Cultivate CTC's high-performance culture strategy for the Operations function, building an environment of growth, customer focus, digital innovation, and performance excellence.</li> </ul>	110%
<p><b>SUSAN O'BRIEN, EVP and CTO</b></p> <ul style="list-style-type: none"> <li>Lead the development and launch of the new <i>True North</i> strategy and the operationalization of the Transformation Management Office to achieve long-term customer-centric growth.</li> <li>Drive CTC's financial performance and support the achievement of the <i>True North</i> strategy, leading disciplined initiative management and execution.</li> <li>Support the development and expansion of the Triangle-powered ecosystem, powering the enterprise customer flywheel.</li> <li>Cultivate CTC's high-performance culture strategy for the Transformation function, building an environment of growth, customer focus, digital innovation, and performance excellence.</li> </ul>	110%

### 2025 STIP Award Payout

The table below provides details on each NEO's actual 2025 STIP award payout, as a percentage of their salary and STIP target award.

NEO	Components of STIP			STIP Award		
	Target Award as a % of Salary	Corporate Pool Funding	Individual Performance Multiplier	Amount <sup>(1)</sup> (\$)	As a % of Salary	As a % of STIP Target Award
Greg Hicks	150%	151.6%	100%	3,066,839	227.4%	151.6%
Darren Myers	80%		100%	683,250	121.3%	151.6%
Matt Moore	80%		100%	530,600	121.3%	151.6%
TJ Flood	80%		110%	964,514	133.4%	166.8%
Susan O'Brien	80%		110%	964,514	133.4%	166.8%

#### Note

(1) The 2025 STIP award amount was calculated based on eligible earnings paid to the NEOs during 2025.

### 2025 Transformation STIP

The Board, on the recommendation of the MRC Committee, introduced the 2025 Transformation STIP, a one-time, fully at-risk award tied to the achievement of specific, measurable milestones in support of objectives associated with the *True North* strategy. The award was introduced given the significant scope and degree of difficulty of the required changes needed to achieve key first-year transformation objectives in an uncertain macroeconomic environment, while continuing to meet the ambitious performance targets established under the 2025 annual STIP. The objectives and related milestones for the 2025 Transformation STIP were developed by the MRC Committee in collaboration with the Transformation Advisory Committee.

The target award for the CEO was 225% of salary and the target award for the rest of the NEOs was 120% of salary, with a payout range of 0% to 100% of target. The target award levels were determined, having regard for the scope of the foundational work required to launch the transformation and enable the successful execution of the *True North* strategy over its intended period, as well as peer benchmarking for comparable awards. The Company achieved each of the 2025 Transformation STIP objectives, resulting in a payout at 100% of target. The results of the 2025 Transformation STIP objectives and related milestones were reviewed and approved by the MRC Committee, supported by analysis from internal audit.

The following table sets out the Company's performance with respect to the 2025 Transformation STIP objectives and related milestones:

Objectives & Related Milestones	Achieved	Weighting	Commentary
Evolve from a decentralized holding company to a customer centric operating company model <ul style="list-style-type: none"> <li>Achieve \$35 million of 2025 cost savings related to operating expenses from the <i>True North</i> restructuring</li> <li>Increase span of control by 25% across the senior management team</li> </ul>	<ul style="list-style-type: none"> <li>✓</li> <li>✓</li> </ul>	40%	The <i>True North</i> restructuring was completed in the third quarter of 2025, with the Company exceeding the 2025 cost savings target and benefiting from the associated run-rate savings of \$100 million relative to 2024. With the new organizational structure now complete, CTC is positioned to accelerate the next phase of its transformation journey, which includes harnessing technology and AI to drive its business and deliver operating leverage. As part of the transition from a holding company to a customer centric operating company model, the span of control target for the senior management team was achieved.
Design and implement critical and impactful commercial end to end processes <ul style="list-style-type: none"> <li>Develop process frameworks for end-to-end planning and assortment selection processes, with automation opportunities identified</li> <li>Training by key teams in respect of redesigned processes to be completed by at least 80% of applicable personnel</li> <li>Utilize end-to-end planning process for the development of CTC's 2026 Business Plan</li> </ul>	<ul style="list-style-type: none"> <li>✓</li> <li>✓</li> <li>✓</li> </ul>	30%	Management designed and implemented end-to-end planning and assortment selection processes, with key deliverables, including process maps, completed along the way. These processes are intended to influence sales growth, margin improvement and market share over time as the Company transitions from a holding company structure to a more integrated operating model and pursues retail modernization. In addition, automation opportunities were identified and integrated into the Company's technology roadmap. Associated training modules were developed and completed by 90% of personnel involved in these processes, including senior leaders. The end-to-end planning process was successfully utilized during 2026 enterprise planning in support of the development of the 2026 Business Plan.
Develop strong stakeholder support of the <i>True North</i> strategy <ul style="list-style-type: none"> <li>Increase engagement with respect to senior management's understanding of, and optimism for the Company's future prospects under, the <i>True North</i> strategy</li> </ul>	<ul style="list-style-type: none"> <li>✓</li> </ul>	15%	Employee engagement and consistent, proactive communication were critical focus areas for management in 2025 as the Company launched the <i>True North</i> strategy and undertook the restructuring. Engagement metrics with respect to senior management's understanding of, and optimism for, the <i>True North</i> strategy were exceeded.
Expand portfolio of Triangle Rewards partnerships <ul style="list-style-type: none"> <li>Announce one major new loyalty partnership</li> <li>Achieve targeted electronic Canadian Tire Money (eCTM) issuance under loyalty partnership with Petro-Canada (Petro Points)</li> </ul>	<ul style="list-style-type: none"> <li>✓</li> <li>✓</li> </ul>	15%	During the year, CTC announced three major strategic loyalty partnerships with Royal Bank of Canada (Avion Rewards), WestJet (WestJet Rewards), and Tim Hortons (Tims Rewards), expanding the reach of Triangle Rewards and enabling broader eCTM earning opportunities. The eCTM issuance target for the loyalty partnership with Petro-Canada was exceeded, more than doubling the level of issuance from 2024, and resulting in over \$160 million in incremental sales for CTC during the year. Over 600,000 Petro Points and Triangle Rewards members have linked their respective loyalty accounts since the launch of the partnership in 2025.

## Long-Term Incentive Plan

The primary objective of CTC's LTIP is to align the interests of Executives with the achievement of CTC's long-term business objectives and the interests of shareholders.

Management makes a recommendation annually to the MRC Committee on the LTIP design. This recommendation includes the target LTIP grant for each Executive (expressed as a percentage of salary), the grant composition, and any associated performance conditions. The MRC Committee reviews and recommends to the Board the LTIP design.

Management and the MRC Committee consider many factors when evaluating and approving the LTIP design, including:

- current compensation trends;
- current and new LTIP vehicles and designs;
- aspects of the plan design or features that could incent or mitigate risk;
- tax and accounting requirements;
- program costs at payout;
- expected value to be delivered to participants;
- shareholder dilution; and
- participant views and contractual commitments.

In 2025, the MRC Committee approved targeted enhancements to CTC's LTIP to better reflect the realities of a volatile macroeconomic environment on the Company's business and sharpen management's focus on relative performance and strategic outcomes. The Executive LTIP mix was adjusted to 60% PSUs, 20% stock options, and 20% RSUs (compared to the prior mix of 60% PSUs and 40% stock options). This change improves market alignment and reduces payout variability.

## Performance Share Units

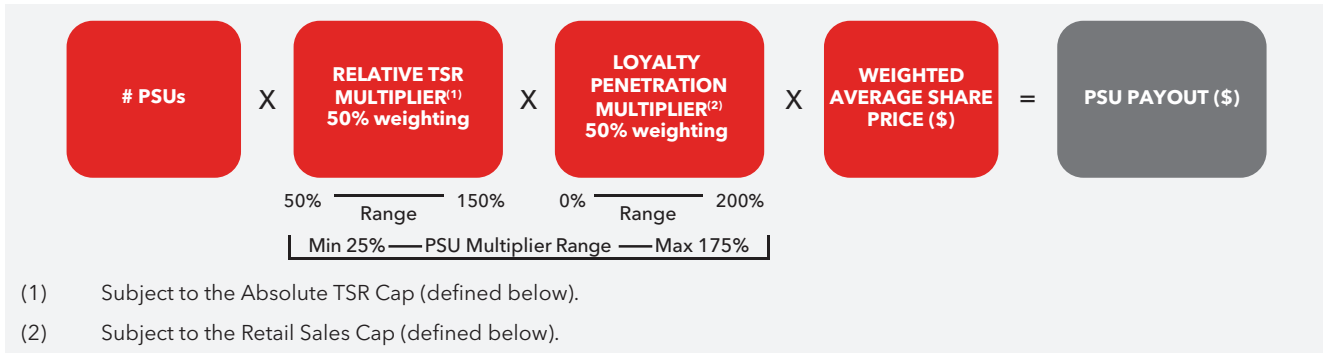
### *Plan Design*

In establishing and evaluating the recommended metrics for the annual PSU plan design, CTC considers the alignment of the metrics with the results of the Company as well as CTC's strategy and long-term shareholder value creation, good compensation governance practices, risk mitigation and prevailing market practices.

To reflect the Company's *True North* ambitions related to customer, business and shareholder results, while sharpening the focus on relative performance, the PSU plan metrics were changed in 2025 to relative TSR (the *Relative TSR Multiplier*), weighted at 50%, and loyalty penetration (the *Loyalty Penetration Multiplier*), which refers to retail sales attributable to Triangle Rewards members as a percentage of total CTC sales (*Loyalty Penetration*), also weighted at 50%. Previously, the metrics were 40% ROIC, 40% EPS and 20% Loyalty Penetration, subject to a +/- 20% relative TSR modifier. With Relative TSR Multiplier now operating as a standalone metric rather than a modifier, its range was calibrated to between 50% and 150%, moderating payout variability given the increased weighting of rTSR and the differing macro-economic impacts faced by the Canadian and U.S. companies within the relative TSR peer group. The Loyalty Penetration Multiplier range remains between 0% to 200%. As a result of these changes, the maximum PSU Multiplier (defined below) has been reduced to 175% from 200%, with a 25% floor, ensuring the PSU plan remains appropriately balanced.

In connection with the elevation of rTSR from a modifier to a stand-alone metric, the rTSR Performance Peer Group was refined to remove grocery peers and incorporate non-manufacturing constituents of the S&P/TSX Consumer Discretionary Index. This "blended" rTSR Performance Peer Group, which incorporates consumer-facing companies from the S&P/TSX Consumer Discretionary Index, is appropriate given CTC's exposure to discretionary consumer spend in a volatile economic environment.

## 2025 Performance Share Units



The 2025 PSUs are intended to reward Executives for achieving rTSR and Loyalty Penetration performance over a three-year performance period from 2025 to 2027 (inclusive). They vest following the end of the performance period. Each PSU entitles the participant to receive a cash payment equal to the weighted average share price of Class A Non-Voting Shares during the ten-calendar day period commencing on the first trading day following the release of the Company's annual financial statements with respect to the fiscal year in which the performance period ends, multiplied by the PSU multiplier (*PSU Multiplier*), as defined below.

### PSU Multiplier

The 2025 PSUs are subject to the PSU Multiplier, which is determined at the end of the three-year performance period, based on the Relative TSR Multiplier and the Loyalty Penetration Multiplier, each weighted at 50%. Performance under these measures is based on average performance over the three-year performance period. Performance under each measure is assessed independently and the resulting multiplier for each measure is multiplied by its respective weighting. The PSU Multiplier has a range of 25% to 175%.

The multiplier for each measure is calculated on a linear basis by reference to the following table:

	Performance (Multiplier)				Weighting
	Below Threshold (0%)	Threshold (35%)	Target (100%)	Maximum (200%)	
Relative TSR Multiplier		≤25 <sup>th</sup> Percentile	50 <sup>th</sup> Percentile	≥75 <sup>th</sup> Percentile	50%
Loyalty Penetration Multiplier	> 150 bps below target	150 bps below target	100% of target	≥150 bps above target	50%

Guardrails have been incorporated with respect to the Relative TSR Multiplier and the Loyalty Penetration Multiplier. In the event absolute TSR is negative over the three-year performance period, the Relative TSR Multiplier cannot exceed 1.0 (the *Absolute TSR Cap*). In the event that average retail sales over the three-year performance period declines relative to 2024 retail sales, the Loyalty Penetration Multiplier cannot exceed 1.0 (the *Retail Sales Cap*).

### rTSR Peer Group

The relative TSR peer group for the 2025 PSUs consists of the 19 Canadian and U.S. companies listed below:

Relative TSR Peer Group	
Advance Auto Parts Inc.	Lowe's Companies, Inc.
Alimentation Couche-Tard Inc.	Lululemon Athletica Inc.
Amazon.com Inc.	Pet Valu Holding Limited
Aritzia Inc.	Restaurant Brands Inc.
Best Buy Co Inc.	Spin Master Corp.
BRP Inc.	The Home Depot Inc
Canada Goose Holdings Inc.	The TJX Companies, Inc.
DICK's Sporting Goods Inc.	V.F. Corporation
Dollarama Inc.	Wayfair Inc.
Gildan Activewear Inc.	

### Stock Options

Stock options are granted to increase the alignment between the compensation of Executives and the long-term performance of CTC's shares.

Each option grant provides an Executive with the right to purchase one Class A Non-Voting Share at the weighted average price at which Class A Non-Voting Shares trade on the TSX during the ten-calendar day period ending on the date immediately preceding the date that the option was granted (the *Strike Price*). All of the Company's currently outstanding stock options, including the 2025 options, incorporate a right to surrender for cash whereby an optionee can elect to surrender their options, instead of exercising them, in exchange for a cash payment equal to the difference between the market price on the date of surrender and the Strike Price. For more information on the Company's Stock Option Plan, see *Description of Stock Option Plan* on page B-1.

### Restricted Share Units

CTC has incorporated RSU grants into the compensation of Executives to improve the overall LTIP mix and retain Executives. Recipients are entitled to a payment equal to the number of RSUs granted multiplied by the fair market value of Class A Non-Voting Shares, as set out in the applicable RSU agreement. Unless otherwise specified in the applicable grant agreement, RSUs generally vest one-third each year, over three years.

### Deferred Share Units

CTC maintains the DSU Plan for Executives pursuant to which Executives, including the CEO, may elect to receive all or part of their STIP awards in DSUs. Additional DSUs are credited to an Executive with respect to their STIP DSUs when the Company pays a dividend or other cash distribution on its Class A Non-Voting Shares. All STIP DSUs and DSU dividend equivalents are vested at the time of grant.

STIP DSUs are settled in cash following an Executive's termination of service with the Company based on the fair market value of DSUs on the settlement date.

### 2025 LTIP Grants

Management recommends the annual Executive LTIP grants to the MRC Committee for approval. Previous Executive LTIP grants are not taken into consideration in determining current year grants. Additional special LTIP grants may be recommended to reward high performance, recognize significant contributions to the Company, or for attraction and retention purposes. Management's recommendations are considered and, if appropriate, approved by the MRC Committee.

The annual 2025 LTIP grants awarded to each NEO are shown in the table below:

NEO	Salary <sup>(1)</sup> (\$)	Target Grant as a % of Salary <sup>(1)</sup>	Long-Term Incentive Grant <sup>(2)</sup> (\$)	Form of Grant Allocation					
				PSUs		RSUs		Stock Options	
				Value (\$)	Units <sup>(3)</sup> (#)	Value (\$)	Units <sup>(4)</sup> (#)	Value (\$)	Options <sup>(5)</sup> (#)
Greg Hicks	1,350,000	425%	5,737,500	3,442,390	21,261	1,147,463	7,087	1,147,498	53,691
Darren Myers <sup>(6)</sup>	775,000	200%	2,950,000	929,855	5,743	1,709,780	10,560	309,983	14,504
Matt Moore <sup>(7)</sup>	650,000	200%	4,000,000	779,925	4,817	2,959,733	18,280	259,993	12,165
TJ Flood	725,000	200%	1,450,000	869,948	5,373	289,983	1,791	289,979	13,568
Susan O'Brien	725,000	200%	1,450,000	869,948	5,373	289,983	1,791	289,979	13,568

#### Notes

- (1) Annual LTIP grants (excluding interim LTIP grants) were calculated based on annual base salary and target LTIP at the time of grant.
- (2) This column reflects the aggregate value of annual and interim LTIP grants awarded.
- (3) The number of PSUs was determined based on the weighted average share price of Class A Non-Voting Shares for the ten-calendar days ending on the business day immediately preceding the date on which the grants were made of \$161.911.
- (4) The number of RSUs was determined based on the weighted average share price of Class A Non-Voting Shares for the ten-calendar days ending on the business day immediately preceding the date on which the grants were made of \$161.911.
- (5) The number of stock options was determined based on the weighted average share price of Class A Non-Voting Shares for the ten-calendar days ending on the business day immediately preceding the date on which the grants were made of \$161.911 and a Black-Scholes factor of 13.2%.
- (6) Mr. Myers assumed the role of EVP and CFO effective April 1, 2025. In connection with his appointment, Mr. Myers received an interim LTIP grant in the form of RSUs in addition to the annual LTIP grant.
- (7) Mr. Moore assumed the role of EVP and CCO effective April 21, 2025. In connection with his appointment, Mr. Moore received an interim LTIP grant in the form of RSUs in addition to the annual LTIP grant.

### 2022 PSU Payout (Vested in 2025)

The PSUs that were granted to the NEOs in 2022 vested and were paid out in 2025 at 11.4% of the grant date value. This outcome reflects both a lower share price over the 2022-2024 performance period and a PSU Multiplier of 0.15, which was determined based on the plan's financial performance measures (ROIC, EPS and Loyalty Penetration) and relative TSR modifier in effect at the time of the grant. This outcome is indicative of the strong pay for performance focused culture at the Company.

For more information regarding the 2022 PSU Plan design, see page 61 of the Company's Management Information Circular dated May 11, 2023 which is available on SEDAR+ at [sedarplus.ca](https://www.sedarplus.ca) and under the *Financial Reporting* section of the Company's Investor Relations website at [investors.canadiantire.ca](https://investors.canadiantire.ca).

The 2022 PSU payouts to the NEOs are shown in the table below:

NEO	Number of PSUs Granted (#)	PSU Multiplier	Weighted Average Share Price <sup>(1)</sup> (\$)	Payout <sup>(2)</sup> (\$)	Grant Value <sup>(3)</sup> (\$)
Greg Hicks	13,017	0.15	142.888	278,996	2,437,407
Darren Myers <sup>(4)</sup>	–	–	–	–	–
Matt Moore <sup>(4)</sup>	–	–	–	–	–
TJ Flood	3,004	0.15	142.888	64,385	562,493
Susan O'Brien	2,883	0.15	142.888	61,792	539,836

#### Notes

- (1) This column reflects the weighted average share price of Class A Non-Voting Shares during the ten-calendar day period commencing on the first trading day following the release of the 2024 financial results.

- (2) This column reflects the value of the 2022 PSUs at the time of payout in 2025, based on the number of PSUs granted, multiplied by the weighted average share price of \$142.888 and the PSU Multiplier of 0.15.
- (3) This column reflects the value of the PSUs on the grant date, based on the number of PSUs granted, multiplied by the weighted average share price of Class A Non-Voting Shares during the ten-calendar day period ending on the day immediately preceding the grant date.
- (4) Messrs. Myers and Moore did not hold 2022 PSUs at the time of payout.

## 2026 Transformation LTIP

A one-time award was approved in 2026 comprised of PSUs. While the 2025 Transformation STIP was linked to critical, foundational *True North* milestones, the 2026 Transformation LTIP was designed to sustain *True North* execution over the next three years. The award will vest based on achieving a profitability target significantly above pre-*True North* levels, together with relative TSR performance versus CTC's North American retail peers. These conditions reinforce long-term value creation and strengthen alignment with shareholder interests. Additional information on the 2026 Transformation LTIP award will be included in next year's Management Information Circular.

## Retirement and Savings Plans

Each NEO participates in the CT Profit Sharing program and the CT Savings Plan, which are available to eligible full-time employees. These programs serve to assist employees in achieving long-term retirement savings in the absence of a pension plan.

### CT Profit Sharing

Under the CT Profit Sharing program, the Company makes an annual payment of at least one percent of its previous year's net profits after income tax and designates the award to be allocated to each employee participating in the program. A portion of the award (*Base Award*), up to 6% of each participant's annual eligible earnings, must be contributed by participants into the DPSP, subject to limits under the *Income Tax Act* (Canada). Each participating employee is required to invest and maintain 10% of the Base Award in a Company share fund under the DPSP (the *CTC Share Fund*), which includes Common Shares and Class A Non-Voting Shares.

The DPSP was established under a trust deed dated January 1, 1968, as amended from time to time thereafter. Sun Life Financial Trust Inc. (*Sun Life Financial*) is the trustee of the DPSP but is subject to the direction of the Company's DPSP Capital Accumulation Plan Committee (the *DPSP CAP Committee*) in relation to the manner in which the DPSP is administered. This direction includes a right of the DPSP CAP Committee to direct the trustee as to the manner in which the Common Shares and Class A Non-Voting Shares comprising the CTC Share Fund are voted at any shareholders' meeting. Sun Life is the beneficial owner of, and the DPSP CAP Committee has control and direction over, 419,280 Common Shares, representing approximately 12.2% of the issued and outstanding Common Shares, and 195,431 Class A Non-Voting Shares, representing approximately 0.4% of the issued and outstanding Class A Non-Voting Shares, which form part of the CTC Share Fund.

For more information regarding the CT Profit Sharing program and the DPSP, see "*Required SEDAR Disclosure by CTC's DPSP CAP Committee Members in relation to Exemptive Relief from the Insider Reporting Obligations*" (the *Prescribed DPSP Disclosure*) filed by the Company under its profile on SEDAR+ at [sedarplus.ca](https://www.sedarplus.ca). The Prescribed DPSP Disclosure, which was initially filed on SEDAR+ on May 6, 2014, and last updated on March 6, 2025, is incorporated by reference in this Circular. A copy of the Prescribed DPSP Disclosure is also available upon request, without charge, by contacting the Corporate Secretary of the Company as set out on page 81.

### CT Savings Plan

The CT Savings Plan provides for voluntary savings by CTC employees and those of participating subsidiaries of CTC. In most cases, contributions made to the plan by participating employees are matched by equal Company payments, to a maximum of 5% of the eligible earnings of each participating employee. Employee contributions and Company match payments are invested in one or more investment alternatives selected by employees. Those include a number of equity, bond and money market funds and guaranteed investment certificates. Employees can also invest their contributions in Class A Non-Voting Shares, allowing them to participate in the future growth, development and success of CTC.

## Benefits

Executives receive health benefits that are designed to promote general wellness and preventative care. These benefits, which are also available to other employees, generally on the same basis, include health and dental coverage, group life and accidental death and dismemberment insurance, short-term disability coverage and employee-paid long-term disability insurance.

## Perquisites

CTC takes a conservative approach to perquisites and determines its perquisite program by reviewing competitive market practices. Executives are provided with perquisites that may include, but are not limited to, an annual car allowance, membership in the Canadian Tire Roadside Assistance program, Company-paid parking, annual medical services, and the employee store discount program, as well as an annual financial planning allowance that is intended to reinforce individual accountability for personal financial planning as CTC does not offer a pension plan.

## Share Performance Graph

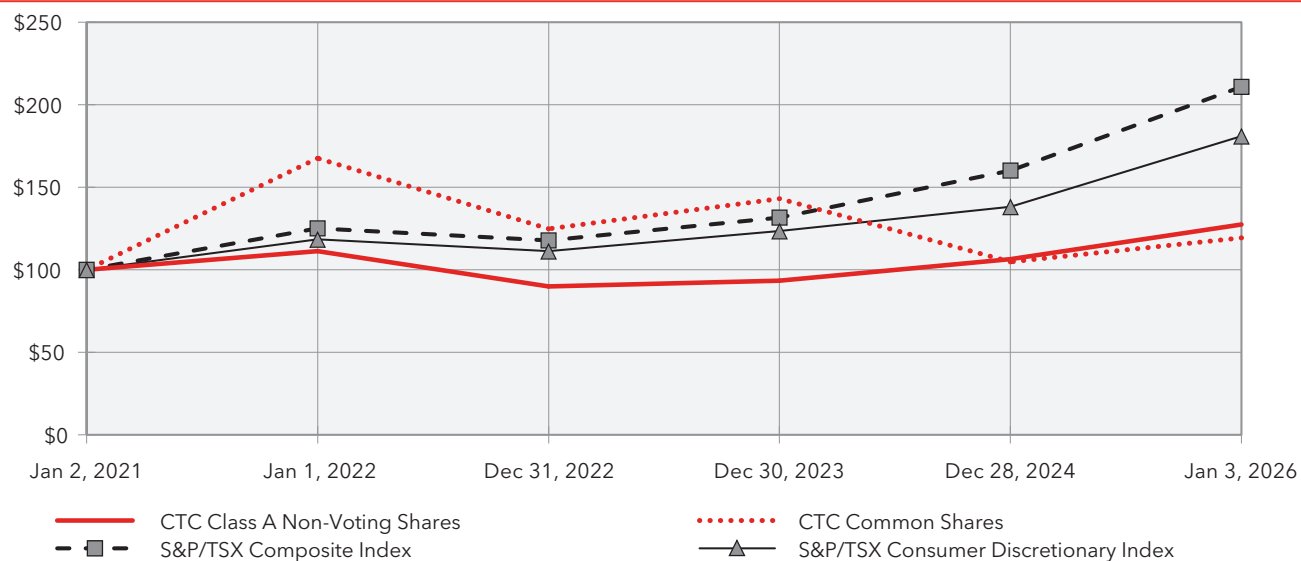
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The chart and table below compare the cumulative TSR on CTC's Class A Non-Voting Shares and Common Shares to the S&P TSX Composite Index and the S&P TSX Consumer Discretionary Index over the five-year period since the beginning of 2021, when the share price reflected strong COVID-period performance. TSR assumes \$100 was invested on January 2, 2021, with dividends reinvested.

Over the five-year fiscal period ended January 3, 2026, a \$100 investment in the Company's Class A Non-Voting Shares grew to approximately \$127. In comparison, a \$100 investment in the S&P TSX Composite Index grew to approximately \$211, and a similar investment in the S&P TSX Consumer Discretionary Index grew to approximately \$181. While CTC's Class A Non-Voting Shares underperformed the S&P/TSX Consumer Discretionary Index over the five-year period, the index also saw variations in shareholder returns. Total shareholder return on CTC's Class A Non-Voting Shares experienced a marked improvement in 2024 and 2025.

For the purpose of this section, CTC's NEO Compensation, defined as aggregate annual compensation, excluding "All Other Compensation" as calculated in the *Summary Compensation Table* on page 74, increased in 2021, declined in 2022 and 2023, and increased again in 2024 and 2025, relative to a 2020 baseline, generally trending in a similar direction as total shareholder return on CTC's Class A Non-Voting Shares. Year-to-year NEO Compensation changes reflect variations in annual STIP payouts, the granting of LTIP awards, and changes to the NEOs and their associated compensation. Although a significant portion of NEO Compensation is performance-based and at-risk (as detailed on page 60), compensation reported for a particular year does not necessarily correlate with shareholder returns for that same year, as LTIP awards, which are reported at their grant date value, and vest over multiple years, and, in the case of PSUs, are subject to performance conditions, result in payouts above or below their respective values on the grant date. Overall, these results illustrate the importance of assessing compensation and performance over a multi-year horizon. CTC remains committed to aligning executive compensation with long-term value creation and maintaining a compensation program that supports sustainable performance for our shareholders.

## Cumulative Total Shareholder Return – January 2, 2021 through January 3, 2026



Fiscal Year	Fiscal Year End Date <sup>(1)</sup>	CTC Common Shares <sup>(2)</sup> (\$)	CTC Class A Non-Voting Shares (\$)	S&P/TSX Consumer Discretionary Index (\$)	S&P/TSX Composite Index (\$)
2020	January 2, 2021	100.00	100.00	100.00	100.00
2021	January 1, 2022	167.57	111.28	118.45	125.09
2022	December 31, 2022	124.81	89.91	111.30	117.78
2023	December 30, 2023	143.07	93.39	123.49	131.62
2024	December 28, 2024	104.80	106.44	138.18	160.12
2025	January 3, 2026	119.34	127.43	180.98	210.84

## Notes

- (1) CTC's fiscal year end is the Saturday closest to December 31 in any given year.
- (2) The cumulative TSR of CTC's Common Shares is included for information purposes to comply with applicable disclosure requirements.

## 2025 Compensation

### SUMMARY COMPENSATION TABLE

The table below shows the compensation paid to each NEO with respect to CTC's 2025 fiscal year, which ended on January 3, 2026, as well as the 2024 and 2023 fiscal years.

Name and Principal Position	Year	Salary (\$)	Share-Based Awards <sup>(1)</sup> (\$)	Option-Based Awards <sup>(2)</sup> (\$)	Non-Equity Annual Incentive Plans <sup>(3)</sup> (\$)	All Other Compensation <sup>(4)</sup> (\$)	Total Compensation <sup>(5)</sup> (\$)
<b>Greg Hicks</b> President and CEO	2025	1,375,577	4,589,853	1,147,498	6,101,311	225,764	13,440,003
	2024	1,300,000	2,729,947	1,819,996	2,754,180	200,822	8,804,945
	2023	1,300,000	2,729,922	1,819,979	–	189,913	6,039,814
<b>Darren Myers</b> EVP and CFO	2025	593,173	2,639,635	309,983	2,009,288	81,287	5,633,366
	2024	–	–	–	–	–	–
	2023	–	–	–	–	–	–
<b>Matt Moore</b> EVP and CCO	2025	462,500	3,739,658	259,993	1,655,600	3,500	6,121,251
	2024	–	–	–	–	–	–
	2023	–	–	–	–	–	–
<b>TJ Flood</b> EVP and COO	2025	738,366	1,159,930	289,979	1,832,091	82,624	4,102,990
	2024	650,000	779,947	519,985	667,680	72,302	2,689,914
	2023	650,000	779,911	519,973	–	95,365	2,045,249
<b>Susan O'Brien</b> EVP and CTO	2025	738,366	1,159,930	289,979	1,832,091	82,624	4,102,990
	2024	650,000	779,947	519,985	737,448	70,819	2,755,199
	2023	639,615	779,845	519,950	–	92,005	2,031,415
<b>Gregory Craig<sup>(6)</sup></b> Former, EVP and CFO	2025	352,692	1,119,938	279,998	–	6,459,719	8,212,347
	2024	700,000	839,871	559,996	719,040	77,004	2,895,911
	2023	700,000	839,834	559,970	–	102,563	2,202,367

#### Notes

- The values in this column include PSUs and RSUs for the NEOs. The grant date fair value of PSUs and RSUs is based on the number of units granted, multiplied by the weighted average share price of Class A Non-Voting Shares for the ten-calendar days ending on the business day immediately preceding the date on which the grants were made.
- The 2025 values in this column are based on the weighted average share price of Class A Non-Voting Shares for the ten-calendar days ending on the business day immediately preceding the date on which the grants were made, multiplied by a Black-Scholes factor of 13.2%, which is then multiplied by the number of options granted. The Black-Scholes value ratio was determined using the following assumptions: estimated volatility of 21.4% (based on the daily historical share price for the three-year period ending on December 31, 2025); estimated dividend yield of 4.33%; interest rate of 2.96%; and an expected life of five years of the seven-year option term. For accounting purposes, the fair value of option-based awards at the time of grant is not calculated due to the right to surrender for cash. CTC has chosen to use Black-Scholes as the methodology for determining the number of options granted as it is an appropriate and commonly used methodology to value stock options.
- The values in this column represent STIP awards in respect of the applicable fiscal year, except that in 2023 there was no STIP award, and the values for 2025 include the 2025 Transformation STIP. In connection with Mr. Myers' appointment effective April 1, 2025, he is eligible to receive a \$1,000,000 signing bonus paid over two years, conditional upon his continued employment, with the first installment of \$650,000 reflected in the 2025 value and \$350,000 to be paid in 2026. In connection with Mr. Moore's appointment effective April 21, 2025, he is eligible to receive a \$1,200,000 signing bonus paid over two years, conditional upon his continued employment, with the first installment of \$600,000 reflected in the 2025 value and \$600,000 to be paid in 2026.
- The values in this column include awards under the CT Profit Sharing program and Company match payments under the CT Savings Plan. Perquisites that do not exceed \$50,000 in aggregate, or 10% of each NEO's annual salary, in any given year, are not included in this column. In 2025, Mr. Hicks received perquisites in the amount of \$65,381, including home security in the amount of \$51,811. In 2025, Mr. Myers received perquisites in the amount of \$76,815, including home security in the amount of \$40,424. Refer to note 6 regarding the 2025 amount shown under All Other Compensation for Mr. Craig.
- As CTC does not have any long-term non-equity incentive plans or a pension plan, columns for such information are not included in this table.
- In connection with his retirement, Mr. Craig received a pro-rated payment of \$235,447 in respect of his 2025 share-based awards, with the remainder of such awards forfeited. His 2025 option-based award expired without vesting and was forfeited on his retirement. The 2025 amount shown under All Other Compensation for Mr. Craig includes awards under the CT Profit Sharing

program and Company match payments under the CT Savings Plan, as well as a pro-rated payment with respect to his 2023 and 2024 PSUs and other payments that were made in connection with his retirement. For more information regarding Mr. Craig's retirement package, see *Post-Employment Benefits* on page 76. The 2025 amount shown under Total Compensation for Mr. Craig includes the full grant date value of his 2025 share-based awards (\$1,119,938) and 2025 option-based award (\$279,998), of which \$1,164,489 was forfeited upon his retirement.

## OUTSTANDING SHARE-BASED AWARDS AND OPTION-BASED AWARDS

The table below shows the total vested and unvested outstanding long-term incentive awards for each NEO as of January 3, 2026:

Name	Option-Based Awards			Share-Based Awards			
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options <sup>(1)</sup> (\$)	Number of Shares or Units of Shares that Have Not Vested <sup>(2)</sup> (#)	Market or Payout Value of Share-Based Awards that Have Not Vested <sup>(3)</sup> (\$)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed <sup>(4)</sup> (\$)
Greg Hicks	12,893	80.487	March 23, 2027	6,216,698	65,163	11,421,771	2,645,663
	33,471	173.135	March 17, 2028				
	35,134	187.248	March 28, 2029				
	40,929	167.799	March 27, 2030				
	91,930	132.870	March 18, 2031				
	53,691	161.911	May 20, 2032				
Darren Myers	14,504	161.911	May 20, 2032	193,904	16,303	2,857,590	–
Matt Moore	12,165	161.911	May 20, 2032	162,634	23,097	4,408,442	–
TJ Flood	6,480	173.135	March 17, 2028	1,402,009	17,694	3,101,404	–
	8,108	187.248	March 28, 2029				
	8,770	167.799	March 27, 2030				
	2,954	166.068	May 31, 2030				
	26,265	132.870	March 18, 2031				
	13,568	161.911	May 20, 2032				
Susan O'Brien	2,415	144.348	February 25, 2026	3,025,353	17,695	3,101,580	460,800
	16,294	80.487	March 23, 2027				
	8,100	173.135	March 17, 2028				
	7,783	187.248	March 28, 2029				
	8,433	167.799	March 27, 2030				
	3,294	166.068	May 31, 2030				
	26,265	132.870	March 18, 2031				
	13,568	161.911	May 20, 2032				
Gregory Craig <sup>(5)</sup>	–	–	–	–	–	–	–

### Notes

- (1) This column contains the aggregate dollar value of in-the-money vested and unvested unexercised options for the NEOs, as of January 3, 2026, using the January 2, 2026 closing price of Class A Non-Voting Shares on the TSX of \$175.28.
- (2) This column contains the number of unvested PSUs held by the NEOs on January 3, 2026.
- (3) With respect to PSUs, the calculation assumes a performance multiplier of 1.0. The actual multiplier for PSUs is determined upon vesting and may range from 0 to 2.0. The value of the PSUs and RSUs in this column is as of January 3, 2026, using the January 2, 2026 closing share price of Class A Non-Voting Shares on the TSX of \$175.28.
- (4) This column contains the value of vested DSUs held by the NEOs, as applicable. The value of the awards in this column is as of January 3, 2026, using the January 2, 2026 closing share price of Class A Non-Voting Shares on the TSX of \$175.28.
- (5) As Mr. Craig retired effective June 30, 2025, he did not hold options or share-based awards as of January 3, 2026.

## INCENTIVE PLAN AWARDS

The table below shows the incentive awards that vested or were earned by each NEO during the fiscal year ended January 3, 2026:

Name	Option-Based Awards – Value Vested During the Year <sup>(1)</sup> (\$)	Share-Based Awards – Value Vested During the Year <sup>(2)</sup> (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year <sup>(3)</sup> (\$)
Greg Hicks	457,806	1,199,575	6,101,311
Darren Myers	–	–	2,009,288
Matt Moore	–	–	1,655,600
TJ Flood	147,186	64,385	1,832,091
Susan O'Brien	149,075	442,727	1,832,091
Gregory Craig	140,854	1,771,625	–

### Notes

- (1) This column represents the aggregate dollar value that would have been realized if stock options that vested in 2025 were exercised on the applicable vesting dates.
- (2) This column represents the values of PSUs granted in 2022 to the NEOs (excluding Messrs. Myers and Moore who joined the Company in 2025) that were paid in 2025 (see 2022 PSU Payout (Vested in 2025) on page 70), DSUs credited to Mr. Hicks and Ms. O'Brien related to their 2024 STIP awards paid in 2025, and DSU dividend equivalents received on DSUs held by the NEOs, as applicable. In the case of Mr. Craig, the amount represents a pro-rated payment with respect to his outstanding PSUs and RSUs in connection with his retirement.
- (3) This column represents the values of the 2025 STIP award, the 2025 Transformation STIP award, and signing bonuses for Messrs. Myers and Moore, which are also included in the *Summary Compensation Table* on page 74.

## Post-Employment Matters

Each NEO has an employment agreement with the Company which provides for various payments and benefits in the event of a termination of the NEO's employment under certain circumstances. None of the NEO employment agreements provide for change of control benefits; however, certain of the Company's plan documents contain provisions that impact the treatment of LTIP grants in the case of a termination of employment related to a change of control of the Company. Pursuant to their employment agreements and the Company's compensation plans and related award notices and award agreements, the NEOs are entitled to the following post-employment payments and benefits, in addition to their respective salaries, awards and benefits due and owing up to the end of their active employment.

### POST-EMPLOYMENT BENEFITS

#### Termination of Employment Without Cause

In the event of termination of employment without cause, conditional in each case upon the delivery of a full and final release and indemnity, the NEOs are each entitled to:

- payment of their base salary for 24 months (*the Notice Period*), payable as salary continuance and subject to certain mitigation provisions in the event alternative employment is secured (*the Mitigation Provisions*);
- during the Notice Period, payment of in-lieu STIP awards, calculated based on the NEO's STIP award target percentage and their base salary earnings during the Notice Period, subject to the Mitigation Provisions;
- in the case of Mr. Hicks, continued vesting and payment of his outstanding PSUs and RSUs during the Notice Period and the right to exercise his outstanding stock options until the earlier of the end of the Notice Period and the expiry of the options, with any unvested options continuing to vest during such period, subject to the Mitigation Provisions;

- in the case of Messrs. Flood, Moore and Myers and Ms. O'Brien, a pro-rated payment of their outstanding PSUs and RSUs, based on the period of active employment with the Company during the applicable performance period, subject to a multiplier of 1.0 in the case of PSUs, and the right to exercise any vested options until the earlier of the expiry of the options and 30 days following their termination date;
- during the Notice Period, payment of in-lieu CT Profit Sharing awards, calculated based on the average payout rate for CT Profit Sharing awards during the three fiscal years preceding the end of the NEO's active employment and their base salary earnings during the Notice Period, subject to the Mitigation Provisions;
- payment of in-lieu Company match contributions under the CT Savings Plan during the Notice Period, calculated based on the average annual corporate match percentage of the NEO's CT Savings Plan contributions during the three fiscal years preceding the end of the NEO's active employment and their base salary earnings during the Notice Period, subject to the Mitigation Provisions;
- continued participation in CTC's employee health and other group insurance plans (subject to certain exceptions) and employee store discount and roadside assistance programs, and continued entitlement to executive medical services, home security monitoring and financial planning benefits, until the end of the Notice Period, subject to the Mitigation Provisions; and
- in the case of Messrs. Flood, Moore and Myers and Ms. O'Brien, payment of the car allowance during the Notice Period, subject to the Mitigation Provisions.

### CFO Retirement

Gregory Craig retired as EVP and CFO effective March 31, 2025 and continued to serve the Company in an advisory capacity until June 30, 2025, during which period he continued to receive his compensation and benefits. Following that date, Mr. Craig was entitled to the same payments and benefits described above for Messrs. Flood, Moore and Myers and Ms. O'Brien during the Notice Period, subject to the Mitigation Provisions, and an additional lump-sum cash payment.

### Other Termination of Employment

In the event an NEO resigns or is terminated without cause and, at the time of such resignation or termination, is at least 60 years of age and have at least ten years of service with the Company, in accordance with the Stock Option Plan, PSU plan and RSU plan, they are entitled to continued vesting and payment of their outstanding PSUs and RSUs as if they had continued to be employed by CTC during the entire performance period, and the right to exercise their outstanding stock options until the earlier of the third anniversary of their resignation or termination date and the expiry of the options, with any unvested options continuing to vest during such period.

### Non-Competition and Non-Solicitation Obligations

The foregoing entitlements are conferred on each of the NEOs in part on the condition of each NEO continuing to fulfil certain covenants in their respective employment agreement regarding non-competition (12 months) and non-solicitation (12 months), and their agreement not to be employed or otherwise associated with the Canadian Tire Dealers' Association for ten years following termination of their employment.

### CHANGE OF CONTROL PROVISIONS

Under the terms of the Company's Stock Option Plan, PSU plan and RSU plan, a "Change of Control" is defined in each plan, but generally means a disposition of shares of the Company or any other transaction or occurrence where another person (together with such person's affiliates and associates) becomes the holder of more than 50% of the voting shares of the Company (*Change of Control*). In all cases, the Change of Control provisions are subject to a "double trigger" which means that the provisions are only triggered either (i) upon a termination without cause within two years after a Change of Control, or (ii) upon resignation from employment due to material changes related to the NEO's role, compensation, benefits or work location (*Resignation for Good Reason*) within two years of a Change of Control or within six months prior to a Change of Control in contemplation of the Change of Control.

The table below sets out the manner in which awards vest both with and without a Change of Control:

Award	Without Change of Control: Termination Without Cause or Resignation	With Change of Control: Termination Without Cause or Resignation for Good Reason
Stock Options	Vested options expire within 30 days of the termination or resignation date. Unvested options are forfeited.	All outstanding options vest immediately prior to the termination or resignation date and expire within 30 days of such date.
PSUs & RSUs	<i>Termination Without Cause:</i> PSUs and RSUs are paid out on a pro rata basis, based on the portion of the vesting or performance period during which the Executive was actively employed. PSUs are subject to a multiplier of 1.0.  <i>Resignation:</i> Unvested PSUs and RSUs are forfeited.	Same treatment as a termination without cause without a Change of Control.

The foregoing is subject to any provisions contained in an NEO's employment agreement or their award agreements and excludes resignation or termination after 60 years of age with at least 10 years of service.

### ESTIMATED INCREMENTAL PAYMENTS

The following table presents the potential incremental payments to each of the NEOs as if their employment had been terminated without cause in the absence of a Change of Control, or had been terminated without cause or ceased due to a Resignation for Good Reason with a Change of Control, on January 2, 2026, the last business day prior to the 2025 fiscal year end (January 3, 2026).

There are many factors that affect the nature and amount of any payments provided and, as a result, actual amounts may be higher or lower than what is reported below. Factors that may affect the reported amounts include the timing of cessation of employment, the share price of Class A Non-Voting Shares at the time employment ceases, the NEO's age and years of service with the Company and the Mitigation Provisions.

NEO	Compensation Component	Estimated Incremental Payments as of January 2, 2026	
		Without a Change of Control (\$)	With a Change of Control (\$)
Greg Hicks	Base Salary	2,700,000	2,700,000
	Payment in-lieu of STIP award <sup>(1)</sup>	4,050,000	4,050,000
	LTIP <sup>(2)</sup>	–	3,419,040
	Payment in-lieu of CT Profit Sharing award <sup>(3)</sup>	190,350	190,350
	Payment in-lieu of CT Savings Plan Company Match <sup>(4)</sup>	135,000	135,000
	Perquisites <sup>(5)</sup>	–	–
	<b>Total</b>	<b>7,075,350</b>	<b>10,494,390</b>
Darren Myers	Base Salary	1,550,000	1,550,000
	Payment in-lieu of STIP award <sup>(1)</sup>	1,240,000	1,240,000
	LTIP <sup>(2)</sup>	–	193,904
	Payment in-lieu of CT Profit Sharing award <sup>(3)</sup>	109,275	109,275
	Payment in-lieu of CT Savings Plan Company Match <sup>(4)</sup>	77,500	77,500
	Perquisites <sup>(5)</sup>	80,012	80,012
<b>Total</b>	<b>3,056,787</b>	<b>3,250,691</b>	
Matt Moore	Base Salary	1,300,000	1,300,000
	Payment in-lieu of STIP award <sup>(1)</sup>	1,040,000	1,040,000
	LTIP <sup>(2)</sup>	–	162,634
	Payment in-lieu of CT Profit Sharing award <sup>(3)</sup>	91,650	91,650
	Payment in-lieu of CT Savings Plan Company Match <sup>(4)</sup>	65,000	65,000
	Perquisites <sup>(5)</sup>	58,274	58,274
<b>Total</b>	<b>2,554,924</b>	<b>2,717,558</b>	

NEO	Compensation Component	Estimated Incremental Payments as of January 2, 2026	
		Without a Change of Control (\$)	With a Change of Control (\$)
TJ Flood	Base Salary	1,450,000	1,450,000
	Payment in-lieu of STIP award <sup>(1)</sup>	1,160,000	1,160,000
	LTIP <sup>(2)</sup>	582,540	1,535,773
	Payment in-lieu of CT Profit Sharing award <sup>(3)</sup>	102,225	102,225
	Payment in-lieu of CT Savings Plan Company Match <sup>(4)</sup>	72,500	72,500
	Perquisites <sup>(5)</sup>	66,996	66,996
	<b>Total</b>	<b>3,434,261</b>	<b>4,387,494</b>
Susan O'Brien	Base Salary	1,450,000	1,450,000
	Payment in-lieu of STIP award <sup>(1)</sup>	1,160,000	1,160,000
	LTIP <sup>(2)</sup>	617,013	1,353,734
	Payment in-lieu of CT Profit Sharing award <sup>(3)</sup>	102,225	102,225
	Payment in-lieu of CT Savings Plan Company Match <sup>(4)</sup>	72,500	72,500
	Perquisites <sup>(5)</sup>	57,454	57,454
	<b>Total</b>	<b>3,459,192</b>	<b>4,195,913</b>

## Notes

- (1) Based on payout at target.
- (2) The LTIP value shown is comprised of stock options, PSUs and RSUs, as applicable. This amount reflects the in-the-money value of any stock options that vest on an accelerated basis and is based on the closing price of Class A Non-Voting Shares on the TSX on January 2, 2026 (\$175.28). No value is reflected where the Strike Price for stock options is greater than the closing share price of Class A Non-Voting Shares on the TSX on January 2, 2026 (\$175.28). This amount also reflects the incremental value of PSUs and RSUs pro-rated and payable to the termination or resignation date, as applicable, less the value of any forfeited PSUs and RSUs. PSUs and RSUs have been valued using the closing share price of Class A Non-Voting Shares on the TSX on January 2, 2026 (\$175.28), subject to a performance multiplier of 1.0 in the case of PSUs. No value is reflected in the table where the forfeited value of PSUs and RSUs exceeds the pro-rated amount or where no incremental payment or benefit is realized.
- (3) Assumes that CT Profit Sharing awards are 10% of salary during the Notice Period.
- (4) Assumes that CT Savings Plan Company Match is 5% of salary during the Notice Period.
- (5) NEOs are entitled to the continuation of perquisites and other benefits described in their employment agreements during the Notice Period. As the value of such perquisites and other benefits for Mr. Hicks would not exceed \$50,000 in aggregate during the Notice Period, no value is included.



## ADDITIONAL INFORMATION

### Securities Authorized under Stock Option Plan

The table below sets out information regarding the Class A Non-Voting Shares authorized for issuance under CTC's Stock Option Plan as of January 3, 2026. Other than the Stock Option Plan, none of CTC's other compensation plans provides for the issuance of CTC securities.

Equity Compensation Plans Approved by Securityholders	Number of Securities to Be Issued upon Exercise of Outstanding Options (#)	Weighted-Average Exercise Price of Outstanding Options (\$)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (#)
Stock Option Plan	1,355,562	150.85	2,032,140

The aggregate maximum number of Class A Non-Voting Shares that are authorized for issuance under the Stock Option Plan is 3,387,702, representing approximately 6.8% of the Class A Non-Voting Shares issued and outstanding as of January 3, 2026. The number of outstanding and unexercised options to purchase Class A Non-Voting Shares was 1,355,562 as of January 3, 2026, representing approximately 2.7% of the issued and outstanding Class A Non-Voting Shares. Also, 2,032,140 Class A Non-Voting Shares, representing approximately 4.1% of the issued and outstanding Class A Non-Voting Shares, were available for future issuance under the Stock Option Plan as of January 3, 2026.

The annual burn rate under the Stock Option Plan for each of the three most recently completed fiscal years is set out below. The annual burn rate represents the number of options granted during the fiscal year divided by the weighted average number of Class A Non-Voting Shares outstanding for the applicable year.

Completed Fiscal Year	Annual Burn Rate
2023	0.46%
2024	1.06%
2025	0.66%

For a description of the material features of the Stock Option Plan, see *Description of Stock Option Plan* on page B-1.

### Director and Officer Indebtedness

As of the date of the Circular, other than "routine indebtedness" (as defined under Canadian securities laws), no current or former directors, officers or employees of CTC, or any of its subsidiaries, had any outstanding indebtedness to CTC or any of its subsidiaries, or had any indebtedness that was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by CTC or any of its subsidiaries. Owen Billes, Glenn Butt, Sylvain Leroux and Justin Young are Dealers and, as such, may from time to time participate in a Company-supported program that provides financing to Dealers for their purchases of inventory and fixed assets. The terms and conditions of the financing support provided by CTC under this program are the same for all participating Dealers. See Note 20 of the 2025 Financial Statements for further information.

## Director and Officer Insurance

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During the fiscal year ended January 3, 2026, CTC purchased directors' and officers' liability insurance coverage in the amount of \$125 million on an annual aggregate basis. This insurance is designed to protect against liabilities the directors and officers of the Company and its subsidiaries may face in such capacities.

Any loss for which the Company grants indemnification to a director or officer is subject to a deductible of \$500,000. Losses resulting from a securities claim, brought by or on behalf of a shareholder of the Company, are subject to a deductible of \$750,000. No deductible is applied to any loss for which a director or officer is not indemnified by the Company. The directors' and officers' liability insurance does not cover losses arising from deliberate illegal conduct, fraud or bad faith.

CTC paid \$600,447 in policy premiums for the period April 4, 2025, to April 4, 2026, none of which was paid by individual directors and officers. The insurance policy does not differentiate between coverage for directors and coverage for officers, and we cannot estimate the amount of the premium that relates to the directors or the officers.

## Other Information

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The 2025 Report to Shareholders, which contains the 2025 Financial Statements and the 2025 MD&A, and the 2025 AIF are available on SEDAR+ at [sedarplus.ca](https://www.sedarplus.ca) and under the *Financial Reporting* section of the Company's Investor Relations website at [investors.canadiantire.ca](https://investors.canadiantire.ca). You can also request copies of these documents by emailing [corporatesecretary@cantire.com](mailto:corporatesecretary@cantire.com) or writing to:



Eleni Damianakis  
Vice-President, Associate General Counsel and Corporate Secretary  
Canadian Tire Corporation, Limited  
2180 Yonge Street  
P.O. Box 770, Station K  
Toronto, Ontario M4P 2V8

Additional information relating to the Company is available on the Company's website at [corp.canadiantire.ca](https://corp.canadiantire.ca) and on SEDAR+ at [sedarplus.ca](https://www.sedarplus.ca).

## Board Approval

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The Board of Directors has approved the contents and the sending of this Circular.

Toronto, Ontario  
March 12, 2026

By order of the Board of Directors,

**Eleni Damianakis**  
Vice-President, Associate General Counsel and  
Corporate Secretary



# BOARD OF DIRECTORS' MANDATE

## 1. ROLE OF THE BOARD

The Board of Directors (the "Board") of Canadian Tire Corporation, Limited (the "Corporation") is responsible for the stewardship of the Corporation and overseeing the management of the business and affairs of the Corporation. The Board provides direction and brings its broad skills and experience to the issues, risks and opportunities facing the Corporation with a view to achieving the best possible decision-making.

## 2. RESPONSIBILITIES OF THE BOARD

The Board's fiduciary duty is to the Corporation. The Board is also responsible for working with management to achieve long-term, sustainable growth for the Corporation. In carrying out its duties, the Board considers the financial, risk, competitive, human capital, brand and other implications of strategies, tactics and transactions proposed by management.

The Board's duties and responsibilities, some of which are delegated to Board committees, include:

### (a) Strategic Planning & Operational Performance

- (i) Providing oversight and guidance on the strategic issues facing the Corporation.
- (ii) Requiring the CEO, in collaboration with the Board, to develop and present to the Board for approval the Corporation's long-term strategy.
- (iii) Supervising the development of, and approving, the Corporation's annual business plan, including the Corporation's financial and operating plans.
- (iv) Monitoring the implementation and effectiveness of the Corporation's strategy and annual business plan, including financial and operational performance.
- (v) Approving transactions, expenditures, commitments and other business decisions not specifically delegated to management.

### (b) Financial Information, Internal Controls and Public Disclosures

- (i) Overseeing the financial reporting and disclosure obligations of the Corporation.
- (ii) Overseeing the integrity and effectiveness of the Corporation's management information systems, internal controls, including internal control over financial reporting, and disclosure controls and procedures.
- (iii) Approving the Corporation's financial statements, management's discussion and analysis, annual information form and news releases containing material information.
- (iv) Obtaining reasonable assurance regarding the Corporation's compliance with legal, regulatory and other requirements relating to the Corporation's financial statements and disclosures.

### (c) Corporation's Relationship with Canadian Tire Dealers

- (i) Overseeing the state of the Corporation's relationship with Canadian Tire Dealers through consideration of qualitative and quantitative measures in place from time to time, to ensure that the relationship is operating in support of the long-term strategy of the Corporation, and that its contribution to the success of the enterprise is being maximized.

### (d) Identification and Management of Risks

- (i) Overseeing the Corporation's enterprise risk management processes for identifying, assessing, managing, monitoring, escalating, and reporting on key and emerging risk exposures.

- (ii) Reviewing and approving the Corporation's enterprise risk management policy and framework, including the risk appetite statements.
- (iii) Overseeing key risks to the Corporation, including emerging risks, as well as associated risk management plans.

**(e) Human Capital Management and Executive Compensation**

- (i) Monitoring the Corporation's approach to human capital management, including the Corporation's talent management practices and programs for attracting, developing and retaining senior management.
- (ii) Approving the selection and compensation of the CEO and other senior executives.
- (iii) Overseeing the Corporation's compensation philosophy, executive compensation plans and programs, and benefit, retirement and savings plans.
- (iv) Supervising the Corporation's development, assessment and succession planning processes for senior executives.
- (v) Monitoring the employee experience and engagement within the Corporation, and the Corporation's diversity strategy.

**(f) Integrity, Ethics and ESG**

- (i) Obtaining reasonable assurance as to the integrity of the CEO and other senior management and that the CEO and other senior management strive to create a culture of integrity throughout the Corporation.
- (ii) Approving and monitoring compliance with the Corporation's codes of conduct and policies and practices for dealing with matters related to integrity and ethics.
- (iii) Overseeing the safeguarding and enhancement of the Corporation's brand and reputation.
- (iv) Overseeing the Corporation's environmental, social and governance (ESG) strategies, risk management, and reporting.

**(g) Governance**

- (i) Developing, updating and monitoring the Board's approach to corporate governance and the Corporation's corporate governance standards.
- (ii) Evaluating the current composition of the Board in light of changes to the Corporation's strategies and risks, current and anticipated priorities and plans for succession.
- (iii) Identifying qualified individuals for election or appointment to the Board, having regard for, among other things, the skills and experience necessary for the Board, independence requirements, and other considerations.
- (iv) Ensuring the independent Directors are able to meet without management and the non-independent Directors during regularly scheduled Board meetings.
- (v) Establishing Board committees and defining their mandates to assist the Board in carrying out its roles and responsibilities.
- (vi) Appointing the Chairman of the Board and committee Chairs and preparing for their succession, emergency or otherwise.
- (vii) Setting expectations and responsibilities of Directors, including attendance at, preparation for, and participation in Board and committee meetings, service on other public company boards, and ethical conduct.
- (viii) Ensuring that each new Director engages in appropriate orientation and that all Directors are provided with continuing education opportunities.
- (ix) Approving the form and amount of Directors' compensation for Board and committee service.

- (x) Regularly assessing the effectiveness of the Board, the Chairman of the Board, the committees, each committee Chair and individual Directors.
- (xi) Maintaining a shareholder engagement process to facilitate responses by the Board to shareholder inquiries.

### 3. DELEGATION OF AUTHORITY

#### (a) Delegation to Management

The Board is responsible for establishing formal delegations of authority, which define the limits of management's power and authority, and delegating to management certain powers to manage the business of the Corporation. The Board has delegated to the CEO certain powers and authorities to manage the business and affairs of the Corporation, subject to the limitations under the Corporation's governing legislation. Any power or authority not so delegated remains with the Board of Directors.

#### (b) Delegation to Committees

The Board has delegated certain matters for which the Board is responsible to its committees for review or approval, as appropriate and to the extent permitted under the Corporation's governing legislation. The Board reserves the right to exercise any powers or authorities delegated to a committee. The Board also has the right to revoke any of its powers or authorities delegated to a committee, as well as to revoke or vary any decision of a committee (to the extent that such decision has not been acted upon). Any major committee decision shall be reported to the Board at its next regularly scheduled meeting.

### 4. EVALUATION OF THIS MANDATE

At least every three years, the Governance Committee shall review and assess the appropriateness of this Mandate taking into account all applicable legislative and regulatory requirements as well as any best practice guidelines recommended by regulators or stock exchanges with whom the Corporation has a reporting relationship and, if appropriate, recommend changes to the Mandate to the Board for its approval, except for minor technical amendments to this Mandate, authority for which is delegated to the Corporate Secretary or Assistant Corporate Secretary of the Corporation, who will report any such amendments to the Governance Committee and the Board at their next regular meetings.

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## DESCRIPTION OF STOCK OPTION PLAN

Our Stock Option Plan was established for the purpose of attracting and retaining eligible employees of CTC and for the purpose of encouraging such employees to participate in the future growth, development and success of CTC's enterprises through ownership of shares of CTC. Employees at the level of Vice-President and above are eligible to receive options and non-employee directors of CTC are not eligible to receive options under the Stock Option Plan. The MRC Committee has been delegated the authority by the Board to grant options under the Stock Option Plan.

The grant of an option provides an optionee with the right to purchase a certain number of Class A Non-Voting Shares at a price per share equal to the weighted average price at which the Class A Non-Voting Shares trade on the TSX during the ten-calendar day period ending on the business day immediately preceding the date the option is granted.

The Stock Option Plan states that no option shall extend for a period of more than ten years from the date of grant except that the exercise period may be extended in the event of a black out period. Outstanding options can be exercised for a period of up to seven years unless they are terminated earlier in accordance with the terms of the Stock Option Plan.

Outstanding options vest at the rate of one-third per year during the three years following the date of grant. Exceptions to the general vesting and expiration terms are included in the Stock Option Plan or option agreements in relation to circumstances involving disability, death, resignation or termination without cause after having reached age 60 with ten years of continuous service, termination for cause, becoming a Dealer or upon the cessation of employment for any other reason.

In addition to the basic vesting provisions referred to above, the Stock Option Plan contains an early vesting "double trigger" provision in the context of a Change of Control, which provides that if a qualified offer has been made to purchase all or substantially all of the shares of any class of CTC and: (a) such qualified offer includes an offer for the Class A Non-Voting Shares; (b) such qualified offer is completed, and a Change of Control has occurred; and (c) the optionee's employment ceases (i) within 24 months following a Change of Control due to a termination without cause, or (ii) within six months prior to a Change of Control or within 24 months following a Change of Control due to a Resignation for Good Reason, then any options held by the optionee shall be deemed to have vested immediately prior to the termination date.

All outstanding option agreements provide that, at the election of the optionee, options can be exercised through payment of the option price or surrendered in exchange for a cash payment equal to the excess of the fair market value of the Class A Non-Voting Shares over the Strike Price, multiplied by the number of Class A Non-Voting Shares surrendered. The fair market value is the weighted average price at which the Class A Non-Voting Shares trade on the TSX on the trading day on which the surrender is made.

Any Class A Non-Voting Shares that are not issued under an option as a result of the surrender or other termination or cancellation of the option may again be issuable pursuant to the Stock Option Plan. The maximum number of Class A Non-Voting Shares issuable under the Stock Option Plan shall not be reduced by any shares surrendered pursuant to an option agreement.

If an optionee becomes disabled, dies, resigns, has their employment terminated with or without cause or ceases to be employed by CTC for any other reason, the options may only be exercised or surrendered by the optionee, or their personal representative, as the case may be, or may be prohibited from being exercised or surrendered, as follows:

- *in the event of disability* – All options may be exercised or surrendered and shall continue to vest until the earlier of the expiry date of the options and three years following the date of disability;
- *in the event of death* – All options immediately vest and may be exercised or surrendered until the earlier of the expiry date of the options and three years following the date of death;
- *in the event of resignation or termination without cause after age 60 with ten years continuous service* – All options may be exercised or surrendered and shall continue to vest until the earlier of the expiry date of the options and the date three years following the termination date;

- *in the event of resignation to become a Dealer* – All options vested on the date of resignation may be exercised or surrendered until the earlier of the expiry date of the options and the date that is one year following the termination date;
- *in the event of termination for cause* – All options (vested and unvested portions) immediately expire and are cancelled on the termination date; and
- *in the event of cessation of employment for any other reason* – All options vested on the termination date may be exercised until the earlier of the expiry date of the options and the date 30 days following the termination date.

The Board may extend the period during which options may continue to vest and/or be exercised, provided that such period does not extend beyond the original expiry date (except in the context of a black out period as noted below). In addition, any option not exercised or surrendered on or before the above-noted dates will immediately expire and be cancelled.

The Stock Option Plan restricts the exercise or surrender of options during black out periods established by CTC. The Stock Option Plan allows the expiry date of options granted thereunder to be extended to the tenth business day following the end of a black out period imposed by CTC during which trading in securities of CTC is not permitted (the *Black Out Expiration Term*) if such options would otherwise expire during or immediately after such black out period. In the event the times during which options may be exercised by optionees expire immediately after the expiration of a black out period, the Black Out Expiration Term will be reduced by the number of days between the expiration of the exercise time or times and the end of the black out period.

In addition, the Stock Option Plan provides for the adjustment of the number of Class A Non-Voting Shares and the option price per share in respect of options in the event of a subdivision, consolidation, reclassification, amalgamation or merger.

The Stock Option Plan (or an option agreement or entitlement subject to the Stock Option Plan) can be amended by the Board upon receipt of the requisite approval of the TSX and without the approval of shareholders for a number of enumerated purposes. However, the Board may not without the approval of shareholders:

- increase the maximum aggregate number of Class A Non-Voting Shares that may be optioned and issued under the Stock Option Plan;
- reduce the Strike Price (including by way of a cancellation and reissue of options);
- extend the term of options held by optionees;
- remove or increase the Insider Participation Limit (outlined below);
- amend the amending provisions under the Stock Option Plan;
- change the definition of "employee" under the Stock Option Plan to include non-employee directors or permit non-employee directors to be granted options under the Stock Option Plan; or
- change the assignment and transfer restrictions under the Stock Option Plan.

Additionally, the Stock Option Plan states that the Board may not make any amendments which prejudice the rights of optionees under existing option agreements without first obtaining the approval of the optionees who are parties to such option agreements.

As of January 3, 2026, 49,524,531 Class A Non-Voting Shares were issued and outstanding. The "*Insider Participation Limit*" generally limits the maximum number of Class A Non-Voting Shares: (a) issuable to insiders of CTC, at any time, and (b) issued to insiders of CTC, within any one-year period, in each case when combined with all other security based compensation arrangements of CTC, to 10% (4,952,453 as of January 3, 2026) of the number of issued and outstanding Class A Non-Voting Shares. There is no maximum number of options issuable to any one person under the Stock Option Plan. Each option is non-assignable and non-transferable other than for estate settlement purposes, including by will or the laws governing the devolution of property in the event of death of the optionee.

Option agreements entered into by CTC with optionees generally reflect the same terms as are set out in the standard agreements described above. However, agreements with certain NEOs and other optionees have been modified from the standard agreements, in certain cases in a substantive manner, to reflect the terms of their respective employment agreements with CTC. With respect to the NEOs, see *Post-Employment Matters* on page 76.

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# HOW TO CONTACT US

## Head Office

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## Investor Contact

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### Stephanie Nadalin

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Media Inquiries [mediainquiries@cantire.com](mailto:mediainquiries@cantire.com)

## Board Contact

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Toronto, Ontario M4P 2V8  
Canada

## Registrar and Transfer Agent

### COMPUTERSHARE TRUST COMPANY OF CANADA

320 Bay Street, 14th Floor  
Toronto, Ontario M5H 4A6  
Canada

Toll-free (Canada and U.S.) 1-877-982-8768

Telephone (Global) 1-514-982-7122

Email [service@computershare.com](mailto:service@computershare.com)

To change your address, eliminate multiple mailings, transfer shares of the Company, inquire about our Dividend Reinvestment Program or for other shareholder account inquiries, please contact the principal offices of Computershare Trust Company of Canada in Halifax, Montreal, Toronto, Calgary or Vancouver.

## Annual Meeting of Shareholders

Thursday, May 14, 2026 at 10:00 a.m. (Eastern time)

Royal Bank Plaza, North Tower  
200 Bay Street, Suite 1600  
Toronto, Ontario

Shareholders and guests will also be able to watch a live webcast of the Meeting or listen to the Meeting via teleconference.

**As the Meeting will be held in person, those participating via live webcast or teleconference will not be able to vote at the Meeting.**

See [ctcagm.com](http://ctcagm.com) for further details.

