

Notice of Meeting

37th Annual General Meeting of Shareholders
of the Fonds de solidarité FTQ

Exercise your
right to vote

(details on page 6 and 7)



Virtual Annual General Meeting

fondsftq.com/agsm

Saturday, September 25, 2021, at 2:00 p.m.

Notice of Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of the Fonds de solidarité FTQ will be held in a virtual format only, via a live webcast at fondsoftq/agsm on Saturday, September 25, 2021, at 2:00 p.m.

Join the
live virtual
Meeting

Agenda

1. Call to order of the Annual General Meeting;
2. Reading and adoption of the Agenda;
3. Reading and adoption of the minutes of the previous Annual General Meeting;
4. Presentation of the annual report on activities for the fiscal year ended May 31, 2021:
 - 4.1 Report from the Chair of the Board, Mr. Claude Séguin;
 - 4.2 Address by the First Vice-Chair, Mr. Daniel Boyer;
 - 4.3 Report from the President and Chief Executive Officer, Ms. Janie C. Bélique;
5. Election of Board members:
 - 5.1 Election of four (4) candidates nominated following the call for nominations;
 - 5.2 Election of seven (7) independent candidates recommended to the Board of Directors by the Governance and Ethics Committee;
6. Appointment of independent auditors and authorization for the Board of Directors to set their remuneration; and
7. Examination of any matter duly brought before the Meeting.

This document is a summary of the Management Circular available at fondsoftq.com. To obtain detailed information, shareholders are advised to refer to the Management Circular. This document contains information and is accompanied by a statement of shareholding, a form of proxy for the Annual General Shareholders' Meeting of the Fonds de solidarité FTQ (the "**Meeting**") and a portfolio summary.

Montréal, July 9, 2021

By order of the Board of Directors,

(signed) "Claude Séguin"

Claude Séguin

Chair of the Board of Directors

Dear Shareholder,

The 2020-2021 fiscal year of the Fonds de solidarité FTQ has been replete in accomplishments, despite the challenges that we all faced as a result of the pandemic. Even though certain sectors of Québec's economy were hit harder than others, our partner companies proved to be incredibly resilient. Moreover, a large number of investors chose to invest their savings in the Fonds in support of its mission to help create a strong, unified and sustainable local economy.

We are obviously pleased to have been able to generate excellent returns for our investors. Yet, apart from our financial results, our greatest source of pride is undoubtedly the Fonds's impact on society. Day after day, the Fonds invests in businesses that boost the economy in the regions of Québec, strengthen our communities and lead us towards a greener and more humane economy. As Québec is about to restart its economy and is laying new foundations, the Fund continues its mission with even more energy, and with the intention to invest, more than ever, in a better society and a promising future.

An entirely virtual AGM

We are pleased to invite you to attend the general meeting of shareholders that will be held on Saturday, September 25, 2021 at 2:00 p.m. so that we may share the details of our achievements and results with you. In order to comply with public health regulations and to protect the health of all participants, this year's meeting

(signed) "Claude Séguin"

Claude Séguin

Chair of the Board of Directors

will again be held in a virtual-only format on the Internet. In order to compensate for the fact that you are unable to attend in person, we will collect your comments and answer your questions online and in real time. If you have not already done so online, by telephone or by mail, you will also be able to vote live on the various items on the agenda, including the election of directors. To participate in your virtual annual general meeting, go to fondsftq.com/agsm to register.

Vote to benefit victims of domestic violence

As a shareholder of the Fonds de solidarité FTQ, you have the opportunity to vote on the items on the agenda of the general meeting. We hope that many of you will exercise your right to vote and participate in our shareholder democracy. As such, for each shareholder who votes, the Fonds will donate \$3 (up to a total of \$20,000) to organizations that provide support and services to women who are victims of domestic violence. This is yet another way to make a difference during these especially difficult times!

Voting is easy!

You can cast your vote by mail, by telephone or online. Detailed instructions are provided to you in the enclosed form of proxy. You can also appoint another person to vote on your behalf. To do so, complete the enclosed form of proxy and follow the detailed instructions.

We look forward to a great turnout at your annual general meeting.

Sincerely,

(signed) "Janie C. Béïque"

Janie C. Béïque

President and Chief Executive Officer

Information

Notice of Meeting

All holders of record of whole Class "A" Shares, Series 1 and Series 2, at the close of business on August 25, 2021, at 11:59 p.m., are entitled to receive the Notice of Meeting.

If you are an investor in the Fonds de solidarité FTQ and you hold amounts in an RRSP account or a non-RRSP account, you are a shareholder as a result and this concerns you directly, you are invited to participate in the Meeting.

Voting rights

All holders of record of whole Class "A" Shares, Series 1 and Series 2, as at 11:59 p.m. on August 25, 2021 will be entitled and strongly encouraged to vote in person or by proxy.

A proxy is a person that you designate to represent you and act on your behalf and according to your instructions, as the case may be, at the Meeting. This person will be entitled, among other things, to vote and ask questions on your behalf.

In case of a vote by secret ballot, they are entitled to one (1) vote per fully paid voting share registered in the shareholder's name in the Fonds de solidarité FTQ's records.

Virtual meeting and live voting

Once again this year, the shareholders will be entitled to vote online during the Meeting. The Meeting will be held via live webcast only. Indeed, given the actual context, no shareholder will be able to be there in person to vote or to attend the Meeting, as no physical location will be designated.

Persons not able to attend the live Meeting on **Saturday, September 25, 2021 at 2:00 p.m.**, will be able to watch it at a later time; they will not however be able to vote or ask questions.

A shareholder who wishes to attend the Meeting may vote any time before it is held, as described below. In such a case, that shareholder will refrain from voting during the Meeting, unless the shareholder wishes to change their vote. The shareholder will still be entitled to ask questions in real time.

Voting by proxy prior to the Meeting

Shareholders who are unable to attend the Meeting, which will be held in virtual format only on **Saturday, September 25, 2021, at 2:00 p.m.** may vote prior to the Meeting by proxy, either online, by telephone, email, mail or fax. The procedure for voting by proxy before the Meeting is detailed in the form of proxy attached to this document. If a shareholder is voting by proxy, AST Trust Company (Canada) ("AST") must have received the signed and dated form of proxy or the shareholder must have voted online or by telephone, **no later than 4:45 p.m. on Wednesday, September 22, 2021.**

Shareholders may also vote online at **www.astvotemyproxy.com no later than 4:45 p.m. on Wednesday, September 22, 2021.**

Appointment of proxy

Shareholders may also designate a proxyholder of their choice to exercise their voting rights at the Meeting. That person does not have to be a shareholder, but he or she must be present live at the Meeting on **Saturday, September 25, 2021 at 2:00 p.m.** in the manner set out in the section entitled "*Presence and participation at the Meeting*". In such a case, AST must have received the form of proxy designating your proxyholder **no later than 4:45 p.m. on Wednesday, September 22, 2021**. In any event, the proxyholder must have completed the form online at <https://lp.astfinancial.com/ControlNumber> or contacted AST by telephone at 1-866-751-6315 **no later than 4:45 p.m. on Wednesday, September 22, 2021** to register to receive a control number. AST will then provide the proxyholder with a control number by email allowing the proxyholder to connect to the virtual Meeting and vote live on **Saturday, September 25, 2021 at 2:00 p.m.**

If a shareholder is named proxyholder, they should contact AST to receive a new control number consolidating their personal voting rights with those for which the person was named as proxyholder. This new control number must be used to participate in the Meeting.

→ A video explaining proxies is available on the website at fondsftq.com/agsm.

All proxies received without an expressly appointed proxyholder and without voting instructions will be automatically assigned on a 50-50 basis to Mr. Claude Séguin, Chair of the Board, and Mr. Daniel Boyer, First Vice-Chair of the Board, as the representatives of the Fonds de solidarité FTQ and the shareholder's proxyholders.

Presence and participation at the Meeting

Once again this year, the Fonds de solidarité FTQ will hold its Meeting in a virtual format only. Shareholders, or their proxyholder, wishing to participate therein, may vote online and ask questions in real time.

To attend the Meeting, the shareholders or their proxyholders will log on to the fondsftq.com/agsm site and select the link to watch the Meeting live. You will then be redirected to the Web site of our partner. You can connect starting at 1:00 p.m., namely one hour before the Meeting begins on **Saturday, September 25, 2021**.

→ Shareholders (acting in the personal name only, i.e. who have not been designated as proxyholder by another shareholder) will click on the "*I have a control number*" and indicate the unique 13-digit control number indicated on their form of proxy as well as the **fonds2021** password (case sensitive).

or

→ Proxyholders shall click on the "*I have a control number*" and indicate the unique 13-digit control number provided prior thereto by AST as well as the **fonds2021** password (case sensitive).

or

→ Guests that don't have a control number can nevertheless attend the Meeting by clicking on the "*I am a guest*" and by filling out the registration form. However, guests will not have the possibility of voting or asking questions at the Meeting.

Election of Board members

The shareholders of the Fonds de solidarité FTQ are asked to elect eleven (11) of the nineteen (19) directors who will make up the Board of Directors. Four (4) directors must be elected from among the candidates selected further to a public call for nominations, and seven (7) must qualify as independent directors and must have been recommended by the Governance and Ethics Committee.

The Fonds de solidarité FTQ launched a call for nominations in anticipation of the Meeting for the four (4) director positions to be filled by election at the Meeting from among the candidates selected following the call for nominations. An insert announcing the call for nominations was included in the Saver's Booklet sent to all shareholders of the Fonds de solidarité FTQ in January 2021. In addition, the call for nominations was published in the main Québec daily newspapers, on the Fonds de solidarité FTQ's website and on social media. All information pertaining to director eligibility and the nomination procedure, which closed on March 26, 2021, was available on the Fonds de solidarité FTQ's website, under "Election of Directors."

As regards the election of the seven (7) independent directors recommended by the Governance and Ethics Committee of the Fonds de solidarité FTQ to the Board of Directors, this Notice of Meeting and the Management Circular provide the names of the directors recommended by the Board of Directors to the shareholders for election.

Proxies are not solicited by the Fonds de solidarité FTQ's management with respect to the election of the candidates selected further to the public call for nominations. The Fonds de solidarité FTQ does not issue voting recommendations regarding the election to the four (4) director positions reserved for the candidates selected as a result of the public call for nominations. The Fonds de solidarité FTQ is not subject to the regulatory oversight applicable to reporting issuers with regard to proxy solicitation and therefore recognizes that certain candidates or their related organizations may solicit proxies in their circles to the extent that the Fonds de solidarité FTQ has been informed. The four (4) candidates who receive the greatest number of votes following the ballot, including votes cast by proxy, will be elected as directors.

However, the Fonds de solidarité FTQ's management solicits proxies for candidates who qualify as independent persons recommended by the Governance and Ethics Committee to the Board of Directors. The persons proposed as proxyholders on the form of proxy, Messrs. Claude Séguin and Daniel Boyer, plan to vote for the election of those candidates unless the proxy contains express instructions to abstain on this issue for one, several or all of the candidates. All the candidates have formally established their qualification and eligibility and expressed their willingness to serve on the Board of Directors of the Fonds de solidarité FTQ. The candidates who receive a majority of favourable votes will be elected as directors.

Appointment and remuneration of independent auditors

At the Meeting, the shareholders must appoint the independent auditors who will hold office until the next Annual General Meeting of Shareholders and authorize the Board of Directors to set their remuneration.

The accounting firms Deloitte, LLP, and Raymond Chabot Grant Thornton, LLP, are currently the Fonds de solidarité FTQ's independent auditors.

Limitation on subscription and issuance of Shares

For the purpose of maintaining the balance of its business model, among other objectives, the Fonds de solidarité FTQ may limit the issuance of Shares and the methods for subscribing for the current fiscal year (see Section 6 of the Prospectus entitled "*How can I subscribe for shares offered by the Fonds de solidarité FTQ?*" for details on the terms applicable to any limitation on the issuance of Shares and the applicable exceptions).

Election of independent directors

Seven (7) independent directors recommended by the Governance and Ethics Committee and approved by the Board of Directors

Michèle Colpron

Ms. Colpron has been a corporate director since 2012 and is a Fellow of the Ordre des comptables professionnels agréés and a certified corporate director. She was Senior Vice-President, Financial Management at Caisse de dépôt et placement du Québec, and prior to that, oversaw operations as Vice-President, Investment Administration. Before joining the Caisse, she was CFO at Merrill Lynch Bank and at the Standard Chartered Bank, both in Switzerland. Ms. Colpron has been a Fonds de solidarité FTQ Board member since 2012.

Denis Labrèche

Mr. Labrèche has over 30 years' experience in business valuation, financial disputes and mergers and acquisitions in various industry sectors. He was a partner at Ernst & Young and is frequently called upon to give expert testimony in legal proceedings and has also been entrusted with many venture capital mandates. Mr. Labrèche is a Chartered Business Valuator (CBV 1984) and a Chartered Professional Accountant (CPA). Mr. Labrèche has been a Fonds de solidarité FTQ Board member since 2013.

Françoise E. Lyon

Ms. Lyon has more than 25 years' experience in executive and senior positions in the financial sector in firms such as Midland Walwyn, Merrill Lynch, Bank of America and the National Bank of Canada. Since September 2017, she is the President and Managing Partner of DGC Capital. Ms. Lyon has a Bachelor's degree in Business Administration (BAA) from HEC Montréal and a Certificate in Public Relations Management, with Honours, from McGill University. She is also a chartered administrator with the Ordre des administrateurs agréés du Québec since 1996.

Roger A. Renaud

Mr. Renaud was, until May 2018, Global Chief Operating Officer at Manulife Asset Management and President, Canada. He developed vast experience as president of investment management companies and a member of boards of directors. He was, among other things, President at Standard Life Investment, Canada, Senior Vice-President, Savings and Group Pension Plans at Standard Life of Canada, and Senior Vice-President at Standard Life Investment Inc. He is a chartered financial analyst (CFA), and has also completed an executive education program at the Harvard Business School and the directors education program (ICD.D) at McGill University. Mr. Renaud has been a Fonds de solidarité FTQ Board member since 2018.

Jean-Claude Scraire

Mr. Scraire is an independent consultant in strategic development. Since 2002, he has worked for various organizations and businesses in Asia, Europe and Québec. Prior to that, he worked for 22 years at the Caisse de dépôt et placement du Québec. In April 1995, he was appointed Chair of the Board and Chief Executive Officer, a position he held for seven years until September 2002. He is a member of the Barreau du Québec. Mr. Scraire has been a Fonds de solidarité FTQ Board member since 2015.

Claude Séguin

Mr. Séguin was, until March 2018, a Special Advisor to the Founder and Executive Chair of the Board of Directors of CGI Group Inc., where he has also held the position of Senior Vice-President of Corporate Development and Strategic Investments since 2003. Prior to that, he served as President of CDP Capital – Private Equity, and as Teleglobe Inc.'s Executive Vice-President, Finance and Chief Financial Officer. He has held various positions in the Québec public sector, including Deputy Finance Minister, Assistant Deputy Finance Minister, Director of Planning and Assistant Director of Social Programs at the Québec Treasury Board. Mr. Séguin has been a Fonds de solidarité FTQ Board member since 2017.

Pierre-Maurice Vachon

Mr. Vachon is an entrepreneur from the Beauce region and well-known personality in the Chaudières-Appalaches region, where he is active in the business, socio-economic and political sectors. During his career he has been alternately a chief executive officer, corporate director, prefect and mayor. He has an abiding interest in business, corporate administration and economic development. Mr. Vachon has been a Fonds de solidarité FTQ Board member since 2005.

Election of directors following the call for nominations

Four (4) directors to be elected from among the following five (5)

Loïc Breton

Mr. Breton is President of the Syndicat des employées et employés professionnels-les et de bureau (SEPB-Québec) since 2016. He has always been very involved with union rights. From 1993 to 2016, he occupied various positions within the SEPB, including as president SEPB-574, volunteer recruiter and union trainer. Mr. Breton holds a B.A. in Political Science from McGill University. Mr. Breton has been a Fonds de solidarité FTQ Board member since 2020.

Anouk Collet

Ms. Collet is principal advisor to the National President of UFCW Canada (United Food and Commercial Workers Union) since May 2016 and Vice-President, FTQ. Prior to that, she was the Regional Director (Québec) and national representative for UFCW Canada and was Coordinator of the UFCW legal department of local 500. She has a law degree from Université de Montréal, and is a member of the Barreau du Québec. She also has a Master's degree in Industrial Relations. Ms. Collet has been a Fonds de solidarité FTQ Board member since 2013.

Sonia Ethier

Ms. Ethier is President of the Centrale des syndicats du Québec (CSQ) since 2018. She was previously held the position of Executive Vice-President. She was also President of the Syndicat de l'enseignement du Bas-Richelieu and was a teacher with the Sorel-Tracy school board. In addition to a Bachelor's degree in special education from Université du Québec à Trois-Rivières, Ms. Ethier also has a Certificate in mathematics and science as well as a Certificate in health and safety. Ms. Ethier has been a Fonds de solidarité FTQ Board member since 2019.

Sylvie Nelson

Ms. Nelson was elected President of the Syndicat québécois des employées et des employés de service, Local 298 (FTQ) (SQEES-298) in 2017. A member of the FTQ office where she is Vice-President, she is also Vice-president of the Service Employees International Union (SEIU). Prior to this, she served as Secretary-General at SQEES-298, training department supervisor and union advisor for SQEES-298 members. She completed studies in special education. Ms. Nelson has been a Fonds de solidarité FTQ Board member since 2017.

Andréas Trandafir*

Mr. Trandafir has over 19 years of experience in the manufacturing and services sectors, both in Romania and Canada. He began his career at Allianz-Tiriac as a financial life insurance advisor. He is presently a purchasing coordinator at Premier Tech, since August 2019. Prior to this, he worked at Technologies Lanka Inc., a railway products manufacturing company where he was also involved in the company's social committee. And in 2009, he founded a horticultural supply company. Mr. Trandafir has a Bachelor's degree in Law as well as a Master's of Public Administration from Valahia University in Romania. He is also in the process of obtaining his Supply Chain Management Professional (SCMP) designation. Mr. Trandafir is actively involved in organizing different activities in his community.



For more information on the candidates up for election, please refer to the Management Circular available at [fondsftq.com](https://www.fondsftq.com)

*Independent member

Directors appointed by the Conseil général of the FTQ

Daniel Boyer

President of the Fédération des travailleurs et travailleuses du Québec (FTQ) and First Vice-Chair of the Board of Directors of the Fonds de solidarité FTQ.

Denis Bolduc

Secretary General of the Fédération des travailleurs et travailleuses du Québec (FTQ) and Third Vice-Chair of the Board of Directors of the Fonds de solidarité FTQ.

Yvon Barrière

Executive Vice-President of the Public Service Alliance of Canada (PSAC), Québec region and Vice-President, FTQ.

Éric Boisjoly

General Manager of FTQ-Construction and Vice-President, FTQ.

Frédéric Brisson

Secretary-General of the Canadian Union of Public Employees (CUPE-Québec).

Dominic Lemieux

Québec Director of the United Steelworkers Union and Vice-President, FTQ.

Renaud Gagné

Québec Director of Unifor and Vice-President, FTQ.

Director appointed under the *Act establishing the Fonds de solidarité FTQ*

Janie C. Béïque

President and Chief Executive Officer of the Fonds de solidarité FTQ.

Summary Compensation Table – Named Executive Officers

Name and principal position	Fiscal year	Salary ⁽¹⁾ (\$)	Share-based awards ⁽²⁾ (\$)	Pension value ⁽³⁾ (\$)	All other compensation ⁽⁴⁾⁽⁵⁾ (\$)	Total compensation (\$)
Gaétan Morin ^{(6) (7)} Former President and Chief Executive Officer	2021	776,864	81,026	483,200	N/A	1,341,090
	2020	747,278	58,593	493,100	N/A	1,298,971
	2019	722,109	37,793	412,200	N/A	1,172,102
Janie C. Bélique ^{(8) (9)} New President and Chief Executive Officer and <i>Interim</i> Executive Vice-President, Investments	2021	416,680	44,037	1,100,800	N/A	1,561,517
	2020	341,993	28,576	218,300	N/A	588,869
	2019	319,951	20,707	192,900	N/A	533,558
Sylvain Paré Executive Vice-President, Finance	2021	391,557	44,037	260,400	N/A	695,994
	2020	372,754	32,182	318,400	N/A	723,336
	2019	346,857	23,351	261,900	N/A	632,108
Normand Bélanger ⁽¹⁰⁾ President and Chief Executive Officer of the Fonds immobilier de solidarité FTQ	2021	420,100	44,037	186,195	N/A	650,332
	2020	397,654	32,182	123,913	N/A	553,749
	2019	395,344	23,592	123,913	N/A	542,849
Denis Leclerc ⁽¹¹⁾ President and Chief Executive Officer of the FlexiFonds de solidarité FTQ inc.	2021	325,690	27,906	171,500	N/A	525,096
	2020	324,859	23,684	169,600	N/A	518,143
	2019	310,740	14,495	169,800	N/A	495,035

(1) Actual base salaries paid for each fiscal year presented.

(2) The amounts represent the value of the rights awarded under the share award plan and the value of the shares issued under the share purchase plan. There is no secondary market for these shares and no dividends are currently paid to the shareholders. The value of the rights awarded under the share award plan is calculated with the value of the share in effect at the date of the award, namely \$46.20 for the rights granted in June 2020 and included in the compensation paid for the 2021 fiscal year. Since that plan was confirmed on June 28, 2018, with a retroactive effective date of June 1, 2017, the value of the rights awarded on June 1, 2018 was calculated with the value of the shares in effect on June 28, 2018, namely \$39.32. For the share purchase plan, the Fonds issues one share for each share purchased, up to a maximum of \$6,250 per year.

(3) The value of the pension plan corresponds to the variation attributable to various compensation elements, as presented in the following table on pension agreements, and it is established on the assumption of retirement at age 60 (or one year later if the participant is over the age of 60). It represents the accrual value of the pension benefits for the fiscal year. A specific actuarial valuation is conducted for these executive officers. This amount represents the variation of the value of the obligation attributable to the pension benefits accumulated by the given executive officer during the fiscal year. This variation takes into account, among other things, the increase of the compensation, the variation of the participant's age and changes to the actuarial assumptions on which the calculations are based.

(4) The personal benefits granted to the named executive officers did not exceed the lesser of 10% of their salary or \$50,000.

(5) There is no compensation under a non-equity incentive plan.

(6) Mr. Gaétan Morin stepped down from his position as President and Chief Executive Officer on March 31, 2021.

(7) In an effort to avoid significantly increasing pension plan costs for past service, it was decided to institute a new plan for Mr. Morin upon his appointment on June 26, 2014 and to limit the annual benefits payable on his retirement to \$350,000. An amendment to this agreement, executed on April 2, 2021, effective as of January 1, 2004, provides that the annuity to be paid may not exceed \$390,000.

(8) Ms. Janie C. Bélique replaced Mr. Gaétan Morin as President and Chief Executive Officer on April 1, 2021. She will continue to hold the position of Executive Vice-President, Investments of the Fonds de solidarité FTQ on an interim basis.

(9) Ms. Bélique's compensation as President and Chief Executive Officer adheres to the philosophy adopted at the time of determining her predecessor's compensation. It is agreed that her annual salary as President and Chief Executive Officer will be about \$725,000 for the fiscal year ending May 31, 2022 and that the annual benefits payable at her retirement will be limited to \$400,000 when she turns 65.

(10) Mr. Bélanger is the sole shareholder of a company acting as the general partner of the Fonds immobilier de solidarité FTQ II, s.e.c. and Fonds immobilier de solidarité FTQ - INFRA, s.e.c., and as the manager of the Fonds immobilier de solidarité FTQ Inc. A total of \$650,332 in 2021 (\$553,749 in 2020 and \$542,849 in 2019) represents the total amount of fees paid to that company in exchange for services rendered by Mr. Bélanger. That amount includes \$186,195 in 2021 (\$123,913 in 2020 and \$123,913 in 2019) paid to compensate Mr. Bélanger for the fact that he does not participate in any pension plan implemented by the Fonds de solidarité FTQ. Mr. Bélanger's participation in the share award plan began in 2019.

(11) Mr. Leclerc was appointed President and Chief Executive Officer of FlexiFonds de solidarité FTQ inc. on September 21, 2020. Prior to this, he was Executive Vice-President of Savings Market Development of Fonds de solidarité FTQ

Pension agreements

The following table presents the total annual pension benefits payable under the registered plan, supplemental plan and individual agreements (the “Global Plan”) at fiscal year-end and upon retirement at age 65, based on the defined benefit pension terms in effect as at May 31, 2021. The table also provides the value of vested pension benefits between June 1, 2020, and May 31, 2021.

Name and principal position	Number of years credited service ⁽¹⁾	Annual benefits payable ⁽²⁾ (\$)		Accrued benefit obligation at beginning of fiscal year ⁽³⁾ (\$)	Compensatory change ⁽⁴⁾ (\$)	Non-compensatory change ⁽⁵⁾ (\$)	Accrued benefit obligation at year-end ⁽⁶⁾ (\$)
		At year-end	At age 65				
Gaétan Morin Former President and Chief Executive Officer	17.417	365,800	390,000	7,109,900	483,200	181,100	7,774,200
Janie C. Béique New President and Chief Executive Officer and <i>Interim</i> Executive Vice-President, Investments	4.309	46,800	400,000	712,400	1,100,800	38,500	1,851,700
Sylvain Paré Executive Vice-President, Finance	18.768	177,600	254,300	3,468,900	260,400	77,900	3,807,200
Normand Bélanger⁽⁷⁾ President and Chief Executive Officer of Fonds immobilier de solidarité FTQ	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Denis Leclerc President and Chief Executive Officer of FlexiFonds de solidarité FTQ inc.	35.717	262,300	273,200 ⁽⁸⁾	4,542,600	171,500	115,700	4,829,800

⁽¹⁾ Number of years credited service in the registered plan. The number of years credited service in the global pension plan may differ.

⁽²⁾ Benefits payable under the Global Plan according to the average final salary calculated as at May 31, 2021, without future increase and the maximum pension for the year 2021 allowed under the *Income Tax Act* is not forecasted.

⁽³⁾ The accrued benefit obligation at beginning of year, is determined based on a discount rate of 3.20% per year and the mortality assumption employed is table CPM2014, taking into account an adjustment factor based on the size of the pension, forecasted at projection scale (CPM-B). The maximum pension increase assumption is 2.75% per year at the beginning of the fiscal year. The data used is as at December 31, 2018, except for the salary rates, which are the applicable rates for the fiscal year.

⁽⁴⁾ The following elements are included: accrual of benefits calculated at beginning of the year, impact of compensation that differs from the one used in the calculations for the previous year and the impact of amendments to plans, if applicable. Ms. Béique’s retirement agreement is effective as of April 1, 2021 and has no retroactive effect. The increase in the compensatory elements in the year that the agreement is implemented is due to the equal allocation of costs over total years of service and the high variation value is solely attributable to the year the agreement is implemented.

⁽⁵⁾ The following elements are included: changes to actuarial assumptions and non-compensatory experience.

⁽⁶⁾ The accrued benefit obligation at year-end is calculated on the basis of a discount rate of 3.30% per year. The other economic and demographic assumptions and methods are the same as those used for the pension plans at the time of the May 31, 2020 accounting disclosures for the purpose of the financial statements of the Fonds de solidarité FTQ. The data used is as at December 31, 2018, except the salary rates, which are the applicable rates for the fiscal year.

⁽⁷⁾ Mr. Bélanger ceased active participation in the pension plans on December 15, 2013, namely at the end of his secondment period, and he has no accumulated rights in those plans.

⁽⁸⁾ Given that Mr. Leclerc reached the age of 65 on May 31, 2021, the benefits payable will be those of May 31, 2022.

Registered Pension Plan

The Named Executive Officers participate in one of the defined benefit pension plans of the Fonds de solidarité FTQ like all its other managers. Such registered plan and the pension fund are administered by a pension committee composed of seven individuals, including three appointed by the employer, two appointed by the active participants, one appointed by the non-active participants and an outside third party appointed by the employer.

Supplemental Pension Plan

The supplemental pension plan is not capitalized. It provides the same benefits as the registered plan, but eliminates the effect of the limits under the *Income Tax Act*. Moreover, it increases the minimum payment period of the life annuity upon retirement under the registered plan and supplemental plan to 15 years.

Awards under an incentive plan

Share-based awards

The following table details elements of the share award plan included in the column “Share-based awards” in the Summary Compensation Table – Named Executive Officers.

Name and principal position	Grant date	Share-based awards		
		Number of shares or units that have not vested (#)	Market or payout value of share-based awards that have not vested ⁽¹⁾ (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Gaétan Morin Former President and Chief Executive Officer	June 1, 2020	1,618.54	79,487	N/A
Janie C. Béïque New President and Chief Executive Officer and <i>Interim</i> Executive Vice-President, Investments	June 1, 2020	817.90	40,167	N/A
Sylvain Paré Executive Vice-President, Finance	June 1, 2020	817.90	40,167	N/A
Normand Bélanger President and Chief Executive Officer of Fonds immobilier de solidarité FTQ	June 1, 2020	817.90	40,167	N/A
Denis Leclerc President and Chief Executive Officer of FlexiFonds de solidarité FTQ inc.	June 1, 2020	468.75	23,020	N/A

⁽¹⁾ The value of the share-based awards that have not vested and awarded under the share award plan during the fiscal year is determined by multiplying the number of rights outstanding at the end of the fiscal year by the value of the share as at May 31, 2021, namely \$49.11.

Value vested or earned during the year

No option awarded since June 1, 2020, was either vested or earned under an incentive plan during the fiscal year ended May 31, 2021.

Securities authorized for issuance under equity compensation plans

Category of plan	Number of securities to be issued upon the exercise of outstanding rights	Weighted-average exercise price of the outstanding rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	N/A	N/A	N/A
Equity compensation plans not approved by securityholders ⁽¹⁾	10,071.71	N/A	N/A
Total	10,071.71	N/A	N/A

⁽¹⁾ The shares will be issued under the share award plan described in Section 7.4.2(c) of the Circular. No exercise price is payable when exercising rights under the plan, and no specific reserve of shares has been provided for under the plan. Pursuant to the applicable legislation, no shareholder approval or ratification is required for the Board of Directors to adopt the plan.

Report on executive compensation

All members of management are subject to an annual performance review in accordance with a formal process based on objective and standardized criteria. The Human Resources Committee is responsible for framing that process and grants salary increases on the basis of selected budgetary envelopes and individual evaluation results.

Compensation of directors and committee members

Directors and members of committees serving on the Board of Directors and other governing bodies of the Fonds de solidarité FTQ are entitled to attendance fees of \$1,500 per meeting attended in person or by videoconference. When a meeting is called by telephone, directors are entitled to attendance fees of \$1,000 whether they are attending the meeting in person or via videoconference. Given the COVID-19 context, it was resolved to increase the attendance fees to \$1,500 for any meeting held by telephone for all governing bodies of the Fonds de solidarité FTQ and its subsidiaries, effective March 13, 2020. This resolution will be valid as long as the government directive prohibiting in-person meetings is in effect.

Directors are also entitled to an annual retainer of \$5,000 for the first governing body to which they are appointed, and \$2,000 for each additional one. Moreover, the person chairing a committee will receive an annual retainer of \$12,500, with the exception of the persons chairing the Valuation Committee and the Investment Committee – Mining Sector, who will receive an annual retainer of \$7,500, which amounts will be paid in place of the annual retainer of \$5,000 for the first governing body and \$2,000 for each subsequent governing body.

The Chair of the Board will receive an annual retainer of \$165,000. The President of the FTQ and the Secretary General of the FTQ will receive an annual retainer of \$165,000 each, which is paid directly to the FTQ. The compensation of Board members who are not independent from the FTQ and its affiliated unions is paid directly to the FTQ.

The full version of the Compensation Policy, which was updated on September 27, 2018, can be found on the fondsftq.com website under *Nominations*. This policy also applies to members of the advisory committee of the Fonds régionaux de solidarité FTQ, the advisory committee of the Fonds locaux de solidarité FTQ and the board of directors of FlexiFonds de solidarité FTQ inc.

It should be noted that for all directors are shareholders of the Fonds de solidarité FTQ, except the President and Chief Executive Officer, the cost of their shares was not paid by the Fonds de solidarité FTQ.

The following table shows the total number of meetings of the Board of Directors and its bodies held during the fiscal year ended May 31, 2021 as well as director attendance and total amounts earned.

Body	Board of Directors	Financial Assets Management Committee	Governance and Ethics Committee	Human Resources Committee	Valuation Committee	Semi-Annual Investment Valuation Meeting	Executive Committee	Audit Committee	Investment Committee – Innovation and Venture Capital
Number of meetings	14	8	6	7	3	2	1	6	15
Yvon Barrière*	13/14								
Christine Beaubien	11/11			6/6		2/2	1/1	4/4	9/9
Janie C. Béique ⁽¹⁾	3/3	2/2							
Éric Boisjoly*	9/14								
Denis Bolduc ^{*(2)}	14/14		5/6	7/7			0/1		
Benoit Bouchard*	12/14								
Daniel Boyer ^{*(2)}	13/14	5/5	6/6	7/7			1/1		
Loïc Breton*	11/11								13/15
Frédéric Brisson ^{*(3)}									
Anouk Collet*	14/14								15/15
Michèle Colpron	14/14	8/8	6/6			2/2		6/6	
Sonia Ethier*	12/14								
Pierre Fortin ⁽⁴⁾	3/3								
Renaud Gagné*	12/14								
Denis Labrèche	14/14				3/3	2/2		6/6	
Dominic Lemieux*	14/14								
Gaétan Morin ⁽¹⁾	11/11	3/6					1/1		
Sylvie Nelson*	13/14								
Roger A. Renaud	14/14	8/8				2/2		6/6	15/15
Jean-Claude Scraire	14/14		6/6	7/7			1/1		
Claude Séguin ⁽⁵⁾	14/14		6/6	7/7			1/1	1/1	
Pierre-Maurice Vachon	14/14			7/7		2/2	1/1		

* The directors appointed by the General Council of the Fédération des travailleurs du Québec and the elected person from the CSQ do not receive any personal compensation for sitting on the Fonds de solidarité FTQ's boards and committees. The amount of compensation they would normally receive is paid directly to the FTQ.

** The annual total includes remuneration paid to act as an observer on a committee and to sit on an ad hoc committee.

	Investment Committee – Mining Sector	Investment Committee – Development Capital	Integrated Risk Management Committee	FlexiFonds inc. Board of Directors	Fonds immobilier	Fonds régionaux Advisory Committee	Fonds locaux Advisory Committee	Total		Total amounts earned** (\$)
	7	20	5	4	18	5	2	123		1,519,277
								13/14	93%	24,500
		16/16						49/49	100%	112,022
				1/1	2/2	3/5		11/13	85%	0
								9/14	64%	13,500
		19/20	4/5		15/15	5/5	2/2	71/75	95%	165,000
								12/14	86%	22,959
		16/20	2/2	3/4				53/58	91%	165,000
								24/26	92%	41,479
										0
								29/29	100%	50,500
			4/5					40/41	98%	86,500
								12/14	86%	23,000
		20/20						23/23	100%	38,021
					12/15			24/29	83%	23,000
		20/20	5/5		18/18			68/68	100%	137,000
	7/7							21/21	100%	38,500
				2/3	13/13			30/34	88%	0
								13/14	93%	24,500
		20/20	5/5	4/4				74/74	100%	136,296
	6/7		5/5		17/18			56/58	97%	142,500
				1/1				30/30	100%	165,000
	7/7	20/20				5/5	2/2	58/58	100%	110,000

(1) Compensation as President and Chief Executive Officer of the Fonds de solidarité FTQ. Mr. Gaëtan Morin stepped down on March 31, 2021 and was replaced by Ms. Janie C. Béique on April 1, 2021.

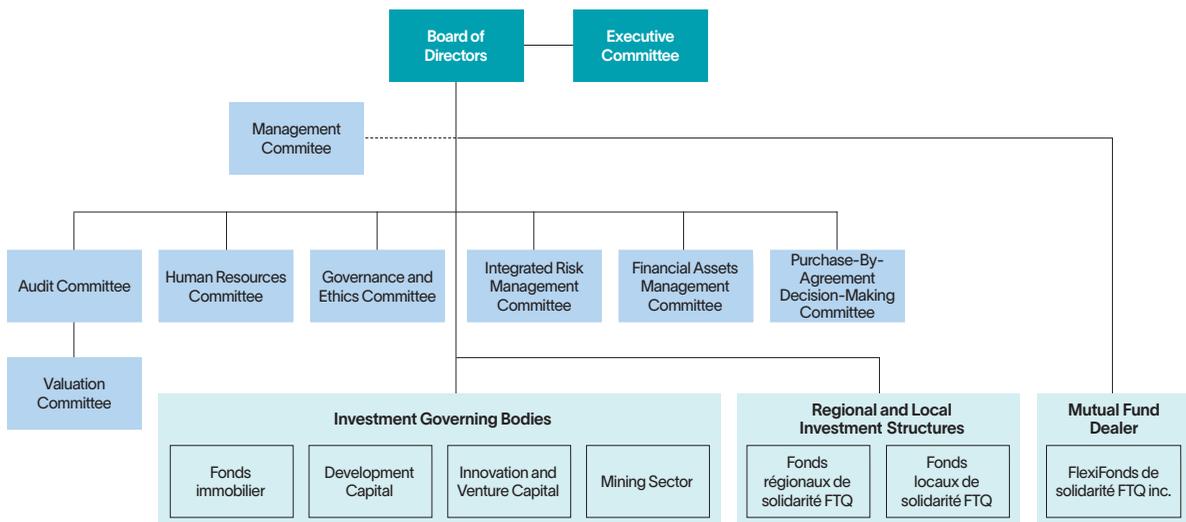
(2) President of the FTQ and Secretary General of the FTQ, annual retainer of \$165,000 paid directly to the FTQ (attendance at board and committee meetings and other interventions).

(3) Member of the Board as of May 28, 2021.

(4) Mr. Fortin ceased to be a director on September 19, 2020, but continued to be a member of the Investment Committee – Development Capital.

(5) The Chair of the Board receives an annual retainer of \$165,000 (attendance at board and committee meetings and other interventions).

Governance Structure of the Fonds de solidarité FTQ



For operational purposes, the investment governing bodies of the Fonds immobilier de solidarité FTQ are regarded as an investment committee. Furthermore, in order to bring into action its regional and local commitment, the Fonds de solidarité FTQ investment network includes the Fonds régionaux de solidarité FTQ and the Fonds locaux de solidarité FTQ of all administrative regions of Québec.

For the purposes of diversifying the savings products offering and to better assist its shareholders, the Fonds de solidarité FTQ has created and implemented mutual funds, the units of which are distributed exclusively by the dealer, FlexiFonds de solidarité FTQ inc., a wholly-owned subsidiary of the Fonds de solidarité FTQ.

The Fonds de solidarité FTQ's Board of Directors

as at July 9, 2021

The Fonds de solidarité FTQ reports to a board of directors that supervises all of its activities and that is comprised of the following members:

1. **Claude Séguin***^{A, B, E, F}
Corporate Director and Chair of the Board of Directors, Fonds de solidarité FTQ
2. **Daniel Boyer**^{A, C, E, F, H, N}
President, Fédération des travailleurs et travailleuses du Québec (FTQ), and First Vice-Chair of the Board of Directors, Fonds de solidarité FTQ
3. **Pierre-Maurice Vachon***^{A, F, H, I, L, M}
Corporate Director and Second Vice-Chair of the Board of Directors, Fonds de solidarité FTQ
4. **Denis Bolduc**^{A, E, F, G, H, K, L, M}
Secretary General, Fédération des travailleurs et travailleuses du Québec (FTQ), and Third Vice-Chair of the Board of Directors, Fonds de solidarité FTQ
5. **Yvon Barrière**
Regional Executive Vice-President of the Public Service Alliance of Canada (PSAC), and Vice-President of FTQ
6. **Janie C. Béique**^{A, C, K, L, N}
President and Chief Executive Officer, Fonds de solidarité FTQ
7. **Éric Boisjoly**
General Manager of FTQ-Construction, and Vice-President of FTQ
8. **Loïc Breton**^J
President of the Syndicat des employées et employés professionnels-les et de bureau (SEPB-Québec)
9. **Frédéric Brisson**
Secretary-General of the Public Service Alliance of Canada (PSAC), Québec region
10. **Anouk Collet**^J
Principal advisor to National President of the United Food and Commercial Workers International Union (UFCW), and Vice-President, FTQ
11. **Michèle Colpron***^{B, C, E, G}
Corporate Director
12. **Sonia Éthier**
President of the Centrale des syndicats du Québec (CSQ)
13. **Renaud Gagné**^K
Québec Director of Unifor, and Vice-President, FTQ
14. **Denis Labrèche***^{B, D, G, H, K}
Corporate Director
15. **Dominic Lemieux**^I
Québec Director of United Steelworkers Union, and Vice-President, FTQ
16. **Françoise E. Lyon***^{F, H, J}
Corporate Director
17. **Sylvie Nelson**
President of the Syndicat Québécois des employées et employés de services (SQEES), Local 298, and Vice-President, FTQ
18. **Roger A. Renaud***^{B, C, G, H, J, N}
Corporate Director
19. **Jean-Claude Scraire***^{A, E, F, G, I, K}
Corporate Director

* Independent member

A Member of the Executive Committee

B Member of the Audit Committee

C Member of the Financial Assets Management Committee

D Member of the Valuation Committee

E Member of the Governance and Ethics Committee

F Member of the Human Resources Committee

G Member of the Integrated Risk Management Committee

H Member of the Investment Committee – Development Capital

I Member of the Investment Committee – Mining Sector

J Member of the Investment Committee – Innovation and Venture Capital

K Member of the Boards of the Fonds immobilier de solidarité FTQ

L Member of the Advisory Committee of the Fonds régionaux de solidarité FTQ, s.e.c.

M Member of the Advisory Committee of the Fonds locaux de solidarité FTQ s.e.c.

N Member of the Board of Directors of FlexiFonds de solidarité FTQ inc.

Consolidated financial statements

The following excerpts are taken from the audited consolidated financial statements as at May 31, 2021. The complete audited consolidated financial statements are available at fondsftq.com or on the SEDAR website at sedar.com.

Activity and sustainable development report

The Activity and Sustainable Development Report will also be available at fondsftq.com or on the SEDAR website at sedar.com, as of September 25, 2021. The Activity and Sustainable Development Report will be filed with the Autorité des marchés financiers after the Annual General Meeting. Shareholders may obtain a copy of the documents by mail by contacting the Fonds de solidarité FTQ.

Consolidated statements of financial position

(in millions of Canadian dollars, except net assets per share)

AS AT MAY 31	2021	2020
Assets		
Cash	224	206
Financial instruments related to securities sold under repurchase agreements	466	624
Accounts receivable	402	523
Other investments	7,550	6,024
Development capital investments	10,003	9,151
Other assets	174	145
	18,819	16,673
Liabilities		
Notes	608	694
Securities sold under repurchase agreements	466	624
Accounts payable	420	313
Other liabilities	139	1,248
	1,633	2,879
Net assets	17,186	13,794
Net assets per share class		
Class A	17,134	13,774
Class C	52	20
Net assets per Class A and Class C share	53.21	44.24

On behalf of the Board of Directors,

(signed) "Claude Séguin"
Claude Séguin
 Chair of the Board of Directors

(signed) "Janie C. Béïque"
Janie C. Béïque
 President and Chief Executive Officer

Consolidated statements of comprehensive income

(in millions of Canadian dollars, except net income per share)

FOR THE YEARS ENDED MAY 31	2021	2020
Revenues		
Interest	164	194
Dividends and distributions	396	355
Fee and other income	12	14
	572	563
Gains (losses) on development capital investments, other investments and investment property		
Realized	669	354
Unrealized	1,889	(417)
Transaction costs	(3)	(2)
	2,555	(65)
Interest on notes	(26)	(29)
	3,101	469
Total operating expenses	249	227
Income before income taxes	2,852	242
Income taxes	5	23
Net income	2,847	219
Item of other comprehensive income that will not be reclassified to net income		
Remeasurement of the net defined benefit liability, net of income taxes	42	11
Comprehensive income	2,889	230
Supplemental Information		
Net income per share class		
Class A	2,840	219
Class C	7	-
Net income per Class A and Class C share	8.99	0.61

Request for disclosure documents

While we encourage you to consult the following documents of the Fonds de solidarité FTQ on our website at **fondsftq.com** and on SEDAR at **sedar.com**, you may also request a copy, free of charge, of the (check the appropriate boxes):

- 38th edition of the short form prospectus and any other document incorporated by reference into the prospectus which is not mentioned below;
- 2021 Annual Information Form and any other document incorporated by reference into the Annual Information Form which is not mentioned below;
- 2021 Management Proxy Circular;
- 2021 Activity and Sustainable Development Report, available as of September 25, 2021, and Annual Financial Report* as at May 31, 2021;
- Interim Financial Report* (for the six-month period ending November 30, 2021) available on or before February 28, 2022.

* The Financial Report includes the audited consolidated financial statements, management's discussion and analysis, the audited statement of development capital investments (at cost), the statement of other investments and the index of the share of the Fonds de solidarité FTQ in investments made by the specialized funds (at cost).

I would like to receive a copy of the documents indicated above:

- by email or by regular mail.

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Pointe-Claire, Québec
H9R 5M9
514-383-FONDS (3663)

Québec City

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Suite 320
Québec City, Québec
G2J 1N3
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