

INTERTAPE POLYMER GROUP INC  
Form 6-K  
April 25, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 6-K

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Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934  
For the month of April, 2018  
Commission File Number 1-10928

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INTERTAPE POLYMER GROUP INC.

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9999 Cavendish Blvd., Suite 200, Ville St. Laurent, Quebec, Canada, H4M 2X5

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:  
Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTERTAPE POLYMER GROUP INC.

April 25, 2018 By: /s/ Jeffrey Crystal  
Jeffrey Crystal, Chief Financial Officer

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INTERTAPE POLYMER GROUP INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual and Special Meeting of Shareholders (the “Meeting”) of INTERTAPE POLYMER GROUP INC. (the “Company”) will be held:

Place: Fairmont Royal York Hotel  
New Brunswick Room  
100 Front Street West  
Toronto, Ontario M5J 1E3

Date: June 7, 2018

Time: 10:00 a.m. (eastern time)

The purposes of the Meeting are to:

1. receive and consider the consolidated financial statements of the Company for the fiscal year ended December 31, 2017 and the auditor’s report thereon;
2. elect directors of the Company to hold office until the close of the next annual meeting;
3. appoint the auditor and authorize the directors to fix its remuneration;

4. consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule A to the accompanying Management Information Circular (the “Circular”), accepting, in an advisory, non-binding capacity, the Company’s approach to executive compensation disclosed under “Compensation of Executive Officers and Directors – Compensation Discussion and Analysis” in the Circular;

5. consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule B to the accompanying Circular, ratifying, confirming and approving all unallocated options under the Company’s Executive Stock Option Plan; and

6. transact such other business as may properly be brought before the Meeting.

The accompanying Circular provides detailed information relating to the matters to be dealt with at the Meeting and forms part of this notice.

The Company has elected to use the notice-and-access rules (“Notice-and-Access”) under National Instrument 54-101 –Communication with Beneficial Owners of Securities of a Reporting Issuer of the Canadian Securities Administrators for distribution of the materials for the Meeting to shareholders of the Company who do not own their shares in their own names as registered shareholders (“Beneficial Shareholders”). Notice-and-Access is a set of rules that allows issuers to post electronic versions of their proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies to shareholders. Notice-and-Access is more environmentally friendly as it helps reduce paper use; it also reduces the Company’s printing and mailing costs. Further information about Notice-and-Access is contained in the accompanying Circular; Beneficial Shareholders may also contact the Company toll free at 866-202-4713 for information regarding Notice-and-Access.

The Company will not be using Notice-and-Access for delivery to shareholders who hold their shares directly in their respective names (“Registered Shareholders”); they will receive paper copies of the Circular, related materials and the Annual Report via prepaid mail.

Shareholders are encouraged to express their vote in advance by completing the enclosed form of proxy. Detailed instructions on how to complete and return proxies are provided starting on page 3 of the accompanying Circular. To be effective, the completed form of proxy must be deposited with our transfer agent and registrar, AST Trust Company (Canada), P.O. Box 721, Agincourt, Ontario M1S0A1 at any time prior to 5:00 p.m. (eastern time) on June 6, 2018 or with the Chairman of the Meeting before the commencement of the Meeting or at any adjournment thereof. Shareholders may also vote their shares by telephone using the procedures described in the enclosed form of proxy.

Shareholders registered at the close of business on April 25, 2018 will be entitled to receive notice of and vote at the Meeting.

DATED at Sarasota, Florida

April 25, 2018

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Randi M. Booth

Secretary

INTERTAPE POLYMER GROUP INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual and Special Meeting of Shareholders (the “Meeting”) of INTERTAPE POLYMER GROUP INC. (the “Company”) will be held at 10:00 a.m. (eastern time) on Thursday, June 7, 2018 at the Fairmont Royal York Hotel, New Brunswick Room, 100 Front Street West, Toronto, Ontario M5J 1E3. The purposes of the meeting are to:

1. receive and consider the consolidated financial statements of the Company for the fiscal year ended December 31, 2017 and the auditor’s report thereon;

2. elect directors of the Company to hold office until the close of the next annual meeting;

3. appoint the auditor and authorize the directors to fix its remuneration;

consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule A to the Management Information Circular dated April 25, 2018 (the “Circular”), accepting, in an advisory, non-binding capacity, the Company’s approach to executive compensation disclosed under “Compensation of Executive Officers and Directors – Compensation Discussion and Analysis” in the Circular;

consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule B to the accompanying Circular, ratifying, confirming and approving all unallocated options under the Company’s Executive Stock Option Plan; and

6. transact such other business as may properly be brought before the Meeting.

Additional information on the above matters can be found in the Circular under the heading “Business of the Meeting”.  
Notice-and-Access

The Company has elected to use the notice-and-access rules (“Notice-and-Access”) under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer of the Canadian Securities Administrators for distribution of the materials for the Meeting to shareholders of the Company who do not own their shares in their own names as registered shareholders (“Beneficial Shareholders”). Notice-and-Access is a set of rules that allows issuers to post electronic versions of their proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies to shareholders. Notice-and-Access is more environmentally friendly as it helps reduce paper use; it also reduces the Company’s printing and mailing costs. Beneficial Shareholders may obtain further information about Notice-and-Access by contacting the Company toll free at 866-202-4713.

The Company will not be using Notice-and-Access for delivery to shareholders who hold their shares directly in their respective names (“Registered Shareholders”); they will receive paper copies of the Circular, related materials and the Company’s 2017 annual report via prepaid mail.

Websites Where Materials are Posted

The Circular, this notice of meeting, the form of proxy, voting instruction form and the Company’s 2017 annual report containing the Company’s annual audited consolidated financial statements for the year ended December 31, 2017 and the related Management’s Discussion and Analysis (collectively, the “Meeting Materials”) are available on the Company’s website at [www.itape.com](http://www.itape.com) and under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) (Canada) and at [www.sec.gov](http://www.sec.gov) (United States). All shareholders are reminded to review the Circular and other Meeting Materials before voting.

**How to Obtain Paper Copies of Meeting Materials**

Beneficial Shareholders may obtain paper copies free of charge of the Circular, other Meeting Materials and the Company's 2017 annual report by contacting the Company toll free at 866-202-4713 or by email at [Itinfo@itape.com](mailto:Itinfo@itape.com). Any request for paper copies should be received by the Company by 5:00 p.m. (eastern time) on May 23, 2018 in order to allow sufficient time for a Beneficial Shareholder to receive the paper copy and return the voting instruction form by its due date.

**Voting**

The Board of Directors has fixed the close of business on April 25, 2018 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof.

If you are a Beneficial Shareholder, accompanying this notice of meeting are a voting instruction form and a supplemental mailing list return card for use by shareholders who wish to receive the Company's interim financial statements for the 2018 fiscal year. If you receive these materials through your broker or another intermediary, please complete, sign and return the materials in accordance with the instructions provided to you by such broker or other intermediary.

Registered Shareholders are encouraged to express their vote in advance by completing the form of proxy. Detailed instructions on how to complete and return proxies are provided starting on page 3 of the accompanying Circular. To be effective, the completed form of proxy must be deposited with the Company's transfer agent and registrar, AST Trust Company (Canada), P.O. Box 721, Agincourt, Ontario M1S0A1, at any time prior to 5:00 p.m. (eastern time) on June 6, 2018 or with the Chairman of the Meeting before the commencement of the Meeting or at any adjournment thereof. Registered Shareholders may also vote their shares by telephone using the procedures described in the enclosed form of proxy.

Dated this 25th day of April, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Randi M. Booth

Secretary

Management Information Circular  
Notice of 2018 Annual and Special Meeting  
to be held on June 7, 2018

Management Information Circular  
Notice of 2018 Annual and Special Meeting  
to be held on June 7, 2018

INVITATION TO SHAREHOLDERS

April 25, 2018

Dear Shareholders:

On behalf of the Board of Directors, management and employees of Intertape Polymer Group Inc. (the “Company”), I invite you to attend the annual and special meeting of shareholders of the Company to be held at 10:00 a.m. (eastern time) on June 7, 2018 at the Fairmont Royal York Hotel, New Brunswick Room, 100 Front Street West, Toronto, Ontario M5J 1E3.

The items of business to be considered at this meeting are described in the Notice of Annual and Special Meeting of Shareholders of Intertape Polymer Group Inc. and accompanying Management Information Circular. The contents and the distribution of the Management Information Circular have been approved by the Board of Directors.

Your participation at this meeting is very important to the Company. I encourage you to vote, which can easily be done by following the instructions set out in the Management Information Circular. At the meeting, management will review the Company’s operational and financial performance during 2017 and provide an outlook for 2018. You will also have an opportunity to ask questions and to meet your directors and executives.

Many of the Company’s public documents are available under “Investor Relations” on the Company’s website at [www.itape.com](http://www.itape.com). I encourage you to visit the website during the year for information about the Company, including news releases and investor presentations. Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

I look forward to seeing you at the meeting.

Yours sincerely,

Gregory A. C. Yull  
President and Chief Executive Officer

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## MANAGEMENT INFORMATION CIRCULAR

### SOLICITATION OF PROXIES BY MANAGEMENT

This Management Information Circular (the “Circular”) is furnished in connection with the solicitation by the management of Intertape Polymer Group Inc. (the “Company”) of proxies to be used at the annual and special meeting of shareholders (the “Meeting”) of the Company to be held at the time and place and for the purposes set out in the Notice of Meeting and all adjournments thereof. Except as otherwise stated, the information contained herein is given as of April 25, 2018 and all dollar amounts in this Circular are in US dollars. The solicitation of proxies by management will be made primarily by mail. However, directors, officers and employees of the Company may also solicit proxies by telephone, telecopier, e-mail or in person. The total cost of solicitation of proxies will be borne by the Company.

### INTERNET AVAILABILITY OF PROXY MATERIALS

#### Notice-and-Access

The Company has again this year elected to use “notice-and-access” rules (“Notice-and-Access”) under National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer (“NI 54-101”) for distribution of Proxy-Related Materials (as defined below) to shareholders who do not hold common shares of the Company (“Shares”) in their own names (referred to herein as “Beneficial Shareholders”). Notice-and-Access is a set of rules that allows issuers to post electronic versions of proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies. “Proxy-Related Materials” refers to this Circular, the Notice of Meeting, a voting instruction form and the Company’s 2017 annual report containing the Company’s annual audited consolidated financial statements as of and for the year ended December 31, 2017 and the related Management’s Discussion and Analysis.

The use of Notice-and-Access is more environmentally friendly as it helps reduce paper use. It also reduces the Company’s printing and mailing costs. Beneficial Shareholders may obtain further information about Notice-and-Access by contacting AST Trust Company (Canada) toll free at 800-387-0825 (within North America) or 416-682-3860 (outside North America).

The Company is not using Notice-and-Access for delivery to shareholders who hold their Shares directly in their respective names (referred to herein as “Registered Shareholders”). Registered Shareholders will receive paper copies of this Circular, related materials and the Company’s 2017 annual report via prepaid mail.

#### Websites Where Proxy-Related Materials are Posted

The Proxy-Related Materials are available on the Company’s website at [www.itape.com](http://www.itape.com) and under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) (Canada) and at [www.sec.gov](http://www.sec.gov) (United States). All shareholders are reminded to review the Proxy-Related Materials, including this Circular, before voting.

#### Notice Package

Although the Proxy-Related Materials have been posted on-line as noted above, Beneficial Shareholders will receive paper copies of a notice package (“Notice Package”) via prepaid mail containing information prescribed by NI 54-101 such as the date, time and location of the Meeting, the website addresses where the Proxy-Related Materials are posted, a voting instruction form (“VIF”), and a supplemental mail list return card for Beneficial Shareholders to request that they be included in the Company’s supplementary mailing list for receipt of the Company’s interim financial statements for the 2018 fiscal year.

#### How to Obtain Paper Copies of Proxy-Related Materials

Beneficial Shareholders may obtain paper copies of this Circular, the Company’s 2017 annual report and other Proxy-Related Materials free of charge by contacting the Company toll free at 866-202-4713 or by email at [Itp\\$info@itape.com](mailto:Itp$info@itape.com). Any request for paper copies which are required in advance of the Meeting should be sent so that the request is received by the Company by 5:00 p.m. (eastern time) on May 23, 2018 in order to allow sufficient time for Beneficial Shareholders to receive their paper copies and to return their voting instruction form by its due date.



## APPOINTMENT AND REVOCATION OF PROXIES

### General

As mentioned above, shareholders may be “Registered Shareholders” or “Beneficial Shareholders”. If Shares are registered in the name of an intermediary and not registered in the shareholder’s name, they are said to be owned by a “Beneficial Shareholder”. An intermediary is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates. The instructions provided below set out the different procedures for voting Shares at the Meeting to be followed by Registered Shareholders and Beneficial Shareholders.

The persons named in the enclosed instrument appointing a proxy holder are officers or directors of the Company. Each shareholder has the right to appoint a person or company (who need not be a shareholder) to attend and act for him at the Meeting other than the persons designated in the enclosed form of proxy by inserting such other person’s name in the blank space provided in the form of proxy and signing the form of proxy or by completing and signing another proper form of proxy. Shareholders who have given a proxy also have the right to revoke it insofar as it has not been exercised. The right to appoint an alternate proxy holder and the right to revoke a proxy may be exercised by following the procedures set out below under “Registered Shareholders” or “Beneficial Shareholders”, as applicable. If any shareholder receives more than one proxy or voting instruction form, it is because that shareholder’s Shares are registered in more than one form. In such cases, shareholders should sign and submit all proxies or voting instruction forms received by them in accordance with the instructions provided.

### Registered Shareholders

Registered Shareholders have two methods by which they can vote their Shares at the Meeting; namely in person or by proxy. To assure representation at the Meeting, Registered Shareholders are encouraged to return the proxy included with this Circular. Sending in a proxy will not prevent a Registered Shareholder from voting in person at the Meeting. The vote will be taken and counted at the Meeting. Registered Shareholders who do not plan to attend the Meeting or do not wish to vote in person can vote by proxy.

To be valid, the duly-completed form of proxy must be deposited at the offices of AST Trust Company (Canada), P.O. Box 721, Agincourt, Ontario M1S0A1 prior to 5:00 p.m. (eastern time) on June 6, 2018 or with the Chairman of the Meeting before the commencement of the Meeting or any adjournment thereof. A Registered Shareholder may return the completed proxy as follows:

(a) by mail in the enclosed envelope;

(b) by fax to 416-368-2502 or toll free in Canada and the United States to 1-866-781-3111;

(c) by telephone by calling 1-888-489-7352 as described on the enclosed proxy;

(d) by email by scanning the proxy and emailing it to [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com); or

(e) by registered mail, by hand or by courier to the attention of AST Trust Company (Canada), P.O. Box 721, Agincourt, Ontario M1S0A1.

To exercise the right to appoint a person or company to attend and act for a Registered Shareholder at the Meeting, such shareholder must strike out the names of the persons designated on the enclosed instrument appointing a proxy and insert the name of the alternate appointee in the blank space provided for that purpose. The instrument appointing a proxy holder must be executed by the shareholder or by his attorney authorized in writing or, if the shareholder is a corporate body, by its authorized officer or officers.

To exercise the right to revoke a proxy, in addition to any other manner permitted by law, a shareholder who has given a proxy may revoke it by instrument in writing, executed by the shareholder or his attorney authorized in writing, or if the shareholder is a corporation, by a duly-authorized officer or attorney thereof, and deposited: (i) with AST Trust Company (Canada), P.O. Box 721, Agincourt, Ontario M1S0A1 at any time up to and including prior to 5:00 p.m. (eastern time) on June 6, 2018, or (ii) with the Chairman of the Meeting on the date of the Meeting, or at any adjournment thereof, and upon either of such deposits the proxy is revoked.



## BENEFICIAL SHAREHOLDERS

Beneficial Shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Company are referred to as “NOBOs”. Beneficial Shareholders who have objected to their intermediary disclosing the ownership information about themselves to the Company are referred to as “OBOs”. As mentioned above, the Company is using Notice-and-Access to provide Proxy-Related Materials to Beneficial Shareholders. Therefore, a Notice Package will be sent via prepaid mail directly to the NOBOs and, indirectly, through intermediaries to the OBOs; the Company is assuming the cost of such delivery to OBOs.

### Meeting Materials Received by OBOs from Intermediaries

The Company has distributed copies of the Notice Package to intermediaries for distribution to OBOs. Intermediaries are required to deliver the Notice Package to all OBOs of the Company who have not waived their right to receive these materials, and to seek instructions as to how to vote Shares. Often, intermediaries will use a service company (such as, for example, Broadridge Financial Solutions, Inc.) to forward the Notice Package to OBOs.

OBOs who receive the Notice Package will typically be given the ability to provide voting instructions in one of two ways:

(a) Generally, an OBO will be given a VIF which must be completed and signed by the OBO in accordance with the instructions provided by the intermediary. In this case, the mechanisms described above for Registered Shareholders cannot be used and the instructions provided by the intermediary must be followed.

(b) Occasionally, an OBO may be given a proxy that has already been signed by the intermediary. This form of proxy is restricted to the number of Shares owned by the OBO but is otherwise not completed. This form of proxy need not be signed by the OBO but must be completed by the OBO and returned to AST Trust Company (Canada) in the manner described above for Registered Shareholders.

The purpose of these procedures is to allow OBOs to direct the proxy voting of the Shares that they own but that are not registered in their name. Should an OBO who receives either a form of proxy or a VIF wish to attend and vote at the Meeting in person (or have another person attend and vote on its behalf), the OBO should strike out the persons named in the form of proxy as the proxy holder and insert the OBO's (or such other person's) name in the blank space provided or, in the case of a VIF, follow the corresponding instructions provided by the intermediary. In either case, OBOs who received a Notice Package from their intermediary should carefully follow the instructions provided by the intermediary.

To exercise the right to revoke a proxy, an OBO who has completed a proxy (or a VIF, as applicable) should carefully follow the instructions provided by the intermediary.

Proxies returned by intermediaries as “non-votes” because the intermediary has not received instructions from the OBO with respect to the voting of certain Shares or, under applicable stock exchange or other rules, the intermediary does not have the discretion to vote those Shares on one or more of the matters that come before the Meeting, will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Shares represented by such “non-votes” will, however, be counted in determining whether there is a quorum at the Meeting.

### Meeting Materials Received by NOBOs from the Company

As permitted under NI 54-101, the Company has used a NOBO list to send the Notice Package directly to the NOBOs whose names appear on that list. If you are a NOBO and the Company's transfer agent, AST Trust Company (Canada), has sent the Notice Package directly to you, your name and address and information about your holdings of Shares have been obtained from the intermediary holding such Shares on your behalf in accordance with applicable securities regulatory requirements.

As a result, NOBOs can expect to receive in the Notice Package a scannable VIF from AST Trust Company (Canada). Please complete and return the VIF to AST Trust Company (Canada) in the envelope provided. In addition, telephone voting is available, as further described in the VIF. Instructions with respect to the procedures for telephone voting can be found in the VIF. AST Trust Company (Canada) will tabulate the results of VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Shares represented by VIFs received by

AST Trust Company (Canada).

By choosing to send the Notice Package to you directly, the Company (and not the intermediary holding Shares on your behalf) has assumed responsibility for delivering the Notice Package to you and executing your proper voting instructions. The intermediary holding Shares on your behalf has appointed you as the proxy holder of such Shares, and therefore you can provide your voting

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instructions by completing the proxy included with this Circular in the same way as a Registered Shareholder. Please refer to the information under the heading “Appointment and Revocation of Proxies - Registered Shareholders” for a description of the procedure to return a proxy, your right to appoint another person or company to attend the meeting, and your right to revoke the proxy.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his or her broker, a Beneficial Shareholder may attend the Meeting as proxy holder for the Registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Shares as proxy holder for the Registered Shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker.

#### EXERCISE OF DISCRETION BY PROXIES

Where a choice is specified, the Shares represented by proxy will be voted for, withheld from voting or voted against, as directed, on any poll or ballot that may be called. Where no choice is specified, the proxy will confer discretionary authority and will be voted in favour of all matters referred to on the form of proxy. Accordingly, in the absence of any direction to the contrary, Shares represented by properly-executed proxies in favour of the persons designated in the enclosed form of proxy will be voted FOR the: (i) election of directors, (ii) appointment of the auditor and authorization of the directors to fix its remuneration, (iii) resolution accepting, in an advisory, non-binding capacity, the Company’s approach to executive compensation disclosed in the Circular, and (iv) ratification, confirmation and approval of all unallocated options under the Company’s Executive Stock Option Plan, the whole as stated under such headings in this Circular.

The proxy also confers discretionary authority to vote for, withhold from voting or vote against amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters not specifically mentioned in the Notice of Meeting but which may properly come before the Meeting. Management has no present knowledge of any amendments or variations to matters identified in the Notice of Meeting or any business that will be presented at the Meeting other than that referred to in the Notice of Meeting. However, if any other matters not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein and, in such case, it is their intention to vote in accordance with the recommendations of management of the Company.

#### VOTING SHARES

As of April 25, 2018, there were 58,807,410 Shares issued and outstanding. Each Share entitles the holder thereof to one vote. The Company has fixed April 25, 2018 as the record date (the “Record Date”) for the purpose of determining shareholders entitled to receive notice of the Meeting. Pursuant to the Canada Business Corporations Act (the “CBCA”), the Company is required to prepare, no later than ten days after the Record Date, an alphabetical list of shareholders entitled to vote as of the Record Date that shows the number of Shares held by each shareholder. A shareholder whose name appears on the list referred to above is entitled to vote the Shares shown opposite the shareholder’s name at the Meeting. The list of shareholders is available for inspection during usual business hours at the registered office of the Company, 800 Place Victoria, Suite 3700, Montreal, Québec H4Z 1E9 and at the Meeting.

#### PRINCIPAL SHAREHOLDERS

As of April 25, 2018, to the knowledge of the directors and executive officers of the Company, no person beneficially owned, or exercised control or direction over, directly or indirectly, more than 10% of the issued and outstanding Shares.

#### BUSINESS OF THE MEETING

##### Receiving the Financial Statements

The audited consolidated financial statements of the Company as of and for the year ended December 31, 2017 and the Auditor’s Report thereon will be placed before the Meeting. These audited consolidated financial statements may be obtained from the Company upon request and will be available at the Meeting. The audited consolidated financial



statements of the Company as of and for the fiscal year ended December 31, 2017 are available on the Company's website at [www.itape.com](http://www.itape.com) under "Investor

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Relations”. They have also been filed with the Canadian securities regulatory authorities as well as the United States Securities and Exchange Commission (the “SEC”) and are available under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) (Canada) and at [www.sec.gov](http://www.sec.gov) (United States).

#### Election of Directors

The Company’s Articles of Amalgamation provide that the Company shall have a minimum of three and a maximum of eleven directors. The Board of Directors has fixed the number of directors at nine for the year to come. Each director elected at the Meeting will hold office until the next annual meeting of shareholders or until the election of his successor, unless the director’s seat on the Board of Directors becomes vacant for any reason.

Unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote FOR the election of the nine nominees whose names appear on pages 12 to 19 hereof. Management does not expect that any of the nominees will be unable to serve as a director.

#### Appointment of Auditor

Management and the Board of Directors propose that Raymond Chabot Grant Thornton LLP be appointed as the Company’s auditor until the close of the next annual meeting of shareholders. Raymond Chabot Grant Thornton LLP have been the Company’s auditor for more than five years.

The Audit Committee has a policy that restricts the services that may be provided by, and the fees paid to, the auditor. All services provided by the auditor must be permitted by law and by the Audit Committee policy and be pre-approved by the Audit Committee in accordance with the policy. Fees paid to the auditor for the past two fiscal years ended December 31, 2017 and 2016 are set out below:

	2017	2016
	(CDN\$)	(CDN\$)
Audit Fees	837,500	687,000
Audit-Related Fees	213,000	113,000
Tax Fees	187,152	61,409
All Other Fees	136,000	—
Total	1,373,652	861,409

The nature of each category of fees is described below.

**Audit Fees.** Audit fees were for professional services rendered for the integrated audit of the Company’s consolidated financial statements and internal control over financial reporting, assisting the Audit Committee in discharging its responsibilities for the review of the Company’s interim unaudited consolidated financial statements and services that generally only the independent auditor can reasonably provide, such as consent letters and assistance and review of documents filed with the Canadian securities regulatory authorities and the SEC.

**Audit-Related Fees.** Audit-related fees were for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s consolidated interim unaudited financial statements and are not reported under the caption “Audit Fees” above. These services included consultations concerning financial accounting and reporting standards as well as services related to a business acquisition made in 2017.

**Tax Fees.** Tax fees were for tax compliance, tax advice and tax planning. These services included the preparation of the Canadian subsidiaries’ income tax returns, assistance with questions regarding tax audits from the various taxation authorities in Canada and tax planning relating to common forms of domestic and international taxation, including tax planning related to a business acquisition made in 2017.

**All Other Fees.** All other fees are defined as services provided other than the audit fees, audit-related fees and tax fees described above. In 2017, other fees related to acquisition due diligence services provided. No such fees were billed in 2016.

Except where authorization to vote with respect to the appointment of the auditor is withheld, the persons named in the accompanying form of proxy intend to vote FOR the appointment of Raymond Chabot Grant Thornton LLP as the auditor of the Company until the next annual meeting of shareholders, at remuneration to be determined by the Board of Directors.

#### Advisory “Say on Pay” Vote on Executive Compensation

At the Meeting, Shareholders will be asked to consider and, if deemed advisable adopt an advisory, non-binding or “Say on Pay” resolution in the form annexed as Schedule A to the Circular, accepting the Company’s approach to executive compensation as disclosed in this Circular. See “Advisory Vote on Executive Compensation” below for information regarding the advisory, non-binding vote. The Board of Directors recommends that shareholders vote in favour of the resolution accepting, in an advisory, non-binding capacity, the Company’s approach to executive compensation disclosed in the Circular. Unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote FOR the foregoing advisory, non-binding resolution.

#### Ratification, Confirmation and Approval of Unallocated Options under the Company’s Executive Stock Option Plan

At the Meeting, Shareholders will be asked to consider and, if deemed advisable pass a resolution in the form annexed as Schedule B to the Circular, ratifying, confirming and approving all unallocated options under the Company’s Executive Stock Option Plan (“ESOP”), as required by the Toronto Stock Exchange (the “TSX”). See below for information regarding the proposed ratification, confirmation and approval of unallocated options under the ESOP. The Board of Directors recommends that shareholders vote in favour of the resolution ratifying, confirming and approving all unallocated options under the ESOP. Unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote FOR the foregoing resolution.

#### Other Matters

Management has no present knowledge of any amendments or variations to matters identified in the Notice of Meeting or any business that will be presented at the Meeting other than that referred to in the Notice of Meeting. However, if any other matters not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein and, in such case it is their intention to vote in accordance with the recommendations of management of the Company.

#### ADVISORY VOTE ON EXECUTIVE COMPENSATION

At the Meeting, as part of the Company’s commitment to strong corporate governance practices, shareholders will have an opportunity to cast an advisory “Say on Pay” vote on the Board of Directors’ approach to executive compensation. The Company held a “Say on Pay” vote at the 2016 and 2017 annual meetings and currently intends to hold an advisory “Say on Pay” vote at each annual meeting as part of its process of shareholder engagement. At the 2017 annual meeting, shareholders adopted a resolution accepting, in an advisory, non-binding capacity, the Company’s approach to executive compensation as disclosed in the Company’s 2017 management information circular, with 40,659,127 shares voted in favour of the “Say on Pay” resolution (92.96%) and 3,080,026 shares voted against (7.04%).

The purpose of an advisory “Say on Pay” vote is to provide shareholders with an opportunity to indicate their acceptance of the Board of Directors’ overall approach to executive compensation. The Board of Directors, through its Human Resources and Compensation Committee, remains fully responsible for compensation decisions and is not relieved of these responsibilities by either a positive or negative advisory vote by shareholders. The vote by shareholders is advisory only and non-binding on the Board of Directors and the Company. However, the Board of Directors and the Human Resources and Compensation Committee will consider the outcome of the vote as part of an ongoing review of the executive compensation program of the Company together with feedback received from shareholders in the course of regular communications.

The Board of Directors diligently reviews the Company’s executive compensation plans and consults third-party experts to design the terms of these plans relative to the current marketplace. To fully understand the objectives, philosophy and principles the Board of Directors has used in its approach to executive compensation decisions, shareholders should carefully read the section of the Circular entitled “Compensation of Executive Officers and Directors – Compensation Discussion and Analysis” starting on page 30 of this Circular.

That section describes the Company's compensation philosophy, the objectives and elements of the program, the measurement and assessment process used by the Company and why a large portion of the Company's executive compensation is linked to

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business performance and earned over the longer term, thereby aligning the interests of the Company's executives with those of its shareholders.

Shareholders are encouraged, prior to casting their votes at the Meeting, to provide any specific feedback, questions or concerns they may have regarding executive compensation directly to the Board of Directors by writing to the attention of the Chairman of the Board at the following address: 800 Place Victoria, Suite 3700, Montréal, Québec H4Z 1E9, c/o Fasken Martineau Dumoulin LLP.

The Board of Directors recommends that shareholders vote FOR the advisory, non-binding resolution accepting the Company's approach to executive compensation. Unless otherwise specified, the persons named in the accompanying form of proxy or voting instruction form intend to vote FOR the advisory, non-binding resolution accepting the Company's approach to executive compensation. The text of the resolution accepting the Company's approach to executive compensation is annexed as Schedule A to this Circular.

#### RATIFICATION, CONFIRMATION AND APPROVAL OF UNALLOCATED OPTIONS UNDER THE EXECUTIVE STOCK OPTION PLAN

The Company adopted the ESOP in 1992. Since its adoption, the ESOP has been amended on several occasions. As a result of an amendment approved by shareholders at a special meeting of shareholders of the Company held on September 5, 2007, the ESOP provides that the total number of Shares reserved for issuance thereunder is equal to 10% of the issued and outstanding Shares from time-to-time. The ESOP is considered to be an "evergreen" plan, since the number of Shares subject to options which have been exercised will be available for subsequent grants under the ESOP and the number of Shares available for option grants increases as the number of issued and outstanding Shares increases from time-to-time. As such, under the rules of the TSX, a security-based compensation arrangement such as the ESOP must, when initially put in place, receive shareholder approval at a duly-called meeting of shareholders, and all unallocated options are subject to ratification by shareholders every three years thereafter. Shareholders last ratified unallocated options under the ESOP at an annual and special meeting of shareholders of the Company held on June 4, 2015. Accordingly, at the Meeting, shareholders will be asked to consider and if deemed advisable, to approve with or without variation, an ordinary resolution (the "ESOP Resolution") ratifying, confirming and approving all unallocated options under the ESOP, as required by the TSX. The text of the ESOP Resolution is annexed as Schedule B to this Circular.

In accordance with the rules of the TSX, in order to be adopted, the ESOP Resolution must be approved by a majority of the votes cast by the shareholders of the Company, either present in person or represented by proxy at the Meeting. The Board recommends that shareholders vote in favour of the adoption of the ESOP Resolution. Unless otherwise specified, the persons named in the accompanying form of proxy or voting instruction form intend to vote FOR the ESOP Resolution. If the ESOP Resolution is not passed at the Meeting, no further grants of stock options may be made under the ESOP.

The purpose of the ESOP is to promote a proprietary interest in the Company among the executives, key employees and directors of the Company and its subsidiaries, in order to both encourage such persons to further the development of the Company and assist the Company in attracting and retaining key personnel necessary for the Company's long-term success. The Board of Directors designates from time-to-time those persons to whom options are to be granted and determines the number of common shares subject to such options. Generally, participation in the ESOP is limited to persons holding positions that can have an impact on the Company's long-term results. The number of common shares to which the options relate is determined by taking into account, inter alia, the market value of the common shares and each optionee's base salary.

The following is a description of certain features of the ESOP:

(a)

options expire not later than ten years after the date of grant and, unless otherwise determined by the Board of Directors, all vested options under a particular grant expire 24 months after the vesting date of the last tranche of such grant;

(b) if an option is to expire during a period when the optionee is prohibited by the Company from trading in the Shares pursuant to the policies of the Company (a “Blackout Period”), or within ten business days of the expiry of such Blackout Period, the term of such option will be automatically extended for a period of ten business days immediately following the end of the Blackout Period;

- (c) options that are granted to directors who are not executive officers of the Company vest as to 25% on the date of grant, with another 25% vesting on each of the first three anniversaries of the date of grant;
- (d) all other options granted vest as to one-third on each of the first, second and third anniversaries of the date of grant;
- (e) the aggregate number of options that may be granted to directors who are not part of management may not exceed 1% of the number of issued and outstanding Shares;
  - the exercise price of the options is determined by the Board of Directors, but cannot be less than the "Market Value"
- (f) of the Shares, defined in the ESOP as the closing price of the Shares on the TSX for the day immediately preceding the effective date of the grant;
- (g) the number of Shares reserved for issuance to any person cannot exceed 5% of the number of issued and outstanding Shares;
- (h) the number of Shares issuable to any one "insider" of the Company and such insider's associates within a one-year period cannot exceed 5% of the number of issued and outstanding Shares;
- (i) the number of Shares issuable at any time to "insiders" under the ESOP or any other compensation arrangement of the Company cannot exceed 10% of the number of issued and outstanding Shares;
- (j) the number of Shares issued to "insiders" within a one-year period under the ESOP or any other compensation arrangement of the Company cannot exceed 10% of the number of issued and outstanding Shares;
- (k) options granted under the ESOP may not at any time be repriced;
- (l) options granted under the ESOP may not be assigned;
  - in the event that a bona fide offer to purchase all or part of the outstanding Shares is made to all shareholders, notice thereof must be given by the Company to all optionees and all options will become immediately
- (m) exercisable, but only to the extent necessary to enable an optionee to tender his or her Shares should the optionee so desire;
- (n) the ESOP does not provide for financial assistance from the Company to optionees;
  - when a director of the Company ceases to be a director, all non-vested options are immediately cancelled and the
- (o) former director is entitled to exercise, within a period of three months from such event, options that had vested at the time the director ceased to be a director;
  - in the case of retirement of an optionee, all non-vested options are immediately cancelled and the former employee
- (p) is entitled to exercise, within a period of twelve months from retirement, options that had vested at the time of retirement;
- (q) in the case of an optionee's death, all non-vested options are immediately cancelled and the estate is entitled to exercise, within a period of twelve months from death, options that had vested at the time of death;
- (r) when an optionee ceases to be an employee of the Company or a subsidiary of the Company for any reason other than retirement or death, all non-vested options are immediately cancelled and the optionee is entitled to exercise, within a period of three months from the termination of employment, options that had vested at the time of termination of employment; and

subject to the approval of the TSX, the Board of Directors of the Company may amend or terminate the ESOP at any time but, in such event, the rights of optionees related to any options granted but unexercised under the ESOP (s) shall be preserved and maintained and no amendment can confer additional benefits upon optionees without prior approval by the shareholders of the Company.

The following is information regarding the ESOP, as required by the TSX. As at December 31, 2017:

(i) there were options issued and outstanding in respect of an aggregate of 834,375 Shares, representing 1.4% of the issued and outstanding Shares as at that date; and



(ii) there were options available for grant in respect of an aggregate of 5,045,616 Shares, representing 8.6%% of the issued and outstanding Shares as at that date.

The “annual burn rate” of the ESOP is calculated by dividing the weighted average number of Shares outstanding during fiscal year by the number of stock options granted under the ESOP during the fiscal year. There were no stock options granted in the three-year period ended December 31, 2017, and as a result the annual burn rate is nil for all three fiscal years in that period .

#### ELECTION OF DIRECTORS

##### Number of Directors

The Board of Directors currently consists of nine directors. George J. Bunze, Chairman of the Board of Directors and a director of the Company since 2007, has advised the Company that he wishes to retire from the Board. Accordingly, the Board of Directors has fixed the number of directors at eight for the year to come. The persons named in the enclosed form of proxy intend to vote for the election of the eight nominees whose names are set out below. Each director will hold office until the next annual meeting of shareholders or until the election of his or her successor, unless the director’s seat on the Board of Directors becomes vacant for any reason.

The Nominated Directors

The following are profiles of each of the eight persons proposed to be nominated for election as a director. Information in this Circular regarding the number of Shares held or over which control or direction is exercised by each director was provided to the Company by the respective directors.

	Robert M. Beil	Areas of Expertise:
	Bob Beil worked for The Dow Chemical Company for 32 years, until September 2006. Mr. Beil held numerous positions in Sales, Marketing, Business and Executive Management at Dow Chemical, including serving as the North American Commercial Vice President for Dow's Plastics Business. In this role, he was responsible for sales and marketing of more than \$2 billion of polyethylene, polypropylene and polystyrene resins to Dow Chemical's customers in all market segments in the United States, Canada and Mexico. In addition, he spent a portion of his career working in Dow's Human Resources function, which was responsible for compensation design for Dow, a Fortune 500 company. Prior to his retirement, Mr. Beil was Corporate Vice President with functional oversight for all of Sales and Marketing at Dow Chemical.	Marketing/Sales Human Resources/Compensation Packaging Industry Manufacturing/Operations
Phoenix, Arizona, USA		
Current position with the Company:	Director	
Director since: September 2007	Principal occupation <sup>(1)</sup> : Retired.	
Age: 65	Board/Committee Memberships with the Company	Other Public Companies Currently Serving Directorships
Independent	Board of Directors	Committees
	Human Resources and Compensation Committee (chairman)	
	Corporate Governance and Nominating Committee (member)	
Shares Held		
Minimum level of ownership	Number	Total Market Value (CDN\$) <sup>(2)</sup>
10,000 shares	42,133	\$872,574
		Compliance with minimum share ownership requirement
		Yes

(1) Mr. Beil has held this occupation for the last five years.

(2) Value calculated based on the closing price of the Company's common shares on the TSX (being CDN\$20.71) and shares held on March 29, 2018.

<p>Montreal, Québec, Canada</p> <p>Current position with the Company:</p> <p>Director</p> <p>Director since: August 2014</p>	<p>Frank Di Tomaso, FCPA, FCA, ICD.D</p> <p>Frank Di Tomaso has been a Canadian Chartered Professional Accountant since 1972, and an ICD.D since 2009. He was a Partner and Advisory Partner at Raymond Chabot Grant Thornton LLP from 1981 until 2012 where he held the position of Managing Partner Audit – Public Companies. He is currently serving on the boards of ADF Group Inc., Birks Group Inc., National Bank Trust, National Bank Life Assurance Company and Laurentian Pilotage Authority and has also served on the boards of Redline Communications Inc., Yorbeau Resources Inc., Ordre des comptables agréés du Québec, Raymond Chabot Grant Thornton and Grant Thornton. Mr. Di Tomaso is engaged both in the business and the social community while being a member of many business associations and not-for-profit organizations. In that regard, he received the Award of Distinction from the John Molson School of Business – Concordia University, Montreal, Québec in 2004, in recognition of his outstanding contribution to the World of Business and the community.</p>	<p>Areas of Expertise:</p> <p>Accounting/Auditing</p> <p>Finance/Risk Management</p> <p>Mergers/Acquisitions and Restructuring</p> <p>Human Resources/Compensation</p>
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Age: 71  
Principal occupation<sup>(1)</sup>: Corporate Director

<p>Independent</p>	<p>Board/Committee Memberships with the Company</p> <p>Board of Directors</p> <p>Audit Committee (chairman)</p> <p>Corporate Governance and Nominating Committee (member)</p>	<p>Other Public Companies Currently Serving</p> <p>Directorships</p> <p>Committees</p> <p>ADF Group Inc. Audit Committee (chairman)</p> <p>Birks Group Inc. Audit Committee (chairman)</p>
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<p>Shares Held</p>	<p>Minimum level of ownership</p> <p>Number</p>	<p>Total Market Value (CDN\$) <sup>(2)</sup></p> <p>\$207,100</p>	<p>Compliance with minimum share ownership requirement</p> <p>Yes</p>
	<p>10,000 shares</p> <p>10,000</p>		

(1) Mr. Di Tomaso has held this occupation for the last five years.

(2) Value calculated based on the closing price of the Company's common shares on the TSX (being CDN\$20.71) and shares held on March 29, 2018.

<p>Robert J. Foster</p> <p>Toronto, Ontario, Canada</p> <p>Current position with the Company:</p> <p>Director</p> <p>Director since: June 2010</p> <p>Age: 75</p> <p>Independent</p>	<p>Robert J. Foster, B.A., M.A. (Economics), C.F.A., is Founder, President and CEO of Capital Canada Limited, an independent investment banking firm providing financial services to entrepreneurs and companies. Capital Canada provides negotiating and structuring for mergers and acquisitions, debt and equity financing, as well as valuation and fairness opinion services. Mr. Foster focuses on the aviation, media, entertainment and sports sectors. His career background includes periods as an analyst, director of research, corporate finance, sales and director of institutional sales at Dominion Securities. Mr. Foster has served on the boards of CHC Helicopters, Golf Town Income Fund, Cargojet, Canada 3000 and Canadian Airlines Regional in addition to currently serving on a number of private company boards. In the community, he is currently Chair of the Civic Theatres Board, Chair of the 20th Canadian Arts Summit, Vice-Chair of Business for the Arts and is on the board of the Harbourfront Foundation. Mr. Foster served as Chair of Toronto's Artscape and Lead Co-Chair for the Creative Capital Gains Report for the City of Toronto in 2011, a guiding document for Toronto's cultural growth over the next decade. Robert Foster served as Chair on a broad range of not-for-profit organizations over the years including the Governor General's Performing Arts Awards; the Woodrow Wilson International Centre for Scholars (Canada) Dinner; Capital Campaign for Chair in Economics at Queen's University; Richard J. Schmeelk Foundation; PC Canada Fund; and PC Ontario Fund, and served on the boards of Memorial University in St. John's, Newfoundland; the Art Gallery of Ontario and the National Aboriginal Achievement Foundation.</p> <p>Principal occupation<sup>(1)</sup>: CEO and President, Capital Canada Limited (investment banking firm)</p>	<p>Areas of Expertise:</p> <p>Finance/Risk Management</p> <p>Marketing/Sales</p> <p>Mergers/Acquisitions and Restructuring</p> <p>Human Resources/Compensation</p> <p>International Markets</p>
<p>Board/Committee Memberships with the Company</p> <p>Board of Directors</p>	<p>Other Public Companies Currently Serving Directorships</p> <p>Committees</p>	
<p>Executive Committee (member)</p>		
<p>Audit Committee (member)</p>		
<p>Human Resources and Compensation Committee (member)</p>		
<p>Shares Held</p> <p>Minimum level of ownership</p>	<p>Number</p>	<p>Total Market Value (CDN\$) <sup>(2)</sup></p> <p>Compliance with minimum share ownership</p>

10,000 shares	50,100	\$1,037,571	requirement Yes
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(1) Mr. Foster has held this occupation for the last five years.

(2) Value calculated based on the closing price of the Company's common shares on the TSX (being CDN\$20.71) and shares held on March 29, 2018.

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	James Pantelidis	Areas of Expertise:
	James Pantelidis has more than 30 years of experience in the petroleum industry. He is Chairman of the Board of Parkland Fuel Company and has served as a director thereof since 1999. Mr. Pantelidis has been a director and Chairman of the Board of EnerCare Inc. since 2002. He previously served on the Board of RONA Inc. (Chairman of the Human Resources and Compensation Committee) and Industrial Alliance Insurance and Financial Services Inc. (Chairman of the Finance/Risk Management Investment Committee and member of Human Resources and Compensation Committee). From 2008	Accounting
Toronto, Ontario, Canada	Director of Equinox Minerals Ltd. (Chairman of the Human Resources and Compensation Committee).	Mergers/Acquisitions and Restructuring
Current position with the Company:	From 2002 to 2006, Mr. Pantelidis was on the board of FisherCast Global Company and served as Chairman and Chief Executive Officer from 2004 to 2006. From 2002 to 2004, Mr. Pantelidis was President of J.P. & Associates, a strategic consulting group. Between 1999	Human Resources/Compensation
Director	and 2001, Mr. Pantelidis served as Chairman and Chief Executive Officer for the Bata International Organization. Mr. Pantelidis has a Bachelor of Science International Markets degree and a Master of Business Administration degree, both from McGill University, Montreal, Québec.	Marketing/Sales
Director since: May 2012		Manufacturing/Operations
Age: 72		
Independent		

Principal occupation<sup>(1)</sup>: Chairman of the Board – Parkland Fuel Company (marketer of petroleum products); Chairman of the Board – EnerCare Inc. (home services company)

Board/Committee Memberships with the Company	Other Public Companies Currently Serving Directorships	Committees
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Board of Directors

EnerCare Inc.

Audit Committee (member)

Parkland Fuel Company

Shares Held

Minimum level of ownership

Number

Total Market Value (CDN\$) <sup>(2)</sup>

Compliance with minimum share ownership requirement

10,000 shares

16,000

\$331,360

Yes

(1) Mr. Pantelidis has held this occupation for the last five years.

(2) Value calculated based on the closing price of the Company's common shares on the TSX (being CDN\$20.71) and shares held on March 29, 2018.



	Jorge N. Quintas	Areas of Expertise:	
	Jorge Quintas started in 1970 as a Director in the cable industry and since 2002 has been the President of Nelson Quintas SGPS, SA, a holding company for the manufacturing of electrical and telecommunication cables, hazardous waste treatment plants, a telecommunications network in Brazil and real estate. Mr. Quintas has and continues to serve in executive capacities and/or as a director of various other private companies, most of which are based in Portugal. The companies with which Mr. Quintas serves as an executive are involved in a range of industrial activities, including the distribution and/or manufacture of natural gas, energy and telecommunications cables, fiber-optic cables, cables for the automotive industry and other types of cables.	Finance/Risk Management	Marketing/Sales
Porto, Portugal		Manufacturing/Operations	Packaging Industry
Current position with the Company:	Principal occupation <sup>(2)</sup> : President, Nelson Quintas SGPS, SA (holding company for manufacturer of electrical and telecommunication cables)	International Markets	
Director <sup>(1)</sup>			
Director since: June 2009	Board/Committee Memberships with the Company	Other Public Companies Currently Serving Directorships	Committees
Age: 71	Board of Directors		
Independent	Human Resources and Compensation Committee (member)		
Shares Held			
Minimum level of ownership	Number	Total Market Value (CDN\$) <sup>(3)</sup>	Compliance with minimum share ownership requirement
10,000 shares	50,508	\$1,046,021	Yes

(1) Mr. Quintas was also a director of the Company from May 2005 to June 2006.

(2) Mr. Quintas has held this occupation for the last five years.

(3) Value calculated based on the closing price of the Company's common shares on the TSX (being CDN\$20.71) and shares held on March 29, 2018.



Mary Pat Salomone Areas of Expertise:

Mary Pat Salomone is a corporate director. From 2010 to 2013, she was Senior Vice President & Chief Operating Officer of Babcock & Wilcox Company (“B&W”), with more than 23,000 employees and 30 locations worldwide. Prior to that, Ms. Salomone held several senior positions with B&W, including Manager of Business Development and Manager of Strategic Acquisitions. From 1998 through 2007, Ms. Salomone was an officer of Marine Mechanical Company, which B&W acquired in 2007, including serving as President and Chief Executive Officer from 2001 through 2007.

Manufacturing/Operations

Ms. Salomone is currently on the Board of Directors of TransCanada Company, where she serves on the Human Resources Committee as well as on the Health, Safety and Environment Committee. Ms. Salomone has served as a director of Herc Holdings, Inc since 2016 and is the chairperson of the Compensation Committee as well as a member of the Nominating and Governance Committee. She is also a trustee of the Youngstown State University Foundation.

Engineering

Finance/Risk Management

Human Resources/Compensation

Mergers/Acquisitions and Restructuring

Energy/Utilities

International Markets

Naples, Florida,  
USA

Current position  
with the  
Company:

Director

Director since:  
November 2015

Age: 57

Independent

Ms. Salomone has a Bachelor of Engineering in Civil Engineering from Youngstown State University in Youngstown, Ohio and a Master of Business Administration from Baldwin Wallace College in Berea, Ohio. She completed the Advanced Management Program at Duke University’s Fuqua School of Business in 2011.

Principal occupation: Corporate Director

Board/Committee Memberships  
with the Company

Board of Directors

Audit Committee (member)

Human Resources and Compensation  
Committee (member)

Other Public Companies Currently Serving  
Directorships

TransCanada  
Company

TransCanada  
PipeLines Limited

Herc Holdings, Inc.

Committees

Human Resources Committee  
(member); Health, Safety &  
Environment Committee (member)

Compensation Committee  
(chairperson); Nominating and  
Governance Committee (member)

Shares Held

Minimum level  
of ownership

Number

10,000 shares

—

Total Market Value  
(CDN\$)

—

Compliance with  
minimum share  
ownership  
requirement  
Yes <sup>(2)</sup>

(1) Ms. Salomone has held this occupation for the last five years.

Deferred share units are included in determining whether the minimum share ownership requirements have been (2) satisfied. For more information see sections entitled "Minimum Share Ownership Requirement" and "Director Compensation".

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Gregory  
A.C.  
Yull