empire
COMPANY LIMITED

Notice of 2025
Annual General Meeting
of Shareholders to be held
September 11, 2025

Management Information Circular

2025

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Invitation to Shareholders

July 17, 2025

Dear Shareholder:

We are pleased to invite you to join our Board of Directors and senior management team at our 2025 Annual General Meeting of Shareholders (the “**Meeting**”):

September 11, 2025
11:00 a.m. (Atlantic Time)
Cineplex Cinemas
612 East River Road
New Glasgow, Nova Scotia

The items of business to be considered and voted upon at the Meeting are set out in the attached Notice of Annual General Meeting and Management Information Circular. In addition, this meeting provides you with the opportunity to meet, listen to and ask questions of the people who are responsible for the performance of Empire Company Limited.

Empire is committed to keeping you, our investors, informed about your investment. Our 2025 Annual Report and our Quarterly Reports are available on our website, www.empireco.ca, or at www.sedarplus.ca or you can write to the following address and request a copy:

Investor Relations
Empire Company Limited
115 King Street
Stellarton, Nova Scotia
B0K 1S0
Email: investor.relations@empireco.ca

We will audiocast the Annual General Meeting at www.empireco.ca. We encourage you to visit our website at any time before the meeting as it provides useful information about our company.

We look forward to seeing you on September 11, 2025.

Sincerely,

Signed “James M. Dickson”

James M. Dickson
Chair

Signed “Michael Medline”

Michael Medline
President & Chief Executive Officer

Notice of Annual General Meeting of Shareholders

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders (the "**Meeting**") of Empire Company Limited ("**Empire**") will be held:

September 11, 2025
11:00 a.m. (Atlantic Time)
Cineplex Cinemas
612 East River Road
New Glasgow, Nova Scotia

The Meeting is being held for the following purposes:

1. To receive the audited consolidated financial statements of Empire for the fiscal year ended May 3, 2025, together with the report of the auditor thereon;
2. To elect directors for the ensuing year and fix the maximum number of directors;
3. To approve the remuneration of directors for the ensuing year;
4. To appoint the auditor for the ensuing year;
5. To authorize the directors to fix the remuneration of the auditor;
6. To consider an advisory resolution on executive compensation; and
7. To transact such other business as may properly come before the meeting.

Your attendance at this meeting is welcomed.

This notice is accompanied by a management information circular (the "**Circular**"). The nature of the business to be transacted at the Meeting is described in further detail in the Circular.

Empire is utilizing Notice and Access to provide you with electronic access to our Circular and other meeting materials, rather than mailing paper copies. This electronic delivery of the Circular is part of our commitment to reducing our environmental footprint as electronic delivery substantially reduces our printing and mailing costs, and has less environmental impact as it reduces materials, waste and energy consumption.

Class B common shareholders of record at the close of business on July 21, 2025 and their duly appointed proxyholders will be entitled to vote at the Meeting. Registered Non-Voting Class A shareholders of record at the close of business on July 21, 2025 and their duly appointed proxyholders are permitted to vote only on the advisory resolution on executive compensation at the Meeting.

All proxies must be received no later than 11:00 a.m. (Atlantic time) on September 9, 2025, or if the Meeting is adjourned, not less than 48 hours (excluding Saturday, Sunday and holidays) before the time set for any reconvened meeting at which the proxy is to be used.

Registered Class B common shareholders who wish to vote by proxy are requested to complete, sign, date and return the form of Class B common shareholder proxy to the Secretary of Empire, 115 King Street, Stellarton, Nova Scotia, B0K 1S0. Alternatively, registered Class B common shareholders may also return their proxy by email or fax by following the instructions shown on the Class B common shareholders proxy form.

Registered Non-Voting Class A shareholders who wish to vote by proxy at the Meeting may vote on the advisory resolution on executive compensation by completing the form of Non-Voting Class A shareholder proxy and returning it to:

TSX Trust Company
Attention: Proxy Department
P.O. Box 721
Agincourt, Ontario
M1S 0A1

Alternatively, registered Non-Voting Class A shareholders may also vote in advance online, by email or by fax by following the instructions shown on the proxy form.

If you are a non-registered shareholder eligible to vote and receive these materials through your broker or other intermediary, you should review the voting instruction form provided by your broker or intermediary for information on how to vote your shares.

Dated at Stellarton, Nova Scotia, this 17th day of July, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

Signed "Doug Nathanson"

Doug Nathanson
Executive Vice President, Chief Development Officer, General Counsel & Corporate Secretary

Management Information Circular

Section 1.

Summary

This summary highlights information contained elsewhere in this Management Information Circular ("**Circular**") for Empire Company Limited ("**Empire**" or the "**Company**"). This summary does not contain all the information that you should consider, and you should read this entire Circular carefully before voting.

Unless otherwise specified, the date of, and all information in this Circular is current as of July 17, 2025. All dollar amounts are in Canadian dollars ("**CAD**") unless otherwise specified.

Annual General Meeting of Shareholders

Date: September 11, 2025

Time: 11:00 a.m. (Atlantic Time)

Place: Cineplex Cinemas
612 East River Road
New Glasgow, Nova Scotia

Record Date: July 21, 2025

Voting: Any registered Class B common shareholder of record at the record date will be entitled to attend, speak and vote at the Annual General Meeting of Shareholders of the Company (the "**Meeting**") either in person or by proxy. Any registered Non-Voting Class A shareholder of record at the record date will be entitled to attend and speak at the Meeting either in person or by proxy but shall not be entitled to vote at the Meeting, except on the non-binding advisory vote relating to executive compensation.

Meeting Agenda

1. Receive the audited consolidated financial statements of Empire for the fiscal year ended May 3, 2025, together with the report of the auditor thereon;
2. Elect directors and fix the maximum number of directors;
3. Approve directors' remuneration;
4. Appoint the auditor for the ensuing year;
5. Authorize the directors to fix the remuneration of the auditor; and
6. Advisory vote on approach to executive compensation.

Voting Matters

Motions	Board Vote Recommendation
Elect the Board of Directors ("**Board**")	FOR EACH DIRECTOR NOMINEE
Fix the maximum number of directors at 18	For
Approve directors' remuneration	For
Appoint PricewaterhouseCoopers LLP as auditor for fiscal 2026	For
Authorize directors to set auditor's fees	For
Advisory vote on approach to executive compensation	For

As recommended by the Board of Directors, the persons named in the form of proxy or voting instruction form delivered to you intend to vote the shares represented in favour of the motions as noted above. Each of these matters is to be approved by a majority of votes cast.

Business of the Meeting

1. Audited Consolidated Financial Statements

The audited consolidated financial statements of Empire for the year ended May 3, 2025, and the report of the auditor thereon, will be tabled at the Meeting. These audited consolidated financial statements and the report of the auditor thereon are included in the 2025 Annual Report, which is available at **www.sedarplus.ca** or **www.empireco.ca**. Additional copies of these documents may be obtained from the Investor Relations department of the Company upon request and will be available at the Meeting.

2. Election of the Board of Directors

There are 15 directors to be elected at the Meeting, each to hold office until the next Annual General Meeting or until their earlier resignation or retirement. Further information about the director nominees can be found in the section of this Circular entitled "About the Nominees for Election to the Board of Directors". The following table provides summary information about each director nominee. Each of the current directors of the Company is also a director of Empire's wholly-owned subsidiary, Sobeys Inc. ("**Sobeys**").

BOARD NOMINEES

					Standing Committee Memberships[1]						
Name	Age	Director Since	Occupation	Independent	AC	CGSRC	HRC	NC	Other Current Reporting Issuer Boards	2024 Voting Results in Favour	Total Attendance Fiscal 2025
Michelle Banik	56	2021	Corporate Director	✓			✓		Stella Jones Inc.	100%	100%
Cynthia Devine	61	2013	Corporate Director	✓		✓	✓	✓	Royal Bank of Canada	100%	100%
James M. Dickson	67	2015	Counsel, Stewart McKelvey	✓					Crombie REIT	100%	100%
Sharon Driscoll	63	2018	Corporate Director	✓	C	✓		✓	Imperial Oil Limited	100%	100%
Gregory Josefowicz	72	2016	Corporate Director	✓			C		United States Cellular Corporation	100%	100%
William Linton	71	2015	Corporate Director	✓	✓	✓		✓	TMX Group Limited	100%	100%
Lisa Lisson	56	2024	President, Air Operations, Federal Express Corporation	✓						100%	100%
Michael Medline	62	2017	President & CEO, Empire and Sobeys						The Bank of Nova Scotia	100%	100%
Martine Reardon	63	2017	Strategic Advisor/ Consultant, National Retail Federation (U.S.)	✓	✓	C		C		100%	100%
Frank C. Sobey	72	2007	Corporate Director	✓		✓				100%	100%
Karl R. Sobey	70	2001	Corporate Director	✓			✓			100%	100%
Kent R. Sobey	48	Proposed	President of Farmhouse Productions Ltd.	✓						n/a	n/a
Paul D. Sobey	68	1993	Corporate Director	✓	✓					100%	100%
Rob G.C. Sobey	58	1998	Corporate Director	✓		✓	✓			100%	100%
Martine Turcotte	64	2012	Corporate Director	✓			✓		CIBC	100%	100%

Note:

1) Reflects committee memberships as of May 3, 2025. Audit Committee – AC, Corporate Governance & Social Responsibility Committee – CGSRC, Human Resources Committee – HRC, Nominating Committee – NC, Chair – C. See the section entitled "Board and Committee Engagement" of this Circular for details.

It is proposed at the Meeting that the number of directors of the Company be fixed at a maximum of 18.

3. Directors' Fees

The Board recommends that shareholders approve the directors' fees below for the 12-month period beginning September 11, 2025. Fees are paid in cash or Deferred Stock Units ("**DSUs**"), subject to share ownership requirements. Further information about director compensation may be found in the section of this Circular entitled "Board of Directors' Compensation".

PROPOSED DIRECTORS' FEES[(1)(2)]		
Board Chair's Retainer	$	500,000
Directors' Retainer	$	235,000
Committee Chairs' Additional Retainer		
• Audit	$	35,000
• Human Resources	$	30,000
• Corporate Governance & Social Responsibility/Nominating	$	20,000
Committee Members' Additional Retainer		
• Audit	$	10,000
• Human Resources	$	10,000
• Corporate Governance & Social Responsibility/Nominating	$	10,000

Notes:

1) Directors are subject to minimum share ownership guidelines of at least three times the base directors' retainer as outlined in the section of this Circular entitled "Board of Directors' Compensation".
2) Directors who are not residents of Canada are paid their director fees in United States dollars ("**USD**") on the basis of a one-for-one exchange rate of CAD to USD. For example, for such directors the base directors' retainer will be $235,000 in USD.

4. Appointment of Auditor

PricewaterhouseCoopers LLP were first appointed as auditor of the Company on June 24, 2015. The Audit Committee has reviewed the independence and performance of PricewaterhouseCoopers LLP following the completion of their tenth year as external auditor of the Company. Based on this review it has recommended to the Board that they be reappointed. The Board recommends that shareholders appoint PricewaterhouseCoopers LLP as the Company's auditor for fiscal 2026. Further information concerning their recommendation can be found in the section of this Circular entitled "Audit Committee Report".

5. Authorize Directors to Fix Auditor's Fees

The table below shows the fees charged by PricewaterhouseCoopers LLP for fiscal 2025 and fiscal 2024, to the Company and its subsidiaries.

AUDITOR'S FEES FOR EMPIRE COMPANY LIMITED AND ITS SUBSIDIARIES	Fiscal Year Ended			
	May 3, 2025		May 4, 2024	
Audit Fees	$	3,330,384	$	3,566,785
Audit-Related Fees		332,720		422,615
Tax Fees		129,375		191,768
Other Fees		293,133		94,550
Total Fees	$	4,085,612	$	4,275,718

For fiscal 2025, audit fees include fees for the audit of the annual consolidated financial statements, reviews of quarterly interim condensed financial statements and audits of employee benefit plan financial statements. Audit related fees are for services including special purpose audits, French translation and certain system conversions which occurred in the current year. Tax fees include professional services rendered in preparation of a tax credit claim. Other fees include fees billed for all other services other than those presented in the categories of audit fees, audit-related fees and tax fees, including other advisory services.

The Board recommends that shareholders authorize the Board to fix the remuneration of the auditor.

6. Executive Compensation Advisory Vote

The Board, on the recommendation of the Corporate Governance & Social Responsibility Committee, has determined that it is appropriate to hold a non-binding advisory vote relating to executive compensation. This will be the Company's 16th annual advisory vote on executive compensation.

As a Non-Voting Class A shareholder or a Class B common shareholder, you have the opportunity to vote "For" or "Against" Empire's approach to executive compensation through the following resolution:

Resolved, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the Non-Voting Class A shareholders and the Class B common shareholders accept the approach to executive compensation disclosed in this Management Information Circular delivered in advance of the 2025 Annual General Meeting of Shareholders.

Since the vote is advisory, it will not be binding on the Board. However, the Board and the Human Resources Committee ("**HR Committee**") will consider the outcome of the vote as part of its ongoing review of executive compensation.

Set out below are summary tables describing the elements of executive compensation and the fiscal 2025 compensation summary for the Named Executive Officers ("**NEOs**") of the Company. Further information on executive compensation can be found in the section of this Circular entitled "Statement of Executive Compensation".

CURRENT EXECUTIVE COMPENSATION ELEMENTS

Element	Form		Time Period	Objectives
Base Salary	Cash		Annual	• Reflects each executive's scope of responsibility, performance and contribution
Variable Compensation	Short-Term Incentive Plan ("**STIP**")	Profit Sharing Plan (Cash)	Annual	• Rewards executives for achieving or exceeding annual performance goals
	Long-Term Incentive Program ("**LTIP**")	Performance Share Units ("**PSUs**") Deferred Share Units ("**DSUs**")	Multi-year	• Rewards executives for achieving or exceeding three-year performance goals
		Restricted Share Units ("**RSUs**")	Multi-year	• Rewards executives for enhancing shareholder value
Other Elements of Compensation				
Pension and Benefits	The purpose of the Company's pension plans is to provide periodic payments to the members of the plans during retirement until death in respect of their service as employees. NEOs participate in a defined contribution plan and a defined benefit supplemental executive retirement plan ("**DB SERP**") or a defined contribution supplemental executive retirement plan ("**DC SERP**"). NEOs participate in the Company's benefits plans which offer medical, drug and dental insurance, critical illness insurance, group life and accidental death and dismemberment, short-term disability and employee-paid long-term disability insurance.			
Employee Share Ownership Plan ("**ESOP**")	The Company offers an employee share purchase program that NEOs are eligible to participate in. The Company provides a match on employee contributions, up to 2 percent of base salary.			
Perquisites	Except for the CEO, limited perquisites are provided, which include a company leased vehicle, annual medical examination, executive financial planning allowance and club membership allowance. The CEO is also eligible for an annual perquisite allowance.			

FISCAL 2025 COMPENSATION SUMMARY OF NAMED EXECUTIVE OFFICERS[1]

Name and Principal Position	Salary	Share-Based Awards	Non-Equity Incentive Plan Compensation: STIP	Pension Value	All Other Compensation	Total Compensation
Michael Medline, President & CEO	$ 1,350,005	$ 4,725,000	$ 2,106,218	$ 487,000	$ 201,022	$ 8,869,245
Matt Reindel,[2] EVP & Chief Financial Officer	638,485	1,008,000	651,211	102,000	15,971	2,415,667
Pierre St-Laurent, EVP & Chief Operating Officer	810,770	1,680,001	972,865	(45,000)	5,783	3,424,419
Julia Knox, EVP & Chief Technology & Analytics Officer	483,654	1,720,000	493,298	77,000	172,038	2,945,990
Doug Nathanson, EVP, Chief Development Officer, General Counsel & Corporate Secretary	532,073	1,340,000	542,676	85,000	14,256	2,514,005

Notes:

1) Compensation elements are prorated based on the effective date of compensation changes. See the full summary compensation table found in the section of this Circular entitled "Compensation of Named Executive Officers" for additional details.
2) Subsequent to year end on May 5, 2025, Mr. Reindel retired as EVP & Chief Financial Officer and Costa Pefanis was appointed as EVP & Chief Financial Officer. Mr. Reindel remained as an employee until his full retirement on July 1, 2025.

Voting Results from 2024 Meeting

The following table shows votes at the annual general meeting of Empire held on September 12, 2024, by Class B common shares on all matters, and by Non-Voting Class A shares on the executive compensation advisory vote.

	VOTES FOR		VOTES WITHHELD/AGAINST	
Matter	Number	Percentage	Number	Percentage
Election of Directors				
Michelle Banik	98,121,279	100%	–	0%
Cynthia Devine	98,121,279	100%	–	0%
James M. Dickson	98,121,279	100%	–	0%
Sharon Driscoll	98,121,279	100%	–	0%
Gregory Josefowicz	98,121,279	100%	–	0%
William Linton	98,121,279	100%	–	0%
Lisa Lisson	98,121,279	100%	–	0%
Michael Medline	98,121,279	100%	–	0%
Martine Reardon	98,121,279	100%	–	0%
Frank C. Sobey	98,121,279	100%	–	0%
Karl R. Sobey	98,121,279	100%	–	0%
Paul D. Sobey	98,121,279	100%	–	0%
Rob G.C. Sobey	98,121,279	100%	–	0%
Martine Turcotte	98,121,279	100%	–	0%
Remuneration of Directors	98,121,279	100%	–	0%
Appointment of Auditors	98,121,279	100%	–	0%
Executive Compensation Advisory Vote				
Non-Voting Class A shares	106,835,673	95.90%	4,573,243	4.10%
Class B common shares	98,121,279	100%	–	0%

Section 2.

Voting at the Annual General Meeting

Delivery of Proxy Materials and Solicitation of Proxies

This Circular is furnished in connection with the solicitation of Non-Voting Class A shareholders' proxies and Class B common shareholders' proxies (collectively referred to as the "**proxy**" or "**proxies**") by and on behalf of the management of Empire for use at the Meeting to be held at the time and place and for the purposes set forth in the accompanying Notice of Annual General Meeting.

The Company is using Notice and Access to deliver this Circular to registered shareholder or non-registered (beneficial) shareholder ("**Beneficial Shareholder**") by providing electronic access to its Circular in connection with the Meeting instead of mailing out paper copies. Electronic delivery substantially reduces our printing and mailing costs, and has less environmental impact as it reduces materials, waste and energy consumption.

Instead of mailing the Circular to shareholders, the Company has made this Circular available on the TSX Fulfilment website at **www.meetingdocuments.com/TSXT/emp**. In addition, the Circular is also posted on the Company's website at **www.empireco.ca** and on SEDAR+ at **www.sedarplus.ca**. Shareholders will receive a notice of availability of proxy materials for the Meeting, together with a proxy form or voting instruction form, depending on whether they are a registered shareholder or a Beneficial Shareholder. See "How to Vote" on the following page. The notice provides instructions on how shareholders may access and review an electronic copy of the Circular and how to request a paper copy of the proxy materials.

The voting process depends on whether you are a registered shareholder or a Beneficial Shareholder.

- If you hold shares registered in your name, you are a registered shareholder and you have received a proxy form.
- If you hold shares through a broker or other intermediary (such as a bank, trust company or securities dealer) or depository, you are a Beneficial Shareholder and your intermediary sent you a voting instruction form.

As permitted by applicable securities laws, the Company will distribute copies of its proxy-related materials to the depository and to intermediaries for onward distribution to Beneficial Shareholders. Applicable securities laws require intermediaries, brokers and their nominees to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary, broker and nominee has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted or otherwise represented at the Meeting. Please read these instructions carefully.

It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally by the officers and directors or other employees or agents of the Company at a nominal cost. There are two kinds of Beneficial Shareholders – those who object to their name being made known to the issuers of securities which they own ("**Objecting Beneficial Owners**") and those who do not object. The Company does not intend to pay for brokers or intermediaries to forward to Objecting Beneficial Owners the proxy-related materials and voting instruction form. Accordingly, Objecting Beneficial Owners will not receive these materials unless the Objecting Beneficial Owner's broker or intermediary assumes the cost of delivery. The cost of such solicitation for all registered shareholders and Beneficial Shareholders other than Objecting Beneficial Owners will be borne by the Company.

How to Vote

Voting at the Meeting as a Registered Shareholder or Beneficial Shareholder

	Registered Shareholders	Beneficial Shareholders
Delivery of materials	The Company has arranged to send you a proxy form.	Your intermediary (typically through their agent Broadridge Financial Solutions, Inc.) has sent you a voting instruction form. The Company will not have record of your shareholdings as a Beneficial Shareholder and you must follow the instructions from your intermediary.
To attend the Meeting and vote in person	You may complete and submit the form of proxy. However, if you wish to attend and vote at the Meeting you do not need to complete the proxy form or return it to us. Simply bring it with you to the Meeting. When you arrive at the Meeting, please register with Empire's transfer agent, TSX Trust Company. Your vote will be taken and counted at the Meeting. Even if you currently plan to attend and vote at the Meeting, you should consider voting your shares in advance so that your vote will be taken and counted if you later decide not to attend the Meeting. You should note that if you vote on any matter at the Meeting you will revoke any previously submitted proxy.	A Beneficial Shareholder who receives a voting instruction form from their intermediary cannot use that voting instruction form to vote or otherwise represent shares directly at the Meeting. To vote your shares in person at the Meeting, your intermediary must appoint you as proxyholder by following the instructions set out under subheading "Appointment of Proxyholders". **Please note that these steps must be completed prior to the proxy deadline or you will not be able to vote your shares at the Meeting.** When you arrive at the Meeting, please register with TSX Trust Company. Your vote will be taken and counted at the Meeting.
If you do not plan to attend the Meeting but wish to vote	You may complete the proxy form and return it in the envelope provided. Registered Non-Voting Class A shareholders may also vote online, by email or by fax by following the instructions shown on the proxy form. Registered Non-Voting Class A shareholders may also vote online, by email or by fax by following the instructions shown on the proxy form. Registered Class B common shareholders may also vote by email or by fax by following the instructions shown on the proxy form. You can also appoint a proxyholder to attend the Meeting and vote your shares online by completing and returning the proxy form. See the subheading "Appointment of Proxyholders".	You may also complete the voting instruction form and return it to your intermediary. Beneficial Shareholders of Non-Voting Class A shares may also vote online by following the instructions shown on the voting instruction form. You can also appoint a proxyholder to attend the Meeting and vote your shares online by completing and returning the proxy form. See the subheading "Appointment of Proxyholders".
Returning your proxy form or voting instruction form	The proxy form tells you how to submit your voting instructions, whether you vote online, by email or by fax. TSX Trust Company must receive your Class A shareholder proxy form or voting instructions, including any amended proxy form, by no later than 11:00 a.m. (Atlantic time) on September 9, 2025, or if the Meeting is postponed or adjourned, not less than 48 hours (not including Saturdays, Sundays or statutory holidays) before the postponed or adjourned meeting convenes (the "**proxy deadline**"). The Company must receive your **Class B common shareholder proxy form** or voting instructions, including any amended proxy form, by no later than the proxy deadline.	Return your voting instruction form using one of the methods noted on the voting instruction form provided by your intermediary. Remember that your intermediary must receive your voting instructions in sufficient time to act on them, generally one business day before the proxy deadline set out below. For your votes to count, TSX Trust Company must receive your voting instructions from your intermediary by no later than 11:00 a.m. (Atlantic time) on September 9, 2025, or if the Meeting is postponed or adjourned, not less than 48 hours (not including Saturdays, Sundays or statutory holidays) before the postponed or adjourned meeting convenes.

	Registered Shareholders	Beneficial Shareholders
Changing your vote or revoking your proxy	If you have already provided voting instructions and change your mind about your vote, your proxy form may nevertheless be revoked, as to any matter on which a vote has not already been cast, by providing an instrument in writing executed by the shareholder, or by the attorney of the shareholder authorized in writing, or if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof, duly authorized in writing and deposited with the Secretary of the Company prior to the commencement of the Meeting on the date of the Meeting or any adjournment thereof. You may also change or revoke your voting instructions by attending the Meeting and voting in person at the Meeting. If you attend and vote in person at the Meeting, your vote at the Meeting will revoke your previous proxy form in respect of all matters. Non-Voting Class A shareholders may also revoke their proxy by providing new voting instructions online at the website indicated on your proxy form (**www.meeting-vote.com**).	If you have already provided voting instructions to your intermediary and change your mind about your vote, contact your intermediary through which you hold shares to obtain instructions regarding the procedure for the revocation of any voting instructions that you have previously provided to your intermediary.

Appointment of Proxyholders

James M. Dickson and Michael Medline, the persons named in the proxy form or voting instruction form, as applicable, that have been delivered to you are directors of the Company. **A shareholder has the right to appoint a person to represent such shareholder at the Meeting other than the persons named in the enclosed proxy form or voting instruction form.** Your right to appoint a proxyholder may be exercised by striking out the names of the persons designated and by inserting such other person's name in the blank space provided in the proxy form or voting instruction form, as applicable for return. Failing any designation, one of the persons already named on the proxy form or voting instruction form shall be deemed to have been appointed as the nominee of such shareholder for the purposes set out in the accompanying Notice of Annual General Meeting.

Voting of Shares Represented by Proxies by Proxyholders

Shares represented by proxy form or voting instruction form are to be voted, or withheld from voting, in accordance with instructions specified by the shareholder on the proxy form or voting instruction form. If no instructions are given by the shareholder, the proxy form or voting instruction form confers discretionary authority upon the persons designated in the proxy form or voting instruction form with respect to the matters set out in the Notice of Annual General Meeting and other matters that may properly come before the Meeting or any adjournment thereof, but shall not confer authority to vote for the election of any person as a director of the Company, unless a bona fide proposed nominee for such election is named in this Circular, or to vote at any meeting other than the Meeting specified in the Notice of Annual General Meeting, or any adjournment thereof. **Unless otherwise instructed, where either James M. Dickson or Michael Medline has been appointed to vote on behalf of another shareholder, they will vote:**

a) in favour of the election of those persons listed in this Circular as the proposed directors of the Company for the ensuing year and fixing the maximum number of directors at 18;

b) in favour of the approval of directors' remuneration as set out in this Circular;

c) in favour of the appointment of PricewaterhouseCoopers LLP as auditor of the Company for the ensuing year;

d) in favour of the authorization of the directors to fix the remuneration of the auditor of the Company; and

e) in favour of the advisory resolution on executive compensation.

At the date of this Circular, management has no present knowledge that any business other than that referred to in the accompanying Notice of Annual General Meeting will be presented to the Meeting. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the proxy form or voting instruction form to vote on such matters in accordance with their best judgment with respect to the shares represented by such proxy.

Non-Voting Class A Shares (Restricted Securities)

As at July 4, 2025, the Company had 133,563,267 outstanding Non-Voting Class A shares. **Holders of Non-Voting Class A shares of record on July 21, 2025, the record date fixed by the directors, will be entitled to attend and speak at the Meeting, but shall not be entitled to vote at the Meeting, except on the non-binding advisory vote relating to executive compensation or except as required by law.**

If a formal take-over bid (other than a "Family Share Transaction" described below) is made for Class B common shares, then the conditions attaching to the Class B common shares and Non-Voting Class A shares generally provide that Canadian holders of Non-Voting Class A shares shall also be entitled to receive an offer to purchase their Non-Voting Class A shares on terms and conditions at least as favourable, including the price offered. If an offeror acquires Class B common shares pursuant to a formal take-over bid and does not make the same offer for Non-Voting Class A shares within 60 days, then unless otherwise determined by the Board of Directors, the Class B common shares acquired pursuant to the offer, as well as other Class B common shares held by the offeror and any others acting jointly or in concert with the offeror, shall convert to Non-Voting Class A shares.

A "Family Share Transaction" means any transfer of any kind of an interest in Class B common shares to one or more of the descendants of J.W. Sobey, now deceased and formerly a businessman of Stellarton, Nova Scotia. For this purpose, descendants include spouses, companies controlled by any such descendants or their affiliates and trusts for bona fide estate planning purposes primarily for the benefit of any such descendants.

Voting Securities and Principal Holders of Voting Securities

Only the holders of Class B common shares at the close of business on July 21, 2025, the record date fixed by the directors, will be entitled to attend and speak at the Meeting and will be entitled to vote on all matters at the Meeting. As at July 4, 2025, the Company had 98,138,079 outstanding Class B common shares, each carrying the right to one vote per share at the Meeting. Each holder of Class B common shares of record at the time of the Meeting will be entitled to attend and vote at the Meeting.

To the knowledge of the Company's directors or executive officers, as at July 4, 2025, the only persons or companies that beneficially own, or control or direct, either directly or indirectly, 10% or more of the voting rights attached to the Class B common shares of the Company are the following:

CLASS B COMMON SHARE OWNERSHIP		
Shareholder	Number of Shares	Percentage of Total Class B Common Shares Issued and Outstanding
Class B Holdings Limited ("**CBHL**")(1)	92,833,092	94.59%

Note:

1) CBHL is owned by DFS Investments Limited, Dunvegan Holdings Limited and Sumac Holdings Limited, with none of the shareholders of CBHL having a controlling interest in CBHL. The 92,833,092 Class B common shares beneficially owned by CBHL are registered as follows:
   a) DFS Investments Limited – 29,553,912 Class B common shares
   DFS Investments Limited is controlled by the Estate of David F. Sobey. Pursuant to an agreement among the shareholders of CBHL, together with an agreement among the shareholders of DFS Investments Limited, the Estate of David F. Sobey has the ability to exercise control or direction over 23,419,647 of the 29,553,912 Class B common shares beneficially owned by CBHL registered in the name of DFS Investments Limited; the children of David F. Sobey have the ability to exercise control or direction over the balance of 6,134,265 Class B common shares. The Estate of David F. Sobey also owns 20,454 Class B common shares and has the ability to exercise control or direction over another 18,078 Class B common shares (other than through CBHL or DFS Investments Limited).
   b) Dunvegan Holdings Limited – 30,690,317 Class B common shares
   Dunvegan Holdings Limited is jointly controlled by the children of William Sobey (deceased). Pursuant to an agreement among the shareholders of CBHL, together with an agreement among the shareholders of Dunvegan Holdings Limited, each shareholder of Dunvegan Holdings Limited has the ability to exercise control or direction over a portion of the 30,690,317 Class B common shares beneficially owned by CBHL registered in the name of Dunvegan Holdings Limited.
   c) Sumac Holdings Limited – 32,588,863 Class B common shares
   Sumac Holdings Limited is controlled by the Estate of Donald R. Sobey. Pursuant to an agreement among the shareholders of CBHL, together with an agreement among the shareholders of Sumac Holdings Limited, the Estate of Donald R. Sobey has the ability to exercise control or direction over 23,465,268 of the 32,588,863 Class B common shares beneficially owned by CBHL registered in the name of Sumac Holdings Limited and the children of Donald R. Sobey have the ability to exercise control or direction over the balance of 9,123,595 Class B common shares.

Questions About Voting

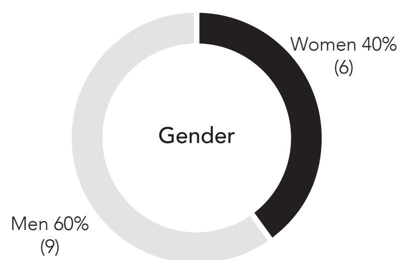
If you are a registered holder of Non-Voting Class A shares, please contact TSX Trust Company with any questions about voting. You will find their contact information on the inside of the back cover of this Circular. If you are a registered holder of Class B Common shares, please contact the Company with any questions about voting. You will find their contact information on your Class B Common Shareholder's Proxy. If you are a Beneficial Shareholder and you have questions about voting, please contact your intermediary by following the instructions on your voting instruction form.

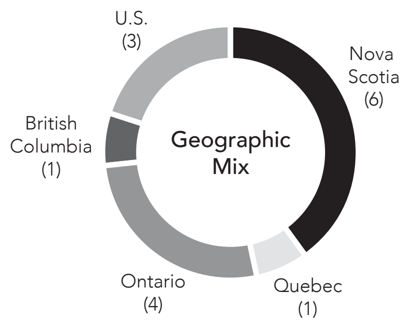
Section 3.

About the Nominees for Election to the Board of Directors

Board Nominees

There are 15 directors proposed to be elected at the Meeting, each to hold office until the next Annual General Meeting or until their earlier resignation or retirement.





All of the director nominees have previously been elected as directors of the Company except for the new proposed director, Kent R. Sobey. None of the director nominees is a full-time executive of another public company who also serves as director of a second public-company board. Directors of the Company also are appointed as directors of the Company's wholly-owned subsidiary, Sobeys, which is a reporting issuer as a result of certain outstanding public debt. The two companies are treated as one for all practical purposes.

The following nominee profiles include a summary of each nominee's career experience, employment history over the past five years, key areas of expertise, Board and committee meeting attendance for fiscal 2025, membership on other reporting issuer boards during the last five years, last year's annual meeting voting results and the value of compensation received for the last two years. This section also includes each nominee's equity ownership in the Company, which consists of Non-Voting Class A shares, Class B common shares and DSUs as of July 4, 2025.

MICHELLE BANIK

Age: 56
Ontario, Canada
Director since 2021

Independent

Skills and experience:
CEO/Senior Executive
Governance
Financial Accounting
HR/Employee Engagement
Change Management/Transformation
Environmental, Social & Governance including Climate Action ("**ESG**")

Board and Committee Meeting Attendance[1]		
Board	7 of 7	100%
Human Resources	6 of 6	100%
Membership on Other Reporting Issuer Boards During the Last Five Years		
Stella-Jones Inc.		2024 – Present
Annual Meeting Voting Results		
Year	Votes in Favour	Votes Withheld
2024	100%	0%
Value of Compensation Received		
Fiscal 2025		$ 239,643
Fiscal 2024		$ 230,000

Michelle Banik is a corporate director with a distinguished career in the Human Resources profession spanning a diverse portfolio of companies. Ms. Banik held the roles Chief People Officer and Senior Vice President (Global Head of Human Resources) of OMERS from 2015 until December 2019. Prior to that, from 2013 until 2015, she was the Vice President, Human Resources at OMERS (a Canadian public pension fund). She previously served as a senior executive in a human resources capacity at TMX, where she was Director of Human Resources. Ms. Banik is currently on the Board of Directors for Stella-Jones Inc. (TSX: SJ), she is Chair of the Governance and By-Laws Committee for Western University's Board of Governors, and is Chair of the National Board of Directors for BGC Canada (formerly Boys and Girls Clubs of Canada). She is also a member of the Advisory Council at the School for Advanced Studies in the Arts and Humanities (SASAH) at Western University. Ms. Banik holds a Bachelor of Arts degree from Western University, a Certified Human Resources Executive designation, and a Chartered Director designation from the DeGroote School of Business. In 2023, Ms. Banik was honoured as the inaugural recipient of the Alumni Award of Achievement, for Western University's Faculty of Arts & Humanities.

SECURITIES HELD										SHARE OWNERSHIP STATUS[8]
Year	NV Class A Shares[2]		Class B Shares[3][4]		DSUs[5]		Total of Shares and DSUs[6]	Total Value of Shares and DSUs ($)[7]		% of Ownership Requirement
July 2025	–	$ –	1	$ n/a	12,900	$ 719,820	12,900	$	719,820	102%
July 2024	–	$ –	1	$ n/a	9,874	$ 346,281	9,874	$	346,281	

CYNTHIA DEVINE

Age: 61
Ontario, Canada
Director since 2013

Independent

Skills and experience:
CEO/Senior Executive
Governance
Financial/Accounting
HR/Employee Engagement
Food Retail/Supply Chain
Information Technology
Marketing/Branding
Change Management/Transformation
Real Estate
ESG including Climate Action

Board and Committee Meeting Attendance[1]		
Board	7 of 7	100%
Corporate Governance & Social Responsibility	4 of 4	100%
Human Resources	6 of 6	100%
Nominating	5 of 5	100%
Membership on Other Reporting Issuer Boards During the Last Five Years		
Royal Bank of Canada		2020 – present
Annual Meeting Voting Results		
Year	Votes in Favour	Votes Withheld
2024	100%	0%
Value of Compensation Received		
Fiscal 2025		$ 247,857
Fiscal 2024		$ 235,000

Cynthia Devine is a corporate director. From 2017 until 2024, she held a variety of senior leadership positions at Maple Leaf Sports & Entertainment (a professional sports and entertainment company) including Chief Executive Officer and Chief Financial Officer. Previously, Ms. Devine was the Executive Vice President & Chief Financial Officer of RioCan Real Estate Investment Trust from March 2015 until April 2017. Prior to that, from 2003 until 2014, she was the Chief Financial Officer of Tim Hortons Inc. She previously served as a senior executive in a financial capacity at Maple Leaf Foods and Pepsi-Cola Canada, where she was Chief Financial Officer. She serves as a director of Royal Bank of Canada, as well as a member of the Ivey Advisory Board for the Richard Ivey School of Business. Ms. Devine holds an Honours Business Administration degree from the Richard Ivey School of Business at the University of Western Ontario and is a Fellow of the Institute of Chartered Professional Accountants of Ontario.

SECURITIES HELD									SHARE OWNERSHIP STATUS[8]
Year	NV Class A Shares[2]		Class B Shares[3][4]		DSUs[5]		Total of Shares and DSUs[6]	Total Value of Shares and DSUs ($)[7]	% of Ownership Requirement
July 2025	3,000	$ 167,400	1	$ n/a	90,188	$ 5,032,490	93,188	$ 5,199,890	738%
July 2024	3,000	$ 105,210	1	$ n/a	82,728	$ 2,901,271	85,728	$ 3,006,481	

JAMES M. DICKSON

Age: 67
Nova Scotia, Canada
Director since 2015

Independent

Skills and experience:
CEO/Senior Executive
Governance
Financial/Accounting
HR/Employee Engagement
Food Retail/Supply Chain
Change Management/Transformation
Real Estate
ESG including Climate Action

Board and Committee Meeting Attendance[1]		
Board	7 of 7	100%
Membership on Other Reporting Issuer Boards During the Last Five Years		
Crombie REIT		2017 – present
Clearwater Seafoods Incorporated		2012 – 2021
Annual Meeting Voting Results		
Year	Votes in Favour	Votes Withheld
2024	100%	0%
Value of Compensation Received		
Fiscal 2025		$ 482,143
Fiscal 2024		$ 450,000

James M. Dickson is the Chair of Empire Company Limited. He is a professional engineer and a lawyer. He is counsel to the law firm of Stewart McKelvey, with over 30 years of experience practicing primarily in the areas of mergers and acquisitions, corporate finance and securities. Mr. Dickson is a trustee of Crombie REIT and a director of SeaFort Capital and Micco Companies Limited. He served as lead director of Clearwater Seafoods Incorporated, is a past Chair of the Board of Regents of Mount Allison University and a past Chair of the IWK Health Centre Foundation. Mr. Dickson holds a Certificate in Engineering from Mount Allison University, a Bachelor of Civil Engineering from the Technical University of Nova Scotia and a Bachelor of Law from the University of Calgary. He was appointed King's Counsel in 2010.

SECURITIES HELD									SHARE OWNERSHIP STATUS[8]
Year	NV Class A Shares[2]		Class B Shares[3][4]		DSUs[5]		Total of Shares and DSUs[6]	Total Value of Shares and DSUs ($)[7]	% of Ownership Requirement
July 2025	22,150	$ 1,235,970	1	$ n/a	33,146	$ 1,849,547	55,296	$ 3,085,517	438%
July 2024	22,150	$ 776,801	1	$ n/a	32,566	$ 1,142,090	54,716	$ 1,918,891	

SHARON DRISCOLL

Age: : 63
British Columbia, Canada
Director since 2018

Independent

Skills and experience:
CEO/Senior Executive
Governance
Financial/Accounting
HR/Employee Engagement
Food Retail/Supply Chain
Information Technology
E-commerce/Online Retailing
Change Management/Transformation
Real Estate
ESG including Climate Action

Board and Committee Meeting Attendance[1]		
Board	7 of 7	100%
Audit (Chair)	4 of 4	100%
Corporate Governance & Social Responsibility	4 of 4	100%
Nominating	5 of 5	100%
Membership on Other Reporting Issuer Boards During the Last Five Years		
Imperial Oil Limited		2023 – present
Gildan Activewear Inc.		2023 – 2024
Annual Meeting Voting Results		
Year	Votes in Favour	Votes Withheld
2024	100%	0%
Value of Compensation Received		
Fiscal 2025		$ 281,071
Fiscal 2024		$ 265,000

Sharon Driscoll is a corporate director with more than 30 years of finance and strategic business leadership experience, including her role as Chief Financial Officer, Co-Chief Executive Officer and Executive Vice President and Advisor at RB Global Inc., from which she retired in September 2023. Previously, Ms. Driscoll held other senior executive positions including, Chief Financial Officer at Katz Group Canada Limited, Chief Financial Officer of Sears Canada Inc. and executive finance leadership roles at Loblaw Companies Limited. Ms. Driscoll also serves as a director of Imperial Oil Limited, and Elswood Investment Corporation and served as a director of Gildan Activewear Inc. Ms. Driscoll holds a Bachelor of Commerce with Honours degree from Queen's University and is a member of the Institutes of Chartered Professional Accountants of Ontario and British Columbia.

SECURITIES HELD									SHARE OWNERSHIP STATUS[8]
Year	NV Class A Shares[2]		Class B Shares[3][4]		DSUs[5]		Total of Shares and DSUs[6]	Total Value of Shares and DSUs ($)[7]	% of Ownership Requirement
July 2025	–	$ –	1	$ n/a	47,933	$ 2,674,661	47,933	$ 2,674,661	379%
July 2024	–	$ –	1	$ n/a	40,486	$ 1,419,844	40,486	$ 1,419,844	

GREGORY JOSEFOWICZ

Age: 72
Michigan, United States
Director since 2016

Independent

Skills and experience:
CEO/Senior Executive
Governance
Financial/Accounting
HR/Employee Engagement
Food Retail/Supply Chain
Marketing/Branding
Real Estate
ESG including Climate Action

Board and Committee Meeting Attendance[1]		
Board	7 of 7	100%
Human Resources (Chair)	6 of 6	100%
Membership on Other Reporting Issuer Boards During the Last Five Years		
United States Cellular Corporation		2009 – present
Annual Meeting Voting Results		
Year	Votes in Favour	Votes Withheld
2024	100%	0%
Value of Compensation Received[9]		
Fiscal 2025		$ 267,857
Fiscal 2024		$ 255,000

Gregory Josefowicz is a corporate director. He is a seasoned retailer with over 40 years of business experience. Mr. Josefowicz was Chairman, President & Chief Executive Officer of Borders Group Inc. from 1999 until his retirement in 2006. Prior to that, he held progressively senior roles over a 30-year career at Jewel-Osco, ending as President until the acquisition by Albertsons in 1999. Mr. Josefowicz serves as director of United States Cellular Corporation. He previously served as Vice Chairman of KeHE Distributors, LLC and as the lead director of Roundy's Inc. and Winn-Dixie Stores, and as a director of Pet Smart, Inc., Tops Markets, Inc., True Value Company and SpartanNash. Mr. Josefowicz holds a Bachelor of Arts degree in Marketing from Michigan State University and a Master of Business degree in Finance from Northwestern University, Kellogg School of Management.

SECURITIES HELD									SHARE OWNERSHIP STATUS[8]
Year	NV Class A Shares[2]		Class B Shares[3][4]		DSUs[5]		Total of Shares and DSUs[6]	Total Value of Shares and DSUs ($)[7]	% of Ownership Requirement
July 2025	–	$ –	1	$ n/a	80,987	$ 4,519,075	80,987	$ 4,519,075	641%
July 2024	–	$ –	1	$ n/a	70,698	$ 2,479,379	70,698	$ 2,479,379	

WILLIAM LINTON

Age: 71
Ontario, Canada
Director since 2015

Independent

Skills and experience:
CEO/Senior Executive
Governance
Financial/Accounting
HR/Employee Engagement
Information Technology
E-commerce/Online Retailing
Change Management/Transformation
ESG including Climate Action

Board and Committee Meeting Attendance(1)		
Board	7 of 7	100%
Corporate Governance & Social Responsibility	4 of 4	100%
Audit	4 of 4	100%
Nominating	5 of 5	100%
Membership on Other Reporting Issuer Boards During the Last Five Years		
TMX Group Limited		2012 – present
Deveron Corp.		2020 – 2024
Annual Meeting Voting Results		
Year	Votes in Favour	Votes Withheld
2024	100%	0%
Value of Compensation Received		
Fiscal 2025		$ 247,857
Fiscal 2024		$ 235,000

William Linton is a corporate director with more than 30 years of business experience including his role as Executive Vice President, Finance & Chief Financial Officer at Rogers Communications Inc., from which he retired in 2012. Previously, he held other senior executive positions including President & Chief Executive Officer of Call-Net Enterprises Inc., Chair & Chief Executive Officer of Prior Data Sciences Inc. and Executive Vice President and Chief Financial Officer of SHL Systemhouse Inc. Mr. Linton serves as a director of TMX Group Limited as well as a number of private companies. Mr. Linton holds a Bachelor of Commerce degree from Saint Mary's University and is a Fellow of the Institute of Chartered Professional Accountants of Ontario.

SECURITIES HELD											SHARE OWNERSHIP STATUS(8)
Year	NV Class A Shares(2)		Class B Shares(3)(4)		DSUs(5)		Total of Shares and DSUs(6)	Total Value of Shares and DSUs ($)(7)		% of Ownership Requirement	
July 2025	875	$ 48,825	1	$ n/a	69,576	$ 3,882,341	70,451	$	3,931,166	558%	
July 2024	875	$ 30,686	1	$ n/a	65,413	$ 2,294,034	66,288	$	2,324,720		

LISA LISSON

Age: 56
Tennessee, United States
Director since 2024

Independent

Skills and experience:
CEO/Senior Executive
Governance
Marketing/Branding
Change Management/Transformation
ESG including Climate Action

Board and Committee Meeting Attendance(1)		
Board (Appointed to the Board effective June 21, 2024)	6 of 6	100%
Membership on Other Reporting Issuer Boards During the Last Five Years		
None		
Annual Meeting Voting Results		
Year	Votes in Favour	Votes Withheld
2024	100%	0%
Value of Compensation Received		
Fiscal 2025		202,679
Fiscal 2024		n/a

Lisa Lisson is the President of Air Operations for Federal Express Corporation ("FedEx") since 2024. Prior roles include Senior Vice President, Network Operations, FedEx from 2023-2024, Senior Vice President, Hubs & Global Operations Control, FedEx in 2023 and President, FedEx Express Canada from 2010 to 2023. Ms. Lisson is an inductee to the American Marketing Association, Canada's Marketing Hall of Legends and the Women's Executive Network's Hall of Fame as one of Canada's most powerful women. She is also a recipient of the Queen Elizabeth II Diamond Jubilee medal in recognition of her achievements and work in the community. Ms. Lisson holds a Bachelor of Commerce (Hons), from the University of Guelph.

SECURITIES HELD											SHARE OWNERSHIP STATUS(8)
Year	NV Class A Shares(2)		Class B Shares(3)(4)		DSUs(5)		Total of Shares and DSUs(6)	Total Value of Shares and DSUs ($)(7)		% of Ownership Requirement	
July 2025	–	$ –	1	$ n/a	3,332	$ 185,926	3,332	$	185,926	26%	
July 2024	n/a	$ n/a	n/a	$ n/a	n/a	$ n/a	n/a	$	n/a		

MICHAEL MEDLINE

Age: 62
Ontario, Canada
Director since 2017

Non-Independent

Skills and experience:
CEO/Senior Executive
Governance
Financial/Accounting
HR/Employee Engagement
Food Retail/Supply Chain
Information Technology
Marketing/Branding
E-commerce/Online Retailing
Change Management/Transformation
Real Estate
ESG including Climate Action

Board and Committee Meeting Attendance[1]		
Board	7 of 7	100%

Membership on Other Reporting Issuer Boards During the Last Five Years	
The Bank of Nova Scotia	2023 – present

Annual Meeting Voting Results		
Year	Votes in Favour	Votes Withheld
2024	100%	0%

Value of Compensation Received

As an employee of Empire, Mr. Medline does not receive compensation for serving as a director.

Michael Medline was appointed President & Chief Executive Officer of Empire Company Limited and Sobeys Inc. in January 2017. Mr. Medline is a proven leader with a strong track record of success in Canadian retail. He has held senior retail leadership positions at Canadian Tire Corporation ("CTC"), including President & Chief Executive Officer of CTC. He began his career working with the Ontario Securities Commission, followed by two years practicing law with McCarthy Tétrault. He was Corporate Counsel for PepsiCo Canada before moving to Abitibi Consolidated Inc. where he held a variety of roles including Senior Vice President, Strategy and Corporate Development. Mr. Medline serves on the Board of Directors for The Bank of Nova Scotia, and as Chair of the Board's Corporate Governance Committee. He also serves on the Board of Trustees for SickKids (as Chair of the Human Resources Committee), as Vice Chair of the Board of Governors for Huron University College at Western University and on the Board of Directors for The Sobey Foundation. He is past Chair of the Retail Council of Canada as well as The Grocery Foundation and was formerly on the Board of Governors for Canada's Sports Hall of Fame, Board of Directors for SickKids Foundation and The Black North Initiative. Mr. Medline holds an MBA from Raymond A. Mason School of Business, William & Mary; an LL.B. from the University of Toronto; and a BA from Huron University College at Western University.

SECURITIES HELD									SHARE OWNERSHIP STATUS[8]
Year	NV Class A Shares[2]		Class B Shares[3][4]		DSUs[5]		Total of Shares and DSUs[6]	Total Value of Shares and DSUs ($)[7][10]	% of Ownership Requirement
July 2025	184,306	$ 10,284,275	1	$ n/a	310,437	$ 17,322,385	494,743	$ 27,606,660	See CEO Requirements on page 51
July 2024	159,240	$ 5,584,547	1	$ n/a	304,601	$ 10,682,357	463,841	$ 16,266,904	

MARTINE REARDON

Age: 63
New York, United States
Director since 2017

Independent

Skills and experience:
CEO/Senior Executive
Governance
Financial/Accounting
HR/Employee Engagement
Marketing/Branding
E-commerce/Online Retailing
Change Management/Transformation
ESG including Climate Action

Board and Committee Meeting Attendance[1]		
Board	7 of 7	100%
Audit	4 of 4	100%
Corporate Governance & Social Responsibility (Chair)	4 of 4	100%
Nominating (Chair)	5 of 5	100%

Membership on Other Reporting Issuer Boards During the Last Five Years
None

Annual Meeting Voting Results		
Year	Votes in Favour	Votes Withheld
2024	100%	0%

Value of Compensation Received[9]	
Fiscal 2025	$ 266,071
Fiscal 2024	$ 250,000

Martine Reardon is Strategic Advisor/Consultant for the National Retail Federation (U.S.), the world's largest retail trade association. She has over 35 years of retail marketing experience including her role the past three years as Chief Marketing Officer and EVP of Content and Retail Strategy at the National Retail Federation (U.S.). Previously, Ms. Reardon held progressively senior roles at Macy's Inc., including her most recent role as Chief Marketing Officer from which she retired in 2016. She served on the advisory board of Collette Travel in 2015. Ms. Reardon was ranked in the top ten of the "50 Most Influential CMOs in the World" by Forbes. Ms. Reardon holds a Bachelor of Science degree in Business Management from St. Francis College.

SECURITIES HELD									SHARE OWNERSHIP STATUS[8]
Year	NV Class A Shares[2]		Class B Shares[3][4]		DSUs[5]		Total of Shares and DSUs[6]	Total Value of Shares and DSUs ($)[7]	% of Ownership Requirement
July 2025	–	$ –	1	$ n/a	61,560	$ 3,435,048	61,560	$ 3,435,048	487%
July 2024	–	$ –	1	$ n/a	56,081	$ 1,966,761	56,081	$ 1,966,761	

FRANK C. SOBEY

Age: 72
Nova Scotia, Canada
Director since 2007

Independent

Skills and experience:
CEO/Senior Executive
Governance
HR/Employee Engagement
Real Estate
ESG including Climate Action

Board and Committee Meeting Attendance[1]		
Board	7 of 7	100%
Corporate Governance & Social Responsibility	4 of 4	100%

Membership on Other Reporting Issuer Boards During the Last Five Years
None

Annual Meeting Voting Results		
Year	Votes in Favour	Votes Withheld
2024	100%	0%

Value of Compensation Received	
Fiscal 2025	$ 239,643
Fiscal 2024	$ 230,000

Frank C. Sobey is a corporate director and a member of the Trebek Council of the Royal Canadian Geographic Society as well as Chair of the Sobey Foundation. Mr. Sobey was Vice President, Real Estate of Empire Company Limited until his retirement in 2014 after 36 years with the Company. Mr. Sobey also served as a trustee and Chair of Crombie REIT from 2006 to 2019, as Chair of the Dalhousie Medical Research Foundation, as well as a board member of the Canadian-U.S. Fulbright Program. Mr. Sobey graduated from Harvard University Business School's Advanced Management Program and earned the ICD.D designation. He holds an honorary degree from Dalhousie University.

SECURITIES HELD									SHARE OWNERSHIP STATUS[8]
Year	NV Class A Shares[2]		Class B Shares[3]		DSUs[5]		Total of Shares and DSUs	Total Value of Shares and DSUs ($)[7]	% of Ownership Requirement
July 2025	1,363,985	$ 76,110,363	9,054,002[11]	$ 505,213,312	50,915	$ 2,841,057	10,468,902	$ 584,164,732	82,860%
July 2024	1,363,985	$ 47,834,954	9,044,257[11]	$ 317,182,093	44,382	$ 1,556,477	10,452,624	$ 366,573,524	

KARL R. SOBEY

Age: 70
Nova Scotia, Canada
Director since 2001

Independent

Skills and experience:
CEO/Senior Executive
Governance
Food Retail/Supply Chain
Marketing/Branding
ESG including Climate Action

Board and Committee Meeting Attendance[1]		
Board	7 of 7	100%
Human Resources	6 of 6	100%

Membership on Other Reporting Issuer Boards During the Last Five Years
None

Annual Meeting Voting Results		
Year	Votes in Favour	Votes Withheld
2024	100%	0%

Value of Compensation Received	
Fiscal 2025	$ 239,643
Fiscal 2024	$ 230,000

Karl R. Sobey is a corporate director and President of Caribou River Investments Limited and JAFA Investments Limited. He was President of the Atlantic Division of Sobeys until his retirement in 2001 after 27 years with Sobeys. He graduated from the Advanced Management Program at the Richard Ivey School of Business, University of Western Ontario.

SECURITIES HELD									SHARE OWNERSHIP STATUS[8]
Year	NV Class A Shares[2]		Class B Shares[3]		DSUs[5]		Total of Shares and DSUs	Total Value of Shares and DSUs ($)[7]	% of Ownership Requirement
July 2025	–	$ –	7,760,029[12]	$ 433,009,618	–	$ –	7,760,029	$ 433,009,618	61,420%
July 2024	–	$ –	7,751,677[12]	$ 271,851,312	–	$ –	7,751,677	$ 271,851,312	

KENT R. SOBEY

Age: 48
Nova Scotia, Canada
Director nominee

Independent

Skills and experience:
Governance
Financial/Accounting
Marketing/Branding
Real Estate

Board and Committee Meeting Attendance[1]		
Board	n/a	n/a
Membership on Other Reporting Issuer Boards During the Last Five Years		
None		
Annual Meeting Voting Results		
Year	Votes in Favour	Votes Withheld
2024	n/a	n/a
Value of Compensation Received		
Fiscal 2025		n/a
Fiscal 2024		n/a

Kent R. Sobey is founder and President of Farmhouse Productions Ltd., a television and media production company. He is a corporate director of Blue Ant Media and was a director of Hollywood Suite from 2011 until June 2025. He served as a trustee of Crombie REIT for 11 years and previously served on the advisory board of Empire Theatres Limited. He is a trustee of the Frank H. Sobey Awards for Excellence in Business Studies as well as a director of The Sobey Foundation. He previously served on the board of directors of The North York Harvest Food Bank. Mr. Sobey received his Bachelor of Arts from Dalhousie University, graduated from the Vancouver Film School and has completed executive development programs at Rotman School of Management and Queen's University.

SECURITIES HELD									SHARE OWNERSHIP STATUS[8]
Year	NV Class A Shares[2]		Class B Shares[3]		DSUs[5]		Total of Shares and DSUs	Total Value of Shares and DSUs ($)[7]	% of Ownership Requirement
July 2025	548,742[13]	$ 30,619,804	3,034,539[13]	$ 169,327,276	–	$ –	3,583,281	$ 199,947,080	28,361%
July 2024	n/a	$ n/a	n/a	$ n/a	n/a	$ n/a	n/a	$ n/a	

PAUL D. SOBEY

Age: 68
Nova Scotia, Canada
Director since 1993

Independent

Skills and experience:
CEO/Senior Executive
Governance
Financial/Accounting
HR/Employee Engagement
Food Retail/Supply Chain
Change Management/Transformation
Real Estate
ESG including Climate Action

Board and Committee Meeting Attendance[1]		
Board	7 of 7	100%
Audit	4 of 4	100%
Membership on Other Reporting Issuer Boards During the Last Five Years		
Crombie REIT		2006 – 2024
Annual Meeting Voting Results		
Year	Votes in Favour	Votes Withheld
2024	100%	0%
Value of Compensation Received		
Fiscal 2025		$ 239,643
Fiscal 2024		$ 230,000

Paul D. Sobey is a corporate director. Mr. Sobey was the President & Chief Executive Officer of Empire Company Limited from 1998 until his retirement in 2013 after 31 years with the Company. He served as a trustee of Crombie REIT from 2006 to 2024. Mr. Sobey previously served as a director of the Bank of Nova Scotia, the Chairman of Wajax Income Fund (now Wajax Corporation), a director of Emera Inc., and a member of the Board of Governors and Chancellor of Saint Mary's University. Mr. Sobey holds a Bachelor of Commerce degree from Dalhousie University and graduated from Harvard University Business School's Advanced Management Program. He received an honorary Doctorate of Commerce from Saint Mary's University and is a Fellow of the Institute of Chartered Professional Accountants of Nova Scotia. In 2013, Mr. Sobey received the Queen Elizabeth II Diamond Jubilee Medal.

SECURITIES HELD									SHARE OWNERSHIP STATUS[8]
Year	NV Class A Shares[2]		Class B Shares[3]		DSUs[5]		Total of Shares and DSUs	Total Value of Shares and DSUs ($)[7]	% of Ownership Requirement
July 2025	927,393[14]	$ 51,748,529	3,100,847[14]	$ 173,027,263	–	$ –	4,028,240	$ 224,775,792	31,883%
July 2024	927,393[14]	$ 32,523,673	3,084,929[14]	$ 108,188,460	–	$ –	4,012,322	$ 140,712,133	

ROB G.C. SOBEY

Age: 58
Nova Scotia, Canada
Director since 1998

Independent

Skills and experience:
CEO/Senior Executive
Governance
Financial/Accounting
HR/Employee Engagement
Food Retail/Supply Chain
Marketing/Branding
Change Management/Transformation
ESG including Climate Action

Board and Committee Meeting Attendance[1]		
Board	7 of 7	100%
Corporate Governance & Social Responsibility	4 of 4	100%
Human Resources	6 of 6	100%
Membership on Other Reporting Issuer Boards During the Last Five Years		
None		
Annual Meeting Voting Results		
Year	Votes in Favour	Votes Withheld
2024	100%	0%
Value of Compensation Received		
Fiscal 2025		$ 247,857
Fiscal 2024		$ 235,000

Rob G.C. Sobey is a corporate director. Mr. Sobey was the President & Chief Executive Officer of Lawton's Drug Stores Limited from 2006 until his retirement in 2014 after 25 years with Sobeys. He serves as a director of SeaFort Capital and the Institute of Corporate Directors. Mr. Sobey is Chair of the Sobey Art Foundation and the D.R. Sobey Foundation, a Director Emeritus of the Queen's Smith School of Business Advisory Board and serves on several foundation and not-for-profit boards. For his service as an Honorary Colonel in the Canadian Army, Mr. Sobey received a Queen Elizabeth II Diamond Jubilee Medal and the Canadian Forces Decoration. In recognition of his volunteer work and philanthropic contributions, Mr. Sobey has been appointed to the Order of Nova Scotia. He holds an undergraduate degree from Queen's University, a Master of Business Administration from Babson College, the ICD.D designation, and an Honorary Diploma from NSCC.

SECURITIES HELD — **SHARE OWNERSHIP STATUS[8]**

Year	NV Class A Shares[2]		Class B Shares[3]		DSUs[5]		Total of Shares and DSUs	Total Value of Shares and DSUs ($)[7]	% of Ownership Requirement
July 2025	559,064[15]	$ 31,195,771	3,054,517[15]	$ 170,442,049	16,275	$ 908,145	3,629,856	$ 202,545,965	28,730%
July 2024	559,064[15]	$ 19,606,375	3,051,227[15]	$ 107,006,530	14,565	$ 510,795	3,624,856	$ 127,123,700	

MARTINE TURCOTTE

Age: 64
Quebec, Canada
Director since 2012

Independent

Skills and experience:
CEO/Senior Executive
Governance
Financial/Accounting
HR/Employee Engagement
Information Technology
Change Management/Transformation
ESG including Climate Action

Board and Committee Meeting Attendance[1]		
Board	7 of 7	100%
Human Resources	6 of 6	100%
Membership on Other Reporting Issuer Boards During the Last Five Years		
CIBC		2014 – present
Annual Meeting Voting Results		
Year	Votes in Favour	Votes Withheld
2024	100%	0%
Value of Compensation Received		
Fiscal 2025		$ 239,643
Fiscal 2024		$ 230,000

Martine Turcotte is a corporate director with more than 30 years of strategic, legal and regulatory experience at Bell related telecommunications companies, including her most recent role as Vice Chair, Québec of BCE Inc. and Bell Canada, from which she retired in January 2020. In addition to serving as a director of CIBC, she serves on the board of CIFAR (Canadian Institute for Advanced Research) and IGOPP (Institute for Governance of Private and Public Corporations). Until May 2024, Ms. Turcotte was appointed Chair of the Judicial Compensation and Benefits Commission. Ms. Turcotte previously was a director of Bell Aliant Inc. Ms. Turcotte holds a Master of Business Administration degree from the London Business School and Bachelor of Civil Law and Common Law degrees from McGill University.

SECURITIES HELD — **SHARE OWNERSHIP STATUS[8]**

Year	NV Class A Shares[2]		Class B Shares[3][4]		DSUs[5]		Total of Shares and DSUs[6]	Total Value of Shares and DSUs ($)[7]	% of Ownership Requirement
July 2025	11,400	$ 636,120	1	$ n/a	68,845	$ 3,841,551	80,245	$ 4,477,671	635%
July 2024	11,400	$ 399,798	1	$ n/a	64,786	$ 2,272,045	76,186	$ 2,671,843	

Notes:

1) "Board and Committee Meeting Attendance" refers to the fiscal 2025 attendance at meetings of the Board and of the committee(s) on which the director sat.
2) "NV Class A Shares" refers to the number of Non-Voting Class A shares owned, directly or indirectly, or over which control or direction is exercised by a director.
3) "Class B Shares" refers to the number of Class B common shares owned, directly or indirectly, or over which control or direction is exercised by a director.
4) These shares are held of record by a director as a director's qualifying share under a Declaration of Trust for the benefit of Sumac Holdings Limited and are included in the total number of shares controlled by Sumac Holdings Limited as disclosed in the section of this Circular entitled "Voting Securities and Principal Holders of Voting Securities". The director's qualifying share is not included in the "Total Shares and DSUs" column for the director, and no value is attributed to the director for Class B common shares held as a director's qualifying share.
5) The Directors' Deferred Share Unit Plan is described in this Circular in the section entitled "Board of Directors' Compensation – Directors' Deferred Stock Unit Plan". Mr. Medline's DSUs were issued under the Deferred Share Unit Plan described in this Circular in the section entitled "Components of Executive Compensation and Fiscal 2025 Compensation Decisions".
6) The director's qualifying share is not included in the "Total Shares and DSUs" column for the director, and no value is attributed to the director for Class B common shares held as a director's qualifying share.
7) Total Value of Shares and DSUs is based on the total of Non-Voting Class A shares, Class B common shares and DSUs valued at the closing price of the Non-Voting Class A shares on the Toronto Stock Exchange ("**TSX**") as at July 4, 2025 of $55.80 (July 5, 2024 – $35.07). No value is attributed to Class B common shares held as a director's qualifying share.
8) The Board has determined that directors are required to meet share ownership guidelines (through any combination of Non-Voting Class A shares, Class B common shares and DSUs) of at least three times the base directors' retainer, with the exception of the CEO. The CEO is subject to separate share ownership guidelines applicable to the NEOs of the Company. See the sections of this Circular entitled "Board of Directors' Compensation – Directors' Share Ownership Requirement" and "Compensation and Risk Management – Share Ownership".
9) As directors who are not Canadian residents, Gregory Josefowicz, Lisa Lisson, and Martine Reardon were paid their director fees in USD. For example, the base directors' retainer was $235,000 in USD. For fiscal 2025, using an average exchange rate of $1.4030, their total remuneration in CAD was $375,594, $284,636, and $373,116, respectively. For fiscal 2024, using an average exchange rate of $1.3502, their total remuneration in CAD was $344,301 for Mr. Josefowicz and $337,550 for Ms. Reardon, respectively. Lisa Lisson did not join the Board until June 12, 2024.
10) In addition to his shareholdings, as at July 4, 2025, Michael Medline owned 1,402,108 options, all of which were issued under Empire's LTIP. See the section of this Circular entitled "Incentive Plan Awards" for more information regarding the options.
11) Includes 9,046,208 Class B common shares beneficially owned by CBHL and registered to Dunvegan Holdings Limited over which Frank C. Sobey has control or direction pursuant to an agreement among the shareholders of CBHL together with an agreement among the shareholders of Dunvegan Holdings Limited.
12) Includes 7,753,153 Class B common shares beneficially owned by CBHL and registered to Dunvegan Holdings Limited over which Karl R. Sobey has control or direction pursuant to an agreement among the shareholders of CBHL together with an agreement among the shareholders of Dunvegan Holdings Limited.
13) Includes 3,034,539 Class B common shares beneficially owned by CBHL and registered to Sumac Holdings Limited over which Kent R. Sobey has control or direction pursuant to an agreement among the shareholders of CBHL together with an agreement among the shareholders of Sumac Holdings Limited, as well as 548,742 Non-Voting Class A shares held by Sumac Holdings Limited pursuant to an agreement among the shareholders of Sumac Holdings Limited.
14) Includes 3,067,145 Class B common shares beneficially owned by CBHL and registered to DFS Investments Limited over which Paul D. Sobey has control or direction pursuant to an agreement among the shareholders of CBHL together with an agreement among the shareholders of DFS Investments Limited. Also includes 315,048 Non-Voting Class A shares and 33,702 Class B common shares over which Paul Sobey shares control as a co-executor of a family member's estate.
15) Includes 3,054,517 Class B common shares beneficially owned by CBHL and registered to Sumac Holdings Limited over which Rob G.C. Sobey has control or direction pursuant to an agreement among the shareholders of CBHL together with an agreement among the shareholders of Sumac Holdings Limited, as well as 551,718 Non-Voting Class A shares held by Sumac Holdings Limited pursuant to an agreement among the shareholders of Sumac Holdings Limited.

Aggregate Shareholdings of Current Directors

As at July 4, 2025, the directors of the Company own, or exercise control or direction over 2.2% of the Non-Voting Class A shares and 26.5 % of the outstanding Class B common shares.

AGGREGATE SHAREHOLDINGS OF CURRENT DIRECTORS

	As at July 4, 2025		As at July 5, 2024	
Shareholdings	Number of Shares	Total Value(1)	Number of Shares	Total Value(1)
Non-Voting Class A shares	3,620,915	$ 202,047,057	3,190,291	$ 111,883,505
Class B common shares	26,003,934	1,451,019,517	22,989,324	806,235,593
DSUs	846,094	47,212,045	786,180	27,571,333
Total value of Non-Voting Class A shares, Class B common shares and DSUs		$ 1,700,278,619		$ 945,690,431

Note:

1) All values are based on the closing price of the Non-Voting Class A shares on the TSX as at July 4, 2025 of $55.80 (July 5, 2024 – $35.07).

Section 4.

Approach to Corporate Governance

Overview

Empire's goal is to create long-term, sustainable value for all of its stakeholders. This goal is at the forefront of the approach to governance by the Board and the Sobey family. The Board has had an independent chair and a majority of independent directors for many years. The Sobey family has long been committed to strong, engaged representation on the Board and believes that its interests and dedication to long-term value creation align with and serve well the interests of all shareholders. The senior family members have transitioned out of executive roles and become focused entirely on their roles as shareholders and, as applicable, Board members, strengthening this alignment.

On behalf of Empire's shareholders, the Board is responsible for the stewardship of the Company. To fulfil this responsibility, it establishes policies aimed at ensuring the Company's corporate governance practices are among the best in Canada. The Board and management of Empire believe that the highest standards of corporate governance are essential to the effective management of the Company and to build sustainable value for our customers, business partners, employees and investors. While written policies and standards provide the foundation for governance, thorough oversight demands a Board that is fully engaged in ensuring the Company can continue to grow shareholder value. At Empire, every director is involved in establishing Empire's strategies, assessing performance and progress in meeting established short-term and long-term goals, and understanding the major risks to the Company's ability to deliver results. As the Board is composed of a diverse group of individuals with a combination of skills and experience, it is particularly capable of guiding and challenging the senior management team.

The Board, through its Corporate Governance & Social Responsibility Committee, regularly reviews the Company's corporate governance practices and ensures that regulatory standards for corporate governance are met. The Company has adapted its governance practices in response to changes in regulations and "best practices" in governance and will continue to respond to future corporate governance developments as appropriate. The Company's corporate governance practices are in alignment with National Policy 58-201 – Corporate Governance Guidelines ("**NP 58-201**"). In accordance with National Instrument 58-101 – Disclosure of Corporate Governance Practices ("**NI 58-101**"), the Company annually discloses information related to its system of corporate governance.

Highlights of the Company's Corporate Governance Practices

- The roles of the Chair and CEO are split and we have an independent Chair
- 14 of the 15 nominated directors are independent, with 100% independent directors on the various Board committees; only the CEO is considered non-independent
- As part of every regular Board meeting, independent directors meet *in camera* and independent directors meet in the absence of Sobey family members
- We utilize and disclose a Board skills matrix, have a diversity policy that includes a minimum target for women directors and have signed the BlackNorth Initiatives Pledge
- We have director orientation and continuing education
- We have share ownership requirements for directors
- We publish an annual Sustainable Business Report ("**SBR**") and have regular updates on social responsibility matters
- We have an Environmental and Sustainability Key Performance Indicator ("**KPI**") and a Diversity, Equity and Inclusion ("**DE&I**") KPI in the Company's Profit Sharing Plan
- We have quarterly information technology updates to the Audit Committee and quarterly cybersecurity updates to the Board by senior management
- We have a clawback policy regarding reimbursement of incentive and equity-based compensation
- We hold annual assessments of the Board, committees and individual directors
- We hold an annual advisory say on pay vote upon which the holders of Non-Voting Class A shares are entitled to vote
- We have an anti-hedging policy
- We have share ownership requirements for NEOs
- We have a post-retirement share ownership requirement for the CEO
- We have a large portion of executive compensation at risk
- We have a director retirement and term limit policy

Board of Directors

Mandate of the Board

The Board is responsible for the stewardship of the Company including the strategic planning process, approval of the strategic plan, the identification of principal risks and implementation of systems to manage these risks (inclusive of food safety and occupational health and safety), succession planning, communications and the integrity of the Company's internal control and management information systems. The Board discharges certain of its responsibilities through delegation to its committees as more particularly set out in the committee mandates. The Board's written mandate, which confirms the Board's explicit responsibility for the stewardship of the Company, is set out in Appendix A of this Circular.

Meetings of the Board

The Board holds regular meetings at least once in each fiscal quarter, participates in an annual strategic planning session, and has additional meetings as and when necessary to carry out its duties effectively. The Board meetings held during fiscal 2025 and the attendance records of directors at such meetings are described in this Circular in the section entitled "Board and Committee Engagement".

Director Meetings Without Management

At every regular Board meeting, and at the discretion of the Chair of the Board ("**Board Chair**") at other meetings, the directors meet with the CEO without other members of management present and then without the CEO present. In fiscal 2025, seven such *in camera* sessions were held. At all regular meetings the directors also meet *in camera* in the absence of Sobey family members. Private non-management sessions during committee meetings are also regularly held by all the standing committees.

Board Committees

To help the Board fulfil its duties and responsibilities, the Board delegates certain powers, duties and responsibilities to committees to ensure a full review of certain matters. The four standing committees of the Board are: the Audit Committee, the Corporate Governance & Social Responsibility Committee, the Nominating Committee and the Human Resources Committee. Every member of each of these committees is independent according to the standards of corporate and securities laws as well as Empire's own governance policies.

The mandate of each committee and the position description of each committee chair are available on the Empire website, **www.empireco.ca**. Reports from each of these committees concerning their work during fiscal 2025 are found in the section of this Circular entitled "Board Committee Reports".

Audit Committee

The Audit Committee is responsible to the Board for overseeing the policies and practices relating to the integrity of financial and regulatory reporting as well as internal controls to achieve the objectives of safeguarding corporate assets, reliability of information and compliance with policies and laws. The Audit Committee is also responsible for periodically reviewing the Enterprise Risk Management framework for the Company and assessing the adequacy and completeness of the process for identifying and assessing the key risks facing the Company and ensuring that primary oversight for each of such key risks is assigned to the Board or one of its committees. In addition, the Committee is responsible for reviewing the applicable metrics and information contained in the Company's SBR in order to provide proper measurement and disclosure oversight.

The Audit Committee is comprised of the following four directors appointed by the Board on the recommendation of the Corporate Governance & Social Responsibility Committee: Sharon Driscoll (Chair), William Linton, Martine Reardon and Paul D. Sobey. The Board has determined that each of the members of the Audit Committee is independent within the meaning of applicable securities laws and "financially literate" within the meaning of National Instrument 52-110 – Audit Committees ("**NI 52-110**"). The Audit Committee met four times in fiscal 2025.

For further information about the Audit Committee as required by Part 5 of NI 52-110, see the section entitled "Audit Committee Information" and Appendix B of our Annual Information Form which is available on SEDAR+ at **www.sedarplus.ca** and on the Company's website at **www.empireco.ca**.

Corporate Governance & Social Responsibility Committee

The Corporate Governance & Social Responsibility Committee is responsible for assisting the Board in fulfilling its responsibilities as they relate to corporate governance and social responsibility. The name of the committee and its mandate reflect the committee's oversight of social responsibility, and clearly highlight this area as an important priority for the committee and the Board. In addition to these responsibilities, the Corporate Governance & Social Responsibility Committee is responsible for the annual assessment of the effectiveness and contribution of the Board, its committees and individual directors. The Corporate Governance & Social Responsibility Committee annually reviews the current director compensation and recommends adjustments to the Board, which in turn recommends director compensation to shareholders for approval at the Annual General Meeting. The Corporate Governance & Social Responsibility Committee annually reviews the size of the Board and makes recommendations to the Board when it believes a change would be in the best interests of the Company; and it annually reviews the mandate of the Board and each Board committee, and reviews and advises the Board on the independence status of each director.

The Corporate Governance & Social Responsibility Committee reviews related party transactions, as that term is used under both accounting and securities rules, including related party transactions with Crombie REIT and the Company appointees serving as Crombie REIT trustees. All directors and executive officers with an interest in any related party transactions are required to disclose such interests, including under the terms of an annual questionnaire.

The Corporate Governance & Social Responsibility Committee is comprised of the following directors: Martine Reardon (Chair), Cynthia Devine, Sharon Driscoll, William Linton, Frank C. Sobey, and Rob G.C. Sobey, all of whom are independent directors within the meaning of applicable securities laws. The Corporate Governance & Social Responsibility Committee met four times in fiscal 2025.

Further information on the Corporate Governance & Social Responsibility Committee's fiscal 2025 review can be found in the section of this Circular entitled "Board of Directors' Compensation".

Nominating Committee

The Nominating Committee is responsible for assisting the Board in fulfilling its responsibilities as they relate to proposing new nominees to the Board by identifying and recommending suitable candidates for election or appointment as directors to the Board. This process includes a review of the composition of the Board, including the competencies, skills, personal qualities (such as languages and residency), diversity, tenure and experience of its members and identification of whether any gaps exist in light of opportunities and risks facing the Company.

The Nominating Committee annually reviews a director skills matrix that has been developed to identify the key skills and experience required of current and potential members of the Board given the areas of importance to the Company's business. Further information about the experience and qualifications each director provides to the Board can be found in the section entitled "Skills and Experience of the Board" of this Circular. Mindful of the projected retirements of Board members, the Board's Diversity Policy and the director skills matrix, the Nominating Committee from time to time surveys the market for potential Board candidates, using external resources as appropriate, and maintains a list of potential candidates.

The Nominating Committee is comprised of the following directors: Martine Reardon (Chair), Cynthia Devine, Sharon Driscoll, and William Linton, all of whom are independent directors within the meaning of applicable securities laws. The Nominating Committee met five times in fiscal 2025.

Human Resources Committee

The HR Committee assists the Board in its oversight role with respect to the Company's human resources strategy, policies and programs.

The HR Committee's responsibilities include reviewing and recommending for Board approval overall Company policies in respect of executive management's compensation; providing advice to the executive management of the Company in relation to the terms and conditions of employment for senior and executive management which are designed to achieve the growth and profitability objectives of the Company and secure such key employees' long-term organizational commitment; conducting the annual performance review of the CEO; establishing annual and longer-term objectives for the CEO and recommending to the Board the CEO's annual compensation; reviewing recommendations of management related to annual salary increases and incentive payments; and reviewing and approving executive compensation disclosure contained in this Circular or otherwise required by applicable securities laws, including the Statement of Executive Compensation. Additionally, the HR Committee assists the Board in its oversight responsibility with respect to occupational health and safety, pension plans, group benefit plans, the Company's Human Resources people plan (including diversity, equity and inclusion) and the labour relations strategy.

The HR Committee is comprised of the following directors: Gregory Josefowicz (Chair), Cynthia Devine, Karl R. Sobey, Rob G.C. Sobey, Michelle Banik and Martine Turcotte, all of whom are independent directors within the meaning of applicable securities laws. The HR Committee met six times in fiscal 2025.

Disclosure concerning consultants retained by the HR Committee with respect to executive compensation is found in the section entitled "Statement of Executive Compensation – Advisor to the Human Resources Committee" of this Circular and further information about the Company's executive compensation practices can be found in the section entitled "Statement of Executive Compensation" of this Circular.

Director Independence and Other Relationships

Independence of the Board

The Board is comprised of a majority of independent directors and will continue to be comprised of a majority of independent directors if all of the proposed nominees for election are elected at the Meeting. For a director to be considered independent, the Board must determine that the director does not have any material relationship with the Company, either directly or indirectly. The Board has a policy of having an independent, non-management Board Chair, which position is currently held by James M. Dickson.

Determination of Independence

The Board is responsible for determining the independence status of each director and proposed director, and for disclosing annually whether the Board has a majority of independent directors. The Board has adopted independence standards to assist with the independence determination. The independence standards fall within the meaning of the guidelines adopted by Canadian securities regulators in NI 58-101 and NI 52-110.

Current directors and proposed directors must fully disclose their relationships with the Company and provide other pertinent information on an annual basis. The Board reviews such relationships to identify any impact on director independence having regard to the criteria in the independence standards and whether any relationships between a director and the Company could reasonably be expected to interfere with the exercise of the director's independent judgment.

The Board has determined that all of the current and proposed directors of the Company with the exception of Michael Medline are independent. The Board has determined that Mr. Medline, who is President & CEO of Empire and Sobeys, is not independent as he is a member of the management of the Company. Accordingly, as of July 17, 2025, 13 of the 14 directors are considered to be independent, comprising approximately 93% of the Board and 14 of the 15 director nominees are considered to be independent, comprising approximately 93% of the proposed Board.

TABLE OF DIRECTORS' RELATIONSHIPS TO THE COMPANY

Director	Independent	Non-Independent	Reason for Non-Independent Status
Michelle Banik	✓		
Cynthia Devine	✓		
James M. Dickson	✓		
Sharon Driscoll	✓		
Gregory Josefowicz	✓		
William Linton	✓		
Lisa Lisson	✓		
Michael Medline		✓	President & CEO
Martine Reardon	✓		
Frank C. Sobey	✓		
Karl R. Sobey	✓		
Kent R. Sobey(1)	✓		
Paul D. Sobey	✓		
Rob G.C. Sobey	✓		
Martine Turcotte	✓		

Note:

1) Kent R. Sobey is a proposed director.

The Board considered the independence status of Frank C. Sobey, Karl R. Sobey, Paul D. Sobey and Rob G.C. Sobey in the context of more than ten years having passed since they held executive roles in the Company (or, in the case of Karl R. Sobey, since his brother Frank C. Sobey held an executive role). Paul D. Sobey retired in December 2013 as the President & CEO of Empire, Frank C. Sobey retired in June 2014 as the Vice President, Real Estate of Empire and Rob G.C. Sobey retired in January 2014 as the President & CEO of Lawton's Drug Stores Limited (an operating division of Sobeys). The Board, on the advice of the Corporate Governance & Social Responsibility Committee (in both cases working in the absence of the named Sobey family members) and with the benefit of advice from expert external legal counsel, concluded that these named Sobey family members have no direct or indirect material relationship with the Company that could be reasonably expected to interfere with the exercise of their independent judgment as directors and that they should be considered independent by the Board. The Board specifically does not believe that their status as significant Class B common shareholders interferes with their independent judgment. The Board believes that their interests are aligned with the long-term interests of other shareholders.

Similarly, the Board considered the independence status of proposed nominee Kent R. Sobey in the context of more than ten years having passed since his brother Rob G.C. Sobey held an executive role. The Board concluded that he also has no direct or indirect material relationship with the Company that could be reasonably expected to interfere with the exercise of his independent judgment as director and that he should be considered independent by the Board.

The Board has determined that Michelle Banik, Cynthia Devine, Sharon Driscoll, Gregory Josefowicz, Martine Reardon and Martine Turcotte have no relationships with the Company (other than as directors) and are therefore considered by the Board to be independent.

The Board has also determined that William Linton and Lisa Lisson are independent. Mr. Linton serves as Chair of the Board of Directors for TSX Trust Company, which is the Company's transfer agent. Lisa Lisson is President, Air Operations at Federal Express Corporation, which provides shipping and delivery services to Sobeys. In all cases, the relationships are considered not to be material.

James M. Dickson is counsel to a law firm that provides legal services to Empire and its subsidiaries; he provides consulting services to that law firm through a professional corporation. He is not involved in the provision of legal services to Empire or any of its subsidiaries and payments to his professional corporation from the law firm are unrelated to services provided by the firm to the Company. He has no active role in the firm's management or direction. The Board considers Mr. Dickson to be independent.

Information on each of the proposed nominees for election at the Meeting are described under "About the Nominees for Election to the Board of Directors" in this Circular.

Majority Voting Policy

The Board believes that each of its members should carry the confidence and support of the shareholders. To this end, the Board has adopted a majority voting policy. This policy requires any nominee for election to the Board for whom the number of votes withheld was greater than the number of shares voted in favour of the nominee to submit their resignation promptly after the Meeting to the Corporate Governance & Social Responsibility Committee for its consideration. The Corporate Governance & Social Responsibility Committee will make a recommendation to the Board after reviewing the matter. The Board will determine whether to accept the resignation within 90 days of the date of the Meeting, and will accept the resignation absent exceptional circumstances. The Board's decision to accept or reject the resignation will be promptly disclosed in a news release and if the Board has determined not to accept the resignation, the reasons for its decision will be fully set out in the news release. The nominee will not participate in any committee or Board deliberations considering the resignation. This policy does not apply in circumstances involving contested director elections. Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward.

Diversity Policy

The Company recognizes the importance of having a diverse Board possessing a range of skills, perspectives and backgrounds reflective of the Company's customer and employee demographics, and believes that diversity can enhance the effectiveness of the Board. The Company's ongoing commitment to diversity on the Board is evidenced by the fact that seven of the ten new independent directors recruited to the Board since 2012 are women. The Company is also a signatory to the BlackNorth Initiatives Pledge, a public commitment by Canadian CEOs and leaders to address anti-Black systemic racism and create opportunities for Black Canadians and all members of other racialized communities.

The Board has adopted a written gender diversity policy requiring the Nominating Committee to ensure that there is at least one qualified female candidate on every short list it considers, whether it is working with an external search firm (which will generally be the case) or without. Further, in the searches carried out by the Nominating Committee over the past several years, the strong desire to have a broad and diverse pool of director candidates has been expressly communicated to search firms. While the Nominating Committee's mandate is to recommend to the Board the most qualified candidate for each search, the policy provides that gender diversity will be considered favourably in the assessment of individual candidates. The Board seeks to increase the representation of women on the Board whenever possible, and the Board has a target of a minimum level of 30% women on the Board.

As of July 17, 2025, 6 of 14 of the directors are women (42.9%) and 1 of 14 of the directors self-identify as a member of a visible minority group (7.1%). Assuming all director nominees are elected at the Meeting, 6 of 15 of the directors will be women (40.0%) and 1 of 15 of the directors will self-identify as a member of a visible minority group (6.7%).

Further information on the Company's Diversity, Equity and Inclusion strategy, including details regarding the number of women in executive positions at the Company, can be found in the "Environmental, Social and Governance including Climate Action" section of this Circular.

Skills and Experience of the Board

Each director brings relevant experience to the Board. The skills matrix below shows the Board's mix of key skills and experience in areas that are important to the Company's business. The skills matrix is also used to identify those skills for which the Company will recruit when making changes to the Board.

Director	CEO/ Senior Executive	Governance	Financial/ Accounting	HR/ Employee Engagement	Food Retail/ Supply Chain	Information Technology	Marketing/ Branding	E-commerce/ Online Retailing	Change Management/ Transformation	Real Estate	ESG incl. Climate Action
Michelle Banik	✓	✓	✓	✓					✓		✓
Cynthia Devine	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓
James M. Dickson	✓	✓	✓	✓	✓				✓	✓	✓
Sharon Driscoll	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓
Gregory Josefowicz	✓	✓	✓	✓	✓		✓			✓	✓
William Linton	✓	✓	✓	✓		✓		✓	✓		✓
Lisa Lisson	✓	✓					✓		✓		✓
Michael Medline	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Martine Reardon	✓	✓	✓	✓			✓	✓	✓		✓
Frank C. Sobey	✓	✓		✓						✓	✓
Karl R. Sobey	✓	✓			✓		✓				✓
Kent R. Sobey		✓	✓				✓			✓	
Paul D. Sobey	✓	✓	✓	✓	✓				✓	✓	✓
Rob G.C. Sobey	✓	✓	✓	✓	✓		✓		✓		✓
Martine Turcotte	✓	✓	✓	✓		✓			✓		✓

Skill/Experience	Description of Skill/Competency	Number of Director Nominees
CEO/Senior Executive	Experience as a CEO or senior officer of a publicly listed company or a major organization	14
Governance	Prior or current experience as a board member of a Canadian organization (public, private or non-profit)	15
Financial/Accounting	Senior executive experience in financial accounting and reporting, corporate finance and familiarity with internal controls	12
HR/Employee Engagement	Senior executive experience or board compensation committee participation with an understanding of compensation, benefits and pension programs, legislation and agreements, as well as expertise in executive compensation programs including base pay, incentives, equity and perquisites	12
Food Retail/ Supply Chain	Senior executive experience in the food/retail industries combined with knowledge of the industry, markets, competitors, financial and operational issues and regulatory concerns	8
Information Technology	Senior executive experience in IT infrastructure management and IT security	5
Marketing/Branding	Senior executive experience in an industry where consumer marketing is a critical component	8
E-commerce/ Online Retailing	Senior executive experience with leading edge e-commerce, digital retailing, mobile apps and social media	4
Change Management/ Transformation	Senior executive experience in significant corporate change	11
Real Estate	Senior executive experience in real estate, whether commercial, residential, development or leasing	8
ESG including Climate Action	Experience with policies, practices or management of risks associated with environmental, social or governance issues relevant to the Company such as sustainability, energy reduction or other practices to address climate change; community support; social governance; and health, wellness, safety and education for employees	14

Interlocking Directorships

Board interlocks exist when two directors of one company sit on the board of another company. Committee interlocks exist when two directors sit together on another board and are also members of the same board committee.

The Board is of the view that it is prudent to have representation on the boards of Empire's equity accounted investments in order to provide counsel to management. As of May 3, 2025, Empire owns a 41.5% equity accounted interest in Crombie REIT, which currently is the only publicly traded equity accounted investment of the Company. The following director serves as a trustee of Crombie REIT.

Company	Director	Trustee Role
Crombie REIT	James M. Dickson	Governance and Nominating Committee; Investment Committee

There are no other interlocking directorships.

Board of Directors' Assessment

The Corporate Governance & Social Responsibility Committee is responsible for annually assessing the effectiveness and contribution of the Board, its committees and individual directors. The following table summarizes the elements of evaluation.

ELEMENTS OF ANNUAL BOARD EVALUATION

Evaluation	Purpose	Reported to
Board of Directors' Survey	• Assess the Board of Directors' effectiveness • Self-assessment by all committees • All directors assess all committees • Directors also assess the committee members for the committee on which they sit • Feedback on CEO and management interaction and relationship with the Board and committees • Feedback on Board interaction and relationship with Sobey family members	**Corporate Governance & Social Responsibility Committee and the Board of Directors**
Director one-on-one interviews with the Board Chair and/or Chair of the Corporate Governance & Social Responsibility Committee	• Board review • Director peer review • Committee chair review • Self-evaluation • Feedback on CEO and management interaction and relationship with the Board and committees • Best practices from comparator companies	
Chair of the Corporate Governance & Social Responsibility Committee canvasses directors concerning the performance of the Board Chair	• Chair performance assessment	

Annually, each director completes a detailed confidential survey regarding their views on the effectiveness of the Board and its committees. The survey provides for quantitative responses in key areas as well as the option to provide substantive comments. The survey also provides the opportunity for directors to comment on the quality and completeness of information provided by management. An outside consultant is engaged to administer the survey and compile the results into a report to ensure confidentiality. Once the final report is completed, it is reviewed in detail by the Corporate Governance & Social Responsibility Committee and an action plan is developed to address issues disclosed in the report. The Board receives the full survey report together with the comments and recommendations of the Corporate Governance & Social Responsibility Committee, and any follow-up actions required are taken by, or with the oversight of, the Corporate Governance & Social Responsibility Committee.

To get a clear understanding of the feedback obtained through the survey, the Board Chair and the Chair of the Corporate Governance & Social Responsibility Committee annually conduct one-on-one interviews with each director using a jointly developed set of interview questions. These interviews afford each director the opportunity to comment on the performance of the Board, the other directors and the committees and committee chairs, their own performance and the performance of management. The Chair of the Corporate Governance & Social Responsibility Committee also canvasses directors concerning the performance of the Board Chair.

The results are reviewed by the Corporate Governance & Social Responsibility Committee and reported to the Board. Any issues identified during the process are addressed by the Board Chair and/or the Chair of the Corporate Governance & Social Responsibility Committee. The Board Chair and the Chair of the Corporate Governance & Social Responsibility Committee provide the CEO with appropriate feedback and discuss and/or consider any comments the CEO may have.

Overall Results of the Board Survey and Assessment Process

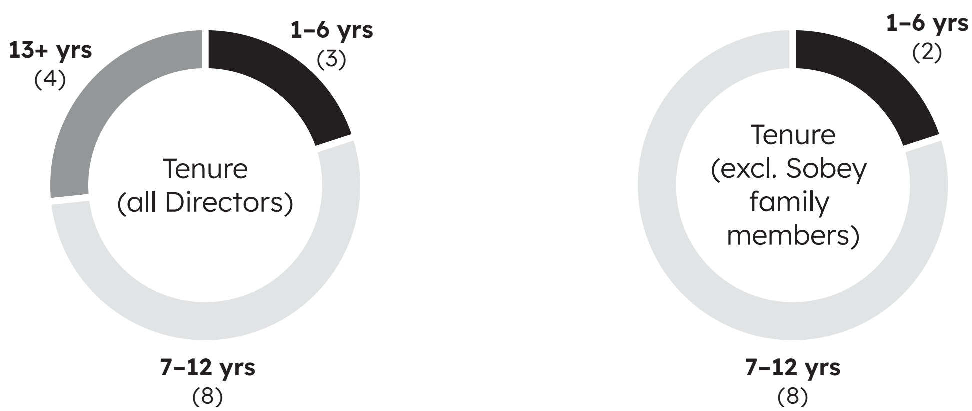
After reviewing the results of the annual Board survey and confidential individual director interviews, the directors have concluded that the Board continues to function effectively and efficiently, with appropriate oversight of risk management and strategic priorities. The directors continue to be very satisfied with the leadership of both the Board Chair and the CEO. In particular, the directors are engaging in open, transparent discussion amongst themselves and with executives. Feedback from directors on board processes and operations, including risk oversight considerations, educational topics and meeting agenda content and logistics, have been integrated into the board's processes and operations.

Board Renewals and Term Limits

The Board derives its strength from the diversity, qualities, competencies and experiences of its members. The composition and renewal of the Board are vital processes that demand rigour and analysis, and are best undertaken by the Board proactively. Board renewal provides an opportunity to broaden the diversity of the experience of the Board and expertise and promote fresh viewpoints and perspectives. The Board recognizes that the benefits of renewal must be weighed carefully against the benefits of continuity and experience gained through service on the Board. It is the view of the Board and the Corporate Governance & Social Responsibility Committee that the Company's director retirement age and term limit policy strikes an appropriate balance between these competing ideals.

Under the policy, unless the Board otherwise determines on an annual basis in respect of a particular director or directors, a director shall not be nominated for re-election at the Annual General Meeting of Shareholders: (1) following their 72nd birthday unless the director will not have completed 10 years of service on the Board; or (2) if the director has completed 15 years of service on the Board. The retirement age and term limit described above do not apply to the CEO or Sobey family members. Notwithstanding this policy, ongoing review of Board composition remains paramount and the responsibilities of the Board and its committees are not at all diminished by implementing term limits.

The Board has a robust self-assessment mechanism under which the effectiveness of the Board and individual directors is reviewed annually. Since 2015, there has been strong Board renewal, with 9 new independent directors joining the Board (assuming new proposed director nominee is elected at the Meeting) replacing directors who retired. The average tenure of board nominees, excluding Frank C. Sobey, Karl R. Sobey, Kent R. Sobey, Paul D. Sobey and Rob G.C. Sobey, is eight years.



Director Orientation and Continuing Education

The Corporate Governance & Social Responsibility Committee is responsible for establishing and continuing orientation and education programs for directors. The Office of the Corporate Secretary assists with the planning and implementation of these programs.

Orientation

When a new director joins the Board, an orientation program is developed for them, taking into account the director's background and skills as well as their intended committee involvement. The orientation program is designed to introduce the new director to the business and to the Company's expectations of directors. The orientation includes meetings with senior management of Empire and its major subsidiaries, meetings with the Board Chair and committee chairs, meetings with senior Sobey family members, and property and store tours. The new director is provided with the Directors' Handbook (which includes Board and committee mandates, position descriptions and the Code of Business Conduct and Ethics together with a selection of historical information about the Company), the current approved budget and business plan, recent Executive Committee bulletins, recent quarterly financial reports and annual disclosure documents and Sustainable Business Report, and recent Board and committee meeting documents including from the most recent Board strategy session. The new director is briefed by management in such areas as food safety, information technology, cybersecurity, corporate governance, social responsibility including climate action, and other topics of relevance or interest to the new director.

Continuing Education

The Company is committed to the ongoing education of directors to assist them in fulfilling their responsibility to be knowledgeable about the Company's business and about the duties and responsibilities of directors. To this end, the Company provides regular briefings (at Board and committee meetings by providing written material and by inviting guest speakers to Board meetings and dinners) on such topics as different areas of the business, proposed and ongoing major projects, the competitive landscape, global and national economic trends, capital markets analysis, and emerging financial and corporate governance and social responsibility issues. Directors are provided with opportunities to visit Company sites in various parts of the country as well as competitor locations and grocery businesses. Directors are invited to attend employee town hall meetings. The Company has a corporate membership in the Institute of Corporate Directors ("**ICD**") and encourages directors to take advantage of the ICD's various offerings. The Company also encourages the participation of directors in other continuing director education programs and relevant industry-specific programs and reimburses directors for tuition and associated expenses.

During fiscal 2025, the directors of the Company received educational and informational briefings on various operational, financial and strategic topics including Indigenous relations (June 2024), cybersecurity, including emerging technologies and generative AI (June, September and December 2024), retail media (June and December 2024), e-commerce, supply chain, and private label (September 2024), macroeconomic environment, real estate, multicultural, technological advancements, store technology, and future of grocery (October 2024), and customer insights (October 2024 and March 2025). These briefings were presented by internal speakers as well as experts in the applicable fields.

Position Description

The Board has adopted written position descriptions for the Board Chair and for the CEO, which positions are held by James M. Dickson and Michael Medline, respectively. The Board has also adopted written position descriptions for the chairs of committees. These position descriptions are reviewed regularly by the Board and are available on the Empire website, **www.empireco.ca** and summarized below.

Chair of the Board

The Board Chair is accountable for the overall effectiveness and efficiency of the Board's processes and governance and is responsible for leading the Board in the performance of its duties including the discharge of all fiduciary and legal obligations. Among other things, the Board Chair is expected to:

- Preside as Board Chair at all Board meetings and provide leadership and direction to the Board and its processes;
- In conjunction with other directors, through the Board and its various committees, monitor management's performance, succession, strategic and operating decisions, as well as all aspects of corporate governance and reputation;
- Perform the other appropriate tasks and duties, as may from time to time be requested by the Board or CEO, to advance the corporate strategy and operating objectives;
- Foster ethical and responsible decision-making by the Board, committees and its individual members;
- Establish and monitor procedures and structure to govern the Board's and committees' activities and responsibilities in concert with the Corporate Governance & Social Responsibility Committee;
- Work with the CEO, the Corporate Secretary and other directors to prepare, prioritize and organize the agendas for Board and committee meetings;
- Identify corporate and Board governance issues for consideration and ensure, in working with the Corporate Governance & Social Responsibility Committee, that each director and the Board overall is adding significant value;
- Ensure that adequate succession plans are in place in respect to Board and committee membership; and
- Act as an effective liaison among the Board, CEO, management and, to the extent necessary, the Company's shareholders.

Chief Executive Officer

The Board has approved a position description for the CEO. The Board holds the CEO responsible for, among other things:

- Developing and recommending to the Board a long-term strategy and vision for the Company that leads to creation of shareholder value;
- Developing and recommending to the Board annual business plans and budgets that support the Company's long-term strategy; and
- Achieving the Company's financial and operating goals and objectives.

Committee Chairs

The Board has approved general position descriptions for the committee chairs. In addition to the duties and responsibilities set out in the Board of Directors Mandate and any other applicable mandate or position description, the responsibilities of the chair of each committee include, among other matters, to:

- Attend and preside at all committee meetings and provide leadership and direction to the committee;
- Foster ethical and responsible decision-making by the committee and its individual members;
- Oversee the structure, composition, membership and activities delegated to the committee;
- Work with the CEO, CFO (in the case of Audit Committee), CHRO (in the case of HR Committee) and Corporate Secretary to organize and set the agenda for the meeting;
- With the assistance of the Corporate Secretary, ensure proper flow of information and review adequacy and timing of documentation for meetings of the committee;
- Facilitate the committee's interaction with management, the Board and other committees; and
- Have a casting vote in case of deadlock.

Board and Committee Engagement

Summary of Board and Committee Meetings Held

A total of seven Board meetings were held during the fiscal year ended May 3, 2025: four regular quarterly meetings, the annual strategy session, the annual budget meeting, and one special meeting. The standing committees met in association with each regular quarterly Board meeting.

BOARD AND COMMITTEE MEETING SUMMARY	Regular	Special	Total
Board	6	1	7
Audit Committee	4	–	4
Corporate Governance & Social Responsibility Committee	4	–	4
Human Resources Committee	5	1	6
Nominating Committee	5	–	5

Record of Attendance

The following table summarizes the meetings of the Board and its standing committees held for the fiscal year ended May 3, 2025, and the attendance at such meetings of each director.

RECORD OF ATTENDANCE											
Director	Board		Audit Committee		Corporate Governance & Social Responsibility Committee		Human Resources Committee		Nominating Committee		Total
Michelle Banik	7 of 7	100%					6 of 6	100%			**100%**
Cynthia Devine	7 of 7	100%			4 of 4	100%	6 of 6	100%	5 of 5	100%	**100%**
James M. Dickson	7 of 7	100%									**100%**
Sharon Driscoll	7 of 7	100%	4 of 4	100%	4 of 4	100%			5 of 5	100%	**100%**
Gregory Josefowicz	7 of 7	100%					6 of 6	100%			**100%**
William Linton	7 of 7	100%	4 of 4	100%	4 of 4	100%			5 of 5	100%	**100%**
Lisa Lisson(1)	6 of 6	100%									**100%**
Michael Medline	7 of 7	100%									**100%**
Martine Reardon	7 of 7	100%	4 of 4	100%	4 of 4	100%			5 of 5	100%	**100%**
Frank C. Sobey	7 of 7	100%			4 of 4	100%					**100%**
John R. Sobey(2)	2 of 2	100%									**100%**
Karl R. Sobey	7 of 7	100%					6 of 6	100%			**100%**
Paul D. Sobey	7 of 7	100%	4 of 4	100%							**100%**
Rob G.C. Sobey	7 of 7	100%			4 of 4	100%	6 of 6	100%			**100%**
Martine Turcotte	7 of 7	100%					6 of 6	100%			**100%**
Overall Board Attendance		**100%**		**100%**		**100%**		**100%**		**100%**	

Note:

1) Lisa Lisson was appointed to the board effective June 21, 2024.
2) John R. Sobey retired as of the September 12, 2024 Annual General Meeting.

Succession Planning

The Board is responsible for the appointment and evaluation of the performance of executive management, including approving the appointment of senior executives of the Company, reviewing their performance against the objective of maximizing shareholder value, measuring their contribution to that objective, and overseeing compensation policies. The Board and the HR Committee are also tasked with monitoring, reviewing and providing guidance on succession management.

Additional details on the Company's succession planning procedures are described under the section of this Circular entitled "Statement of Executive Compensation – Succession Planning".

Ethical Business Conduct and Ethics Hotline

On behalf of Empire's shareholders, the Board is responsible for the stewardship of the Company. To fulfil this responsibility, it establishes policies aimed at ensuring the Company's corporate governance practices are consistent with its commitment to conduct business with integrity and are among the best in Canada. To support these policies the Board has adopted a written Code of Business Conduct and Ethics (the "**Code**") covering all employees, officers and directors of the Company. The Code, together with a Corporate Disclosure Policy, emphasizes accountability and transparency. The Code, which includes all of the elements recommended by NP 58-201, is available on the Company's website, **www.empireco.ca** and on SEDAR+ at **www.sedarplus.ca**.

All employees, officers and directors must confirm annually their compliance with the Code. The Board has never granted any waiver of the Code in favour of a director or executive officer and accordingly, no material change report has been required to be filed.

Under the Code, the Company has established a centralized confidential, anonymous Ethics Line reporting mechanism with telephone, online and mail avenues of communication to an independent third party. This mechanism is also publicized through posters in workplaces across the country. All reports received by the third party are automatically transmitted to senior executives in the internal audit and legal functions for confidential investigation and any necessary action. A quarterly report of all such reports and investigations is provided to the Audit Committee and the HR Committee, but any matters of a serious nature would be reported more frequently.

The Board does not nominate for election any candidate who has a material interest in any business conducted with the Company, or its subsidiaries, and requires directors to disclose any potential conflict of interest which may develop. The Board addresses (and ensures independent judgement regarding) transactions or agreements in which a director or executive officer has a material interest or conflict of interest by requiring conflicted individuals to declare an interest and then abstain from discussion and votes regarding the issue.

Directors do not undertake any consulting activities for, or receive any remuneration from, the Company other than compensation for serving as a director. Directors who are also employees of the Company or one of its subsidiaries receive employment income as disclosed in this Circular but do not receive directors' fees.

The Board encourages a culture of ethical conduct by appointing officers of high integrity and monitoring their performance to set an example for all employees.

Corporate Disclosure Policy

The Company is committed to delivering effective communications to shareholders and keeping them informed of material developments. The Company has an established corporate disclosure policy, the objective of which is to ensure that communications with the investing public about the Company are timely, factual, accurate, and balanced, as well as broadly disseminated in accordance with all applicable legal and regulatory requirements. The policy extends to all employees and directors of the Company and its subsidiaries, and those authorized to speak on their behalf. It covers disclosures in documents filed with securities regulators and written statements made in the Company's annual and quarterly reports, news releases, letters to shareholders, presentations by senior management, and information contained on the Company's website, social media and other electronic communications. It extends to all oral statements, including those made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences and conference calls. Major disclosure documents including the annual and interim financial statements, related Management's Discussion and Analysis ("**MD&A**") and earnings news releases, the information circulars for any meetings of shareholders and related news releases, the Annual Information Form, the Sustainability Business Report, and any news release containing material information except for routine news releases or where immediate release is required to comply with law or stock exchange rules, are reviewed and approved by the relevant Board committee and/or Board.

Social Media

In addition to the Corporate Disclosure Policy and the Code, Sobeys has a news media relations policy and an employee public statement and social media policy. These policies recognize that the way in which Sobeys employees communicate externally is continuing to evolve and that while this creates new opportunities for communication and collaboration, it also creates new responsibilities for employees. All employees of the Company are subject to the Corporate Disclosure Policy and the Code; however, these policies provide further guidance on public comments and statements on multi-media and social networking websites and speaking to the news media on behalf of the Company.

Environmental, Social and Governance including Climate Action

The Company's Environmental, Social and Governance ("**ESG**") including Climate Action framework is centered on delivering meaningful change and achieving targets in three pillars that the Company has deemed most important to its stakeholders: People, Planet and Products. Acting responsibly is a natural part of doing business for the Company, as it has been since the Company started more than 117 years ago. Today, the Company's values drive its commitments to ESG, executing existing and new ESG initiatives with focused teams across functional areas led by senior and executive leaders. The Company is also disclosing against several external ESG reporting standards and frameworks, including climate risks and opportunities aligned with the Taskforce on Climate-Related Financial Disclosures ("**TCFD**"), Sustainability Accounting Standards Board ("**SASB**") and CDP (formerly known as Carbon Disclosure Project).

Over the past year, the Company has driven advancements in all three pillars by focusing on developing partnerships with local and national community organizations, suppliers and other key partners to deliver long-lasting impact. The Company has developed a comprehensive set of initiatives designed to help protect the planet for future generations. Key elements of its Planet pillar are focused on taking action on climate change by setting science-based greenhouse gas ("**GHG**") emissions reduction targets and reducing food waste. The Company's People pillar aims to deliver a more inclusive workforce and to build healthier communities. The Company's sustainability agenda on Products looks to provide ethical and sustainable product choices for Canadian consumers with a pronounced emphasis on local sourcing.

Environmental

Planet Pillar

Climate Action: The Company continued to advance Phase One of its Climate Action Plan, released in fiscal 2023. This plan includes validated science-based GHG emissions reduction targets aimed at aligning the Company's emissions trajectory with a net-zero by 2050 (1.5°C) scenario, as outlined in the Paris Agreement. The targets are based on the completion of a comprehensive GHG assessment of direct and indirect emissions across all operations (corporate and franchise) which the Company initiated in 2020. The assessment showed that the Company's GHG emissions totalled over 24 million tonnes of CO_2e in 2019 (baseline), with the vast majority (over 95%) resulting from Scope 3 (indirect GHG emissions), which is typical in the grocery retail sector. The Company submitted its targets for validation to the Science Based Targets initiative and received validation of its near-term targets in the first quarter of fiscal 2024, becoming the first national grocery retailer in Canada with validated GHG reduction targets. Specifically, the Company is committing:

Near-term targets:

- Scope 1 & 2 (absolute target): to reduce absolute Scope 1 and Scope 2 GHG emissions by a minimum of 55.0% by 2030 from a 2019 base year (a reduction of 5% in emissions per year).
- Scope 3 (supplier engagement-based target): that 64% of the Company's suppliers, by spend, will set science-based reduction targets on their Scope 1 and 2 emissions in five years, and the Company commits toward achieving a 28% reduction by 2030 in emissions from fuel sold.

Long-term targets:

- Achieve net zero in Scope 1 & 2 emissions by 2040 and net zero in Scope 3 emissions by 2050.

Scope 1: All direct emissions released from operations (such as fuel emissions from owned vehicle fleet and refrigerant emissions from stores); Scope 2: Indirect GHG emissions from consumption of purchased energy (e.g. electricity); Scope 3: Indirect GHG emissions not covered in Scope 2 that occur throughout the value chain.

Performance against these targets is updated annually in the SBR (**www.sobeyssbreport.com**).

Phase One of the Company's Climate Action Plan runs from fiscal 2024 to fiscal 2026. Over the past year (Year Two of the Climate Action Plan), the Company has continued to take steps to decarbonize its business by focusing on emissions generated at its retail stores, warehouses and offices. Since launching the plan, the Company has invested approximately $91 million in carbon-reduction projects, with a main focus on reducing emissions from refrigeration and improving energy efficiency.

Additionally, the Company acknowledges that climate change may pose an adverse impact to its business, including to its stores, offices, warehouses and supply chain, and governmental agencies may introduce additional regulatory measures. In fiscal 2023, the Company completed a scenario analysis on its operational footprint, identifying and describing its management approach to climate-related risks and opportunities in alignment with the recommendations of the TCFD framework. The Company's inaugural TCFD Report was released as part of its 2023 SBR. The TCFD-aligned Report has been updated and will be released as part of its 2025 SBR.

To achieve the Company's Scope 3 supplier engagement target, in fiscal 2023, it launched the CDP Supply Chain program for its top suppliers by spend. This program provides tools to suppliers to support measuring GHG emissions, target-setting, and tracking progress towards decarbonization within their operations. The program is used by the Company to track progress against the Company's supplier engagement target by suppliers disclosing their climate related data through the CDP program. In fiscal 2025, the Company engaged more than 300 of its top suppliers through the CDP program. To support the Company's Scope 3 target of achieving a 28% reduction in emissions from fuel sold at its filling stations by 2030, the Company continues to comply with the National Clean Fuel Regulations and to collaborate with its fuel suppliers, including plans to increase the availability of lower carbon-intensity fuel.

Food Waste: In fiscal 2025, the Company has reduced food waste per square foot in its retail stores by 45% since 2016. The Company operates a national partnership with Second Harvest, Canada's largest food rescue organization, to divert food destined for landfill across all grocery banners, distribution centres and the Voilà Customer Fulfilment Centres ("**CFC**") in English Canada. Through one centralized platform, the food rescue program enables the Company's stores to divert surplus food from landfills to offer more access to fresh, healthy food to Canadian families in need. In addition to the Company's partnership with Second Harvest, stores in Quebec take part in the programme de récupération en supermarchés ("**PRS**") to reduce food waste. As a result of its expansive deployment of the food rescue program, the Company was named the top food rescue partner by Second Harvest for three consecutive years (2022-2024), rescuing nearly 30 million pounds of food in calendar 2024. The Company also offers the Food Hero app enabling consumers to access perishable products at discounted prices while reducing food waste at the same time. Initially launched in Quebec, the Company rolled out the app across English Canada in fiscal 2025, extending its reach to more than 850 stores nationally.

Products Pillar

As a food retailer, ensuring the safety and sustainability of products is a top priority. The Company is committed to using its scale and influence responsibly, by taking steps to partner with suppliers and source more products that fulfil the growing customer demand for ethical and sustainable products. Key focus areas on ethical and sustainable sourcing include:

Ethical and Sustainable Sourcing: In fiscal 2025, the Company gathered input from internal and external stakeholders to further strengthen the Company's human rights due diligence practices and address risks in the Company's supply chain, with a focus on forced labour and child labour. The Company filed its second Fighting Forced Labour and Child Labour Report, in compliance with federal legislation. Steps taken include reviewing and assessing policies and management systems and providing human rights training from a third-party to key stakeholders. Additionally, all Own Brands suppliers were contacted to provide information, including third-party audit reports, in-house programs and policies, on what is in place to help verify that forced labour and child labour do not take place in their network. For categories with identified risks (including at-risk commodities or country of origin), the Company encouraged Own Brands suppliers to provide Sedex Members Ethical Trade Audit ("**SMETA**") reports, which are housed in the Company's internal database.

Animal Welfare: Building on the publication of the Company's Animal Welfare Statement in fiscal 2023, the Company has been developing programs and sourcing guidelines to help supplier partners align with these policies. As part of the commitment to continuous improvement, the Company is working to update animal welfare commitments and develop protein-specific sourcing guidelines. The Company continues to develop guidelines in collaboration with supplier partners and other stakeholders. The Company will focus on addressing protein-specific welfare issues and, where feasible, introduce updated, measurable, time-bound and achievable commitments towards higher welfare products.

Sustainable Palm Oil: The Company has set a goal to source as close to 100% certified sustainable palm oil as possible in Own Brands products by December 31, 2025, as defined by the Roundtable on Sustainable Palm Oil ("**RSPO**") standard. Governed by the Company's Sustainable Palm Oil Policy, the approach is to ensure suppliers meet the Company's standards including an annual survey and validating supplier certifications. The Company continues to work with suppliers to adopt sustainable palm oil practices and obtain RSPO-certified palm oil.

Sustainable Seafood: Launched in fiscal 2023, the Company's Seafood Metrics initiative, managed by the Sustainable Fisheries Partnership, aggregates and tracks information on governance quality, target stock health, human rights risks, and environmental impacts in fisheries. This helps businesses evaluate the sustainability impacts of fish and seafood products, understand the effectiveness of existing improvement efforts, and prioritize future opportunities. Seafood Metrics also serves as a traceability program for the Company's seafood supply chain by enabling suppliers to report on place of origin. Through Seafood Metrics, as well as the Company's Ocean Wise recommendation program, the Company aims to empower customers to make informed decisions about the seafood they source and promote more sustainable practices in the industry. The supply chain insights that this program is providing will enable the Company to create an updated version of seafood sourcing guidelines.

Local Food: The Company strongly supports local producers, growers and suppliers across Canada and looks to collaborate with local entrepreneurs who demonstrate sustainable innovations. As at the end of fiscal 2025, through its Field Merchandising team, the Company added 11,862 products from local suppliers.

Reporting and disclosure

To ensure consistent, accurate and complete data, the Company has established a robust process which is applied to all ESG disclosures effective as of fiscal 2022. In fiscal 2022, the mandate to the Audit Committee of the Company's Board of Directors was updated to include reviewing applicable metrics and information contained in its annual SBR. As the regulatory landscape related to ESG disclosures continues to evolve, the Company is closely monitoring these changes to ensure alignment with the standards issued by the International Sustainability Standards Board. The Company intends to fully align with the IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information and IFRS S2 Climate-related Disclosures as endorsed by the Canadian Sustainability Standards Board when required by the Canadian Securities Administrators.

Social

The Company's People pillar aims to deliver a more inclusive workforce and to build healthier communities as described below.

Community Investment

The Company's Community Investment strategy is focused on nourishing Healthy Bodies and Healthy Minds. Ensuring more Canadians have access to healthy and affordable food, nutrition education and helping more children and youth receive mental health support at an early stage means Healthier Tomorrows for more Canadians. A healthy body and a healthy mind go hand-in-hand, and the partnerships that fall under this strategy support a family's whole well-being, including both physical and mental health. In fiscal 2025 the Company raised and donated more than $25 million to support hundreds of charitable organizations at a national, regional, and local level.

The Community investment strategy framework consists of three streams of giving:

- Strategic partnerships and initiatives centred on Healthy Bodies and Healthy Minds;
- Regional donations via Community Action Fund online application; and
- Local donations via individual stores and community discount gift card program.

Launched in March 2020 the Community Action Fund (the "**Fund**") was established to empower the Company's store teams to support their local communities. In fiscal 2025, the Fund continued to make a local impact by donating more than $700,000 to close to 200 community organizations supporting Healthy Bodies, Healthy Minds and support during local climate-related weather events. Funds donated reached more than 128,000 Canadians in communities from coast to coast.

In fiscal 2022 the Company launched the Healthier Tomorrows Individual Giving Program. Teammates can donate directly from their paycheque to support their choice of over 30 charities across Canada. The program is voluntary and provides a convenient way for teammates to support the local community. To date, the program has raised and donated almost $700,000.

The Company's Community Investment strategy is fully integrated with its DE&I strategy, ensuring the ways the Company is fostering healthy bodies and minds is also focused on supporting Black, Indigenous and other under-represented communities.

Healthy Bodies: Highlights to reducing barriers to access healthy and affordable food include:

- The Company continued its longstanding commitment to support more than 500 food banks, local programs and food networks in 900 communities across Canada. The annual Holiday Food Bank in-store fundraiser raised and donated more than $7.6 million to support the growing demand on local food banks.
- Through an award-winning partnership with Special Olympics Canada, thousands of athletes were empowered through online nutrition education programming. National Family Health Forums were held on the topics of nutrition, mental well-being and physical well-being. These sessions reached nearly 400 athletes, coaches, volunteers and caregivers.
- In March 2025 the Company held the Make Happy Tummies in-store campaign in support of The Grocery Foundation. Together with customers and store networks in Atlantic Canada, Ontario and Western Canada, $2.5 million was raised and donated for over 1,500 schools.
- The Company partnered with La Tablée des Chefs across the country, increasing access to healthy and affordable food. Through $1.0 million of support, 15,000 young Canadians participated in food education programming where they enjoyed 200,000 meals. The Solidarity Soup program additionally provided 300,000 bowls of soup to students in under-resourced elementary schools.
- In Quebec, IGA continued its longstanding partnership with Fondation Charles-Bruneau. To date, more than $12 million has been raised and donated to support initiatives such as Project VIE, a collaboration with the CHU Sainte-Justine focused on healthy eating habits for children receiving chemotherapy.

Healthy Minds: Through the Family of Support Child & Youth Mental Health Initiative ("**Family of Support**"), the Company continues to support programs that help kids and families access the mental health support they need at an early stage.

The partnership with the Sobey Foundation and Canada's Children's Hospital Foundations was the Company's inaugural investment for Family of Support in 2020, resulting in close to $22 million raised to date for 13 children's hospital foundations across Canada. Inspired by the Sobey family's decade-long legacy in mental health investments and the Company's longstanding partnerships with children's hospital foundations, this transformative joint effort has begun to make a positive impact, resulting in shorter wait times for accessing support or transitioning between services. The initiative has made critical strides in its first four years. Funding through Family of Support has made the following possible: 49 treatment spaces, approximately 60,000 assessments, approximately 13,000 people trained and more than 93,000 patients served. The Company's 2024 Partner Impact Report will be released in September 2025. In addition to shorter wait times for accessing support or transitioning between services, children's hospitals anticipate the following outcomes: fewer patients reaching crisis stage, and more hospital visits averted (both Emergency Department and inpatient); new evidence-based treatments for mental illness that achieve better responses; improved patient and family satisfaction with care; and increased understanding of mental health in both clinical and community settings, and improved ability to respond to young people's needs in those contexts.

In fiscal 2022, the Company announced Kids Help Phone ("**KHP**") as a new partner in the Family of Support Initiative. Funding is supporting two community-based mental health programs from KHP, RiseUp and Finding Hope. Finding Hope: Kids Help Phone's Action Plan for Supporting First Nations, Inuit, and Métis Young People introduced specialized programs and service features for Indigenous youth. RiseUp: Kids Help Phone's Action Plan for Supporting Black Youth expanded programs and services tailored to African, Caribbean, and Black youth.

Diversity, Equity and Inclusion

The Company is committed to DE&I for teammates, suppliers, and customers across the communities the Company serves. This commitment is fueled by the Company's purpose and values, and is critical to inclusive workplaces, customer experiences, and empowering community partnerships for generations to follow. As a family nurturing families, DE&I is embedded into everything the Company does to drive change.

The Company's DE&I strategy for fiscal 2024 to fiscal 2026 is focused on embedding DE&I into everything the Company does to build healthier and thriving workplaces, customer experience, and communities. The strategy is comprised of three commitments, supported by annual priorities and three-year goals with solid governance and endorsement by the Company's HR Committee and Board. The DE&I strategy and annual priorities are governed by the CEO with active executive leadership, including a DE&I Executive Council, the Executive Leadership Committee and a national DE&I Council, with representation from a diverse group of senior leaders from across the Company. Additional steering committees have been formed to set direction and govern key priorities set forth in the plan, such as Supplier Diversity, Indigenous Relations, Women's Inclusion, and Francophone Inclusion. The Company takes an inclusive approach, listening and learning from teammates and stakeholders, to inform priorities and ensure progress is made.

In fiscal 2025, the Company had a KPI for DE&I which measures progress against fiscal priorities, and is included in the Company's fiscal 2025 STIP. This KPI has reinforced the Company's commitment to DE&I, and the role that leaders and teammates play to create systemic and sustainable change.

Over the last year, progress has been made against each of the three commitments:

Better Workplace: The Company embraces all unique perspectives and being inclusive of Empire's diverse mix of teammates. This commitment focuses on fostering an inclusive environment, building diversity of teams, and taking action to ensure an equitable experience. The Company takes a holistic approach to Inclusion through capability building, inclusion structures, and addressing processes and procedures. A key enabler is cultivating a speak-freely environment for all teammates to share openly and honestly and address the systemic inequities hindering a fair and equitable workplace. Inclusion structures have also been launched enterprise wide with 215 Inclusion Activators, which is a volunteer network, comprised of internal teammates representing Franchise, Corporate, Distribution Centres, Customer Fulfillment Centres and Corporate offices. Inclusion Activators are accountable to support the integration of DE&I initiatives, raise awareness to programs and initiatives and gather insights from teammates across the business.

A continued focus in fiscal 2025 has been monitoring the progress of Better Workplace through the DE&I index included in the employee experience survey. The index for fiscal 2025 was 75%, which is on par with the Canadian Retail norm.

The Company's objective is to advance diversity at a Company level to be reflective of the customer base it serves across the country. The Company will take a team-by-team approach, identifying opportunities to improve diversity at team level, to grow overall diversity across the Company, and to fully realize the benefits of diversity. The Company will continue to advance diversity at a Company level, focusing on improving women and visible minorities in leadership and store management positions and improving the equitable experience for persons who self-identify as Indigenous Peoples, 2SLGBTQIA+, and Persons with Disabilities. The Company has internal goals aligned to the 3-year strategy.

To improve diversity on teams, several initiatives are in place, including actions to mitigate bias in hiring, performance, and succession processes, as well as actions to expand the diversity of external talent pools with a focus on marginalized groups. Expectations to broaden the diversity talent slates have been established, both within the Company and with third-party recruitment agencies. The Company continues to work with organizations, such as BlackNorth Initiative, Community Economic Development and Employability Corporation ("**CEDEC**"), JVS Toronto, the Onyx Initiative, Canadian National Institute for the Blind ("**CNIB**"), Communities Future Treaty 7, and Pictou Landing First Nation. The Communities Future Treaty 7 partnership has resulted in hiring the inaugural cohort of Indigenous student interns. The employment partnerships are critical to advancing the diverse workforce and creating better workplaces. To support the growth and development of a diverse talent pipeline, the Company has continued to invest in mentorship, the Women's Inclusion Network and early careers programs, while leveraging succession planning, high potential development, and annual store management trainee programs to further improve the diverse talent pipeline.

In fiscal 2025, the Company continued its focus on listening and learning to co-create action plans that would contribute to cultivating a fair, equitable, and inclusive environment for teammates. Listening series were held to hear from teammates who identify as Indigenous Peoples, Visible Minorities, 2SLGBTQIA+, Persons with Disabilities, Newcomers, and Francophone teammates. The employee experience for equity-deserving groups has improved by 1% in fiscal 2025, and the gap has narrowed between equity-deserving groups and the overall employee population by 1%.

Better Customer Experiences: The Company recognizes the importance of embedding DE&I into everything it does, including creating an inclusive customer experience and meeting and reflecting the diverse needs of the Company's customers. Inclusive experience is seeing diversity and inclusion reflected in teams, stores, and products on the Company's shelves. A key focus in fiscal 2025 has been continued investment in the multicultural strategy, which focuses on meeting a broad array of customer needs through product assortment, merchandising and marketing programs, supported by awareness and education for store teammates.

Channeled through Strategic Sourcing and Local Development teams, the Company has implemented a Supplier Diversity strategy to support underrepresented communities and businesses in the supply chain. This work helps to ensure the Company reflect and support its diverse customers and communities, drive innovation and growth, and foster a resilient, sustainable supply chain.

Better Communities: The Company plays a far-reaching role within and across the 900 communities it serves. The Company's partnership with the Canadian Council for Indigenous Businesses ("**CCIB**") has been instrumental in guiding the path forward for the Company's commitment towards Reconciliation and Indigenous Relations. In fiscal 2025, the Company completed Phase 3 of CCIB's Partnership Accreditation for Indigenous Relations ("**PAIR**") Certification. The certification process confirms corporate performance in Indigenous Relations at the bronze, silver, or gold level, indicating the Company is a good business partner, a great place to work, and committed to prosperity in Indigenous communities. The Company is the first and largest retail organization to participate in the PAIR certification process, the Company's partnerships with the Kids Help Phone program, Finding Hope, and providing support to First Nations, Métis, and Inuit Youth through an action plan focused on wellness and engagement.

The Company recognizes that what gets measured gets done and measuring DE&I efforts is critical to ensure success and drive accountability. In addition to the annual KPI, leaders set DE&I goals to contribute to one or more of the three DE&I commitments. In fiscal 2025, over 92% of leaders director-level and above set DE&I goals. The Company reinforces the business benefits through DE&I goals by creating opportunities for leaders to deepen their understanding of how to build DE&I into business priorities to drive business success together.

The Company continues to monitor diversity representation progress through self-identification participation. The self-identification process enables a better understanding of overall workforce demographics. Participation is voluntary; therefore, the results represent only those who have participated and may not entirely represent the diversity in senior leadership positions.

As of May 3, 2025, 2 of 7 executive officers of the Company (29%) are women, and 1 of 7 (14%) self-identify as members of visible minority groups. Over the last year, the senior leadership group, which includes vice president and higher, has slightly increased to approximately 39% women, representing an increase of 5.4%, and director-level representation has decreased slightly to approximately 40% women, representing a decreased growth rate of 2.4%. Within the Company's senior leadership group, 9% self-identify as members of visible minority groups and 1% as Indigenous Peoples.

Governance

Oversight of the Company's ESG strategies is through the Executive Leadership Team and the Board. The Board has delegated certain ESG responsibilities to the Corporate Governance & Social Responsibility Committee, the HR Committee and the Audit Committee, which are each briefed on applicable ESG issues on a regular basis. The Corporate Governance & Social Responsibility Committee is briefed at each meeting on ESG issues and reviews the Company's SBR, the HR Committee reviews all people aspects of ESG including DE&I and the Audit Committee reviews the applicable metrics and information contained in the Company's SBR.

The three pillars are governed and managed at the senior levels of the Company through dedicated internal teams including the Executive Leadership Team, the Operational Committee, the Sustainable Business Council, Sustainability team, the DE&I Council, and various working groups focused on specific topics within the strategies. The Company also has various internal teams dedicated to ensuring continued progress against key ESG performance indicators, including a Corporate Sustainability team.

Stakeholder Engagement

The Company recognizes the importance of strong and consistent engagement with our stakeholders. Management proactively engages on a year-round basis with a wide range of stakeholders, including shareholders, fixed income investors, proxy advisory firms, and prospective shareholders, among others.

Our investment community engagement takes various forms such as non-deal roadshows, and individual meetings in-person, on video or over the phone with the CEO, CFO and other members of management. The Company also has ordinary course quarterly conference calls and webcasts, news releases, general and industry-specific investor conferences with various members of management present, store tours, distribution centre tours, Voilà CFC tours and routine discussions with our Investor Relations department.

Communicating with Us

Shareholders, employees and other stakeholders can contact the Board directly by writing to our Executive Vice President, Chief Development Officer, General Counsel and Corporate Secretary or the Chair of the Board, or by emailing our Board email address. In addition, stakeholders may direct any inquiries regarding financial results, strategy and business and operations to the Empire Company Investor Relations team via email at **investor.relations@empireco.ca**.

By mail:

Doug Nathanson
Executive Vice President, Chief Development Officer,
General Counsel & Corporate Secretary
Empire Company Limited
115 King Street
Stellarton, Nova Scotia
B0K 1S0

James M. Dickson
Chair of Empire Company Limited
Empire Company Limited
115 King Street
Stellarton, Nova Scotia
B0K 1S0

By email:

board@empireco.ca

Strategic Planning

Management is responsible for the development and implementation of corporate and business unit strategic plans, including continuously assessing the key opportunities and risks for the business. The Board is responsible for setting the long-term goals and objectives for the Company, the adoption of a strategic planning process, and the annual approval of the strategic plans developed by management. The Board also monitors senior management's implementation of the plans and assesses the achievement of the Company's goals and objectives on an ongoing basis. In October 2022, the Company's long-term strategic ambition and three-year plan to execute on this ambition were presented and approved by the Board. This strategy is based on key focus areas including continued focus on stores through investments in capital and improved store process and technologies, enhanced focus on digital and data through e-commerce expansion, and personalization and loyalty through *Scene+*, and improving overall efficiency and cost control. Management has progressed in executing against this strategy, as well as continuously reviewed strategic plans against the current market environment and business context to ensure the strategy remains fit for purpose. In October 2024, management presented an updated view of the Company's three-year strategic plan to the Board, which builds on the initial plan and incorporates an updated market study, as well as a refreshed view of key strategic initiatives and priorities.

Risk Management

The Board has overall responsibility for assessing the principal risks facing the Company, ensuring the implementation of the appropriate strategies and systems to manage such risks, and reviewing any material legal matters relating to the Company as a whole or its investment in any major operating company. The Audit Committee periodically reviews the Enterprise Risk Management ("**ERM**") framework as recommended by management, assesses the adequacy and completeness of the process for identifying and assessing the risks facing the Company and ensures that primary oversight for each of the key risks identified in the ERM framework is assigned to the Board or one of its committees. The Audit Committee reports its conclusions and recommendations to the Board on a regular basis.

The primary purpose of ERM is to enable systematic risk management across the Company in order to achieve and sustain optimal business performance. To that end, ERM is and will continue to be a dynamic, iterative and ongoing process in alignment with, and in support of, our strategic priorities and objectives.

Enterprise-wide risks generally fall into four broad categories:

1) Strategic Risks

These risks are closely linked with Company strategy and the external marketplace, as well as the political, economic and social environment, and can have a significant impact on business performance. Examples of such risks include:

- Competitive Environment;
- Macroeconomic Environment;
- Loyalty Program; and
- Franchisee and Affiliate Relationships.

2) Financial Risks

These risks are linked to Company cash flow and related impacts to financial performance outcomes. Examples of such risks include:

- Interest Rate Risk;
- Liquidity Risk;
- Credit Rating; and
- Foreign Currency.

3) Regulatory and Compliance Risks

These risks are linked to the regulatory environment that the Company operates within. Examples of such risks include:

- Product Safety and Security;
- Environmental Regulation;
- Health Care Reform;
- Occupational Health and Safety; and
- Legal, Taxation and Accounting.

4) Operational Risks

These risks arise from the day-to-day execution of the strategy and from decisions that management makes on a regular basis to ensure that the Company delivers on financial performance targets. Examples of such risks include:

- Cybersecurity;
- Data Protection and Information Management;
- Technology;
- Product Costs;
- Business Continuity;
- Supply Chain Disruptions;
- Climate Change;
- Environmental;
- Talent Attraction and Retention;
- Labour Union Relationships;
- Ethical Business Conduct;
- Social;
- Real Estate;
- Utility and Fuel Prices;
- Free Trade;
- Pension Plans; and
- Insurance.

As part of the ERM process, the Company has worked to identify, assess, manage and report on risks through the ongoing ERM process, including identification and ranking of material risks and establishing clear executive ownership in each case. In addition, processes are in place to facilitate effective oversight by establishing risk appetite statements, key risk indicators, treatment action plans, dashboards and review cadence for risks identified as material. The key risks have been, and continue to be, embedded in the business and strategy discussions at the Board and/or committee meetings. To this end, the senior leadership of the Company conducts, annually, a comprehensive assessment of the Company's effectiveness in managing existing/known risks, and identification and discussion of emerging risks.

The senior leadership of the Company fosters a strong risk management culture across the entire organization through the development and maintenance of business continuity and crisis management plans as key enablers to effectively respond to unforeseen events.

As part of effective governance, senior management reviews and discusses operational performance and risks with the Audit Committee and the Board at the quarterly Audit Committee and Board meetings. For example, cybersecurity risk is one of multiple risks categorized as material, with management reporting to the Board through the Audit Committee on a quarterly basis. The Board continues to provide ongoing oversight, directly and through its committees, over large investments and initiatives.

See the Company's fiscal 2025 Management's Discussion and Analysis for a broader discussion of the Company's risk management and mitigation.

Section 5.

Board of Directors' Compensation

Director Compensation Philosophy and Process

The philosophy of the Company's director compensation program is to provide compensation to attract and retain qualified directors to serve on the Board and to align their interests with the interests of shareholders. The Company's approach is designed to encourage directors to make decisions and take actions that will create long-term sustainable growth and result in long-term shareholder value creation.

To accomplish continued growth and expansion of the business, while discouraging excessive risk-taking, the director compensation program has been designed, under the direction of the Corporate Governance & Social Responsibility Committee, based on the following principles:

- Provide directors with compensation that is market competitive;
- Attract and retain leadership talent required to drive results;
- Align directors' interest with those of our shareholders;
- Reflect high standards of good governance; and
- Be easily understood by our shareholders.

While directors of the Company are automatically appointed directors of the Company's wholly-owned subsidiary, Sobeys, they receive no additional compensation for so serving. The companies are treated as one for all practical purposes.

Director Compensation Review

The Corporate Governance & Social Responsibility Committee annually reviews the current director compensation against director compensation paid in its comparator group together with other publicly available information and recommends adjustments to the Board, which in turn recommends director compensation to shareholders for approval at the Meeting. The comparator group used for director compensation is listed below.

COMPARATOR GROUP	
Alimentation Couche-Tard Inc.	Loblaw Companies Limited
Canadian Tire Corporation Limited	Lululemon Athletica Inc.
Dollarama Inc.	Metro Inc.
George Weston Limited	Saputo Inc.

The director compensation structure currently consists of a base annual retainer and a committee retainer for each committee on which the director serves. Directors who serve as committee chairs are paid an additional committee chair retainer. The board chair receives an all-inclusive fee.

For its 2024 review of director compensation, in April and May 2024, the Corporate Governance & Social Responsibility Committee retained the services of Meridian Compensation Partners, Inc. to review trends and practices in director compensation and report on compensation to the Corporate Governance & Social Responsibility Committee. Following its review, the Corporate Governance & Social Responsibility Committee recommended that for the 12-month period beginning September 12, 2024 the base annual retainer be increased to $235,000, the committee retainers and committee chair retainers be increased by $5,000 and the board chair's all inclusive fee be increased to $500,000.

As an independent advisor, Meridian Compensation Partners, Inc. did not provide any services for the direct benefit of management.

COMPENSATION CONSULTANTS' FEES	Meridian Compensation Partners, Inc.	
	Fiscal 2025	Fiscal 2024
Executive Compensation-Related Fees – Board Compensation	$ 21,692	$ 1,359

Following its 2025 review of director compensation, the Corporate Governance & Social Responsibility Committee recommended that no change be made to director compensation for the 12-month period beginning September 11, 2025.

Directors' Fees

During fiscal 2025, directors of the Company who were not employees of the Company or its subsidiaries received the following compensation for participating as a member of the Board and its committees.

DIRECTORS' FEES[1]		2025		2024
Board Chair's Retainer	$	500,000	$	450,000
Directors' Retainer	$	235,000	$	225,000
Committee Chairs' Additional Retainer				
• Audit	$	35,000	$	30,000
• Human Resources	$	30,000	$	25,000
• Corporate Governance & Social Responsibility/Nominating[2]	$	20,000	$	15,000
Committee Members' Additional Retainer				
• Audit	$	10,000	$	5,000
• Human Resources	$	10,000	$	5,000
• Corporate Governance & Social Responsibility/Nominating[2]	$	10,000	$	5,000

Notes:

1) The 2025 fees were approved at the Annual General Meeting in September 2024 and are applicable as of September 12, 2024. Any meetings occurring after May 4, 2024 (Empire's fiscal year-end) but prior to September 12, 2024 were paid using the fiscal 2024 approved fees as listed above. Directors who are not residents of Canada are paid their director fees in USD. For example, for such directors their base directors' retainer beginning September 12, 2024 was $235,000 in USD.
2) Committee members who served on both the Corporate Governance & Social Responsibility and Nominating Committees are paid one retainer covering both committees.

Directors' Deferred Stock Unit Plan

Since fiscal 2001, the Company has maintained the Directors' Deferred Stock Unit Plan ("**DSUP**") for its directors who are residents of Canada. Directors who are residents of the United States were added in March 2008 and effective January 1, 2011, the Company had a DSUP available to all directors regardless of place of residence. Under the DSUP, directors may elect to receive all or any portion of their fees in DSUs in lieu of cash. A DSU is a bookkeeping entry equivalent in value to a Non-Voting Class A share. The number of DSUs received is determined by the market value of a Non-Voting Class A share on the quarterly directors' fee payment date. Additional DSUs are received as dividend equivalents. DSUs cannot be redeemed for cash until the holder is no longer a director of the Company. The redemption value of a DSU equals the market value of a Non-Voting Class A share at the time of redemption, in accordance with the DSUP. On a quarterly basis, the Company values its DSU obligation at the current market value of a share and records any increase in the DSU obligation as an operating expense.

Directors' Share Ownership Requirement

In order to align the interest of directors with those of the Company's shareholders, the Board has determined that share ownership (any combination of Non-Voting Class A shares, Class B common shares and DSUs) of at least three times the base directors' retainer is appropriate for the directors of the Company, with the exception of the CEO for whom a different requirement has been set by the Board (for further information on the share ownership guidelines applicable to the NEOs of the Company see the section of this Circular entitled "Compensation and Risk – Share Ownership"). The Board has established a requirement that all directors must take a minimum of 50% of their total fees in DSUs until this threshold is achieved and at any time their ownership declines below the threshold. Given the requirement for directors to take a certain percentage of their total fees in DSUs until their share ownership threshold is met, the Board does not believe it is necessary to require directors to purchase shares on the open market. All directors are expected to achieve the threshold within five years of starting their Board service. All directors meet the threshold or are in compliance with the requirement to achieve the threshold within five years of starting their Board service by receiving a minimum 50% DSUs until the threshold is met. After the threshold is met, directors are recommended to take a minimum of 25% of their total fees in DSUs.

Compensation Paid in Fiscal 2025

The following table details the remuneration paid to the directors during the fiscal year ended May 3, 2025. In accordance with Company policy, directors who are employees of the Company are not entitled to receive remuneration for their services as directors.

REMUNERATION OF EMPIRE DIRECTORS(1)		
Director	Total Directors' Retainer(2)	% of Total Fees Allocated to DSUs
Michelle Banik	$ 239,643	50%
Cynthia Devine	247,857	100%
James M. Dickson	482,143	0%
Sharon Driscoll	281,071	100%
Gregory Josefowicz(3)	267,857	100%
William Linton	247,857	50%
Lisa Lisson(4)	202,679	50%
Martine Reardon(3)	266,071	50%
Frank C. Sobey	239,643	100%
John R. Sobey(5)	81,429	100%
Karl R. Sobey	239,643	0%
Paul D. Sobey	239,643	0%
Rob G.C. Sobey	247,857	25%
Martine Turcotte	239,643	50%

Notes:

1) Remuneration refers to the compensation paid to the directors during the fiscal year ended May 3, 2025, paid either in cash or DSUs.
2) From May 4, 2024 to September 11, 2024, director remuneration was based on the fees approved at the September 12, 2024 Annual General Meeting of Shareholders. From September 12, 2024 to May 3, 2025, director remuneration was based on the fees approved at the September 12, 2024 Annual General Meeting of Shareholders.
3) Directors who are not residents of Canada are paid their director fees in USD. For example, for such directors, beginning in September 2024 their base Directors' Retainer for a member of one committee in fiscal 2025 was $235,000 in USD. For fiscal 2025, using an average exchange rate of $1.4030, Mr. Josefowicz, Ms. Lisson, and Ms. Reardon's total remuneration in CAD was $375,594, $284,636 and $373,116, respectively.
4) Lisa Lisson was appointed to the Board effective June 21, 2024.
5) John R. Sobey retired from the Board at the September 12, 2024 Annual General Meeting.

Compensation paid to Michael Medline in his capacity as an NEO of the Company is disclosed in the section of this Circular entitled "Compensation of Named Executive Officers".

Section 6.

Board Committee Reports

Audit Committee Report

Members as of May 3, 2025:

Sharon Driscoll (Chair)	**William Linton**	**Martine Reardon**	**Paul D. Sobey**

The Audit Committee mandate is available on the Company's website at www.empireco.ca within the Governance section. All members of the Audit Committee are financially literate and independent. Additional information about the Audit Committee can be found in the Empire Annual Information Form for the fiscal year ended May 3, 2025. The Audit Committee met four times during fiscal 2025.

The Audit Committee is responsible to the Board for the oversight of policies and practices relating to the integrity of financial and regulatory reporting as well as internal controls to achieve the objectives of safeguarding corporate assets, reliability of information and compliance with policies and laws. The Audit Committee is also responsible for oversight of internal audit and enterprise risk management.

In fiscal 2025, in accordance with its mandate, the Audit Committee undertook the following:

Financial Management and Reporting:

- Reviewed and recommended to the Board approval of the Company's interim and annual financial statements, Management's Discussion and Analysis, dividend payments and quarterly financial and material news releases;
- Reviewed the financially related disclosures contained in the Annual Report and Annual Information Form;
- Reviewed the corporate disclosure policy and disclosure committee mandate;
- Monitored the disclosure controls and procedures and the design of internal controls on financial reporting;
- Ensured the effective operation of a system for the appropriate receipt and review of any complaints regarding accounting, internal accounting controls, or auditing matters, including the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
- Reviewed applicable metrics and information contained in the Company's Sustainable Business Report;
- Reviewed and recommended to the Board approval of the renewal of normal course issuer bid;
- Provided advice on CFO succession planning; and
- Reviewed the status and adequacy of the Company's efforts to ensure its businesses are conducted and its facilities are operated in an ethical and legally compliant way, and recommended to the Board, for approval, policy changes and program initiatives considered advisable.

External Auditor:

- Ensured that the external auditor is registered with the Canadian Public Accountability Board and that the lead partner and other partners fulfil the rotation requirements;
- Reviewed and confirmed that the relationship between the external auditor and Company management is independent;
- Reviewed the annual audit plan from the external auditor;
- Recommended to the Board the external auditor to be nominated for appointment;
- Recommended to the Board the compensation of the external auditor;
- Reviewed external auditor's performance against agreed upon audit quality indicators;
- Pre-approved all non-audit services by the Company's external auditor where appropriate;
- Reviewed, with the external auditor and management, all major accounting policies and practices adopted or proposed, significant risks and uncertainties, and key estimates and judgments; and
- Reviewed the quarterly and annual audit reports with the external auditor.

The Audit Committee monitors and reviews the independence of the auditor on an ongoing basis. The Audit Committee has reviewed the independence and performance of PricewaterhouseCoopers LLP following the completion of their tenth year as external auditor of the Company. Based on this review it has recommended to the Board that they be reappointed. A policy that requires the pre-approval of engagements for services of the external auditor has been implemented and, during the pre-approval process, it is considered whether the nature and extent of these services is compatible with maintaining the independence of the external auditor. It has been concluded that the independence of PricewaterhouseCoopers LLP has not been compromised by the services provided.

Internal Audit:

- Reviewed and approved the Internal Audit function's strategy;
- Reviewed and approved the Internal Audit Charter, ensuring that the Internal Audit function is independent and has the access and authority to carry out its mandate;
- Reviewed and approved the Annual Plan including the sufficiency of resources to carry out its mandate;
- Reviewed quarterly reports from, and met *in camera* with, the Vice President and Chief Auditor;
- Reviewed quarterly reports on Ethics Line matters administered by Internal Audit; and
- Oversaw the process for the review of the expenses incurred by the CEO and Board Chair during the fiscal year, as well as corporate aircraft usage and related costs and charges.

Risk Management:

- Reviewed the governance of significant business process change and information technology projects;
- Provided oversight on major information technology projects including transformation of enterprise resource planning environment and payroll and workforce management systems;
- Reviewed the adequacy and quality of the insurance coverage maintained by the Company;
- Reviewed quarterly Enterprise Risk Management reports and reviewed the Enterprise Risk Management framework for the Company and assessed the adequacy and completeness of the process for identifying and assessing the key risks facing the Company including privacy and cybersecurity risk exposure and measures taken to protect the security and integrity of its management information systems and customer data. For more information on risk management, please see the section entitled "Risk Management" of this Circular;
- Reviewed quarterly Environmental Compliance and Litigation Reports;
- Received quarterly Food Safety, Pharmacy, Loss Prevention, and Information Technology Reports;
- Reviewed the Company's major financial risk exposures and management's initiatives to control such exposures; and
- Reviewed the status of compliance with laws and regulations and the scope and status of systems designed to ensure compliance therewith, and received reports from management, legal counsel and other third parties as determined by the Audit Committee on such matters.

Administration:

- Completed the annual Audit Committee self-assessment survey and reviewed the Audit Committee's financial literacy and independence; and
- Reviewed its mandate and recommended any changes to the Corporate Governance & Social Responsibility Committee.

This report is submitted by the members of the Audit Committee:

Sharon Driscoll (Chair), William Linton, Martine Reardon, and Paul D. Sobey

Corporate Governance & Social Responsibility Committee Report

Members as of May 3, 2025:

Martine Reardon (Chair)

Cynthia Devine

Sharon Driscoll

William Linton

Frank C. Sobey

Rob G.C. Sobey

The Corporate Governance & Social Responsibility Committee mandate is available on the Company's website at www.empireco.ca within the Governance section. The Corporate Governance & Social Responsibility Committee is responsible for overseeing and advising the Board on all matters relating to corporate governance and social responsibility.

In fiscal 2025, in accordance with its mandate, the Corporate Governance & Social Responsibility Committee undertook the following:

- Received and discussed governance regulatory and best practice updates together with the evaluations of the Company's corporate governance published by various external parties;
- Received and reviewed updates and recommendations on the Company policies, activities and progress pertaining to environmental, social responsibility and governance issues and initiatives relevant to the Company, including updates on climate action plan, responsible governance, energy management, plastics and packaging, food waste, ethical & sustainable sourcing, human rights and welfare and community investment as well as updates on regulatory and general market developments relating to such matters;
- Reviewed the Company's SBR;
- Conducted and reported on the annual Board assessment consisting of a confidential survey and individual interviews with all directors;
- Reviewed the current size of the Board;
- Recommended to the Board the structure and composition of the Board's committees, considering the Company's statement of principle regarding membership and rotation in such recommendation;
- Reviewed risk allocation among the Board's committees;
- Following a market review of director compensation that commenced in fiscal 2024 the Committee recommended changes to director compensation for the 12-month period beginning September 12, 2024. Reviewed director compensation comparator group and current director compensation against director compensation paid in its comparator group together with other publicly available information and recommended no change for the 12-month period beginning September 11, 2025;
- Reviewed and advised the Board on the independence status of all directors;
- Reviewed and recommended the Management Information Circular to the Board for approval;
- Reviewed, and as necessary recommended revisions to, the mandate of the Board and committees, and the position descriptions for the Board Chair and committee chairs;
- Recommended the appointment of officers for the Company;
- Reviewed Annual General Meeting mechanics; and
- Reviewed the Corporate Governance & Social Responsibility Committee work plan.

This report is submitted by the members of the Corporate Governance & Social Responsibility Committee:

Martine Reardon (Chair), Cynthia Devine, Sharon Driscoll, William Linton, Frank C. Sobey and Rob G.C. Sobey

Nominating Committee Report

Members as of May 3, 2025:

Martine Reardon (Chair)

Cynthia Devine

Sharon Driscoll

William Linton

The Nominating Committee mandate is available on the Company's website at www.empireco.ca within the Governance section. All members of the Nominating Committee are independent directors. The Nominating Committee is responsible for fulfilling the Board's responsibilities relating to the composition of the Board and recruiting new directors.

In fiscal 2025, in accordance with its mandate, the Nominating Committee undertook the following:

- Reviewed the director skills matrix, and compared it to the Company's peers, to ensure alignment with evolving business priorities and determined that the mix of skills of the current directors is appropriate at this time;
- Periodically updated and maintained a list of potential Board candidates in order to be prepared as need arises;
- Reviewed the current composition of the Board, including the experience, tenure and diversity of the members, and continued its ongoing work to identify and, when appropriate, recruit one or more new independent directors;
- Recruited a talented director as a new independent director;
- Monitored and discussed regulatory and other developments concerning Board composition and diversity; and
- Reviewed the Nominating Committee work plan.

This report is submitted by the members of the Nominating Committee:

Martine Reardon (Chair), Cynthia Devine, Sharon Driscoll and William Linton

Human Resources Committee Report

Members as of May 3, 2025:


Gregory Josefowicz (Chair)


Cynthia Devine


Michelle Banik


Karl R. Sobey


Rob G.C. Sobey


Martine Turcotte

The Human Resources Committee mandate is available on the Company's website at www.empireco.ca in the Governance section. All members of the Human Resources Committee are independent, the mandate requirement of having a majority of the members as independent.

The Human Resources Committee assists the Board in its oversight role with respect to:

- The Company's human resources strategy, policies and programs (inclusive of occupational health and safety); and
- Strategic matters relating to the proper utilization of human resources within the Company, with special focus on management succession, development and compensation (inclusive of compensation risk).

In fiscal 2025, the Human Resources Committee, in accordance with its mandate, undertook the following:

- Established short-term and long-term objectives for the CEO and (in consultation with the CEO) executive management and monitored the progress against these objectives;
- Recommended to the Board the appropriate annual compensation for the CEO, having regard to performance and other relevant factors;
- Reviewed and monitored senior leadership succession plans that addresses both planned and unforeseen succession circumstances;
- Created a special committee to oversee the identification and selection of our next CEO and finalized the retirement agreement for the CEO;
- Provided advice to the executive management of the Company in relation to the terms and conditions of employment for senior and executive management, specifically Mr. Medline and Mr. Reindel who announced their retirements at the end of fiscal 2025;
- Reviewed and approved executive compensation disclosure contained in the Company's Circular or as otherwise required by applicable securities laws, including the Compensation Discussion and Analysis;
- Reviewed the comparator group for executive compensation along with other survey data from broader industry samples in assessing the competitiveness of the Company's executive compensation;
- Reviewed and recommended for Board approval overall Company policies in respect of senior and executive management's compensation, which are designed to achieve the growth and profitability objectives of the Company and secure such key employees' long-term organizational commitment, inclusive of minor modifications to the annual and long-term incentive programs and an increase in Share Ownership Guidelines for the CEO from three times to five times base salary;
- Through quarterly management updates monitored, reviewed and provided guidance in respect of the Company's people development initiatives, including the DE&I strategy; talent management and development programs; succession management process; performance management tools; and labour relations strategy and execution;
- Reviewed recommendations of management related to annual salary increases and incentive payments;
- Oversaw the Company's participation in Sobeys or other registered and non-registered pension plans and deferred profit sharing plan governance, as more particularly outlined in pension and deferred profit sharing plan governance structure mandates;
- Reviewed the investment performance, regulatory compliance and plan administration of the Company's pension plans;
- Fulfilled the Board's overall responsibility for occupational health and safety, inclusive of the responsibility of ensuring the Company has integrated the promotion of a safe and healthy work environment into its ongoing business planning and operations; and
- Received and reviewed reports on HR related matters received through the Company's Ethics Line and the DE&I Reporting Line.

This report is submitted by the members of the Human Resources Committee:

Gregory Josefowicz (Chair), Cynthia Devine, Michelle Banik, Karl R. Sobey, Rob G.C. Sobey and Martine Turcotte

Section 7.

Statement of Executive Compensation

LETTER TO SHAREHOLDERS

Fiscal 2025 was a year of disciplined execution, innovation, and resilience. Despite an uncertain economic environment, Empire delivered strong results and continued to invest in long-term growth. Our balance sheet continued to strengthen, we delivered strong, industry-leading same store sales as well as solid top and bottom-line growth Key highlights include:

- Solid earnings, with continued momentum in our core food retail business and disciplined cost management
- Strong performance, with adjusted EPS of $2.98
- Capital discipline, including the repurchase of $400 million in shares and a 9.6% increase in the fiscal 2025 annual dividend
- Operational efficiency, driven by productivity initiatives and SG&A discipline
- Expanding e-commerce reach through new, strategic partnerships with Instacart and Uber Eats
- Continued investment in our communities, including our fifth year of partnership with The Sobey Foundation and Canada's Children's Hospital Foundations helping fund the Family of Support: Child and Youth Mental Health Initiative.

Succession Planning and Executive Transitions

This year marked a pivotal moment in Empire's leadership evolution. On April 24, 2025, the Company announced that Michael Medline intends to retire as President and Chief Executive Officer in May 2026. Michael has been the true embodiment of a resilient, adaptable and courageous business leader since joining Empire in 2017. Not only did he lead the difficult transformation and turnaround of what at the time was a struggling business, he has since steered Empire on its current growth trajectory, delivering immense value for shareholders in a dynamic and ever-changing marketplace.

By thoughtfully giving us a year's notice of his intention to retire, Michael is allowing our Board of Directors the time to conduct a thorough internal and external search for his replacement. With that in mind, and as part of our robust and well-governed succession planning process, our Board has created a special committee to oversee the identification and selection of our next CEO. We are committed to a thorough and thoughtful process that reflects our values, strategic priorities, and long-term vision.

The Board has long prioritized robust succession planning as a cornerstone of our governance framework. Over the past several years, we have worked closely with Michael and the executive team to identify and develop internal and external leadership talent. This proactive approach ensures continuity, preserves institutional knowledge, and supports a seamless transition when change is required.

In consideration of Michael staying until May 2026 and assisting with the transition to a new CEO, the Company and Michael entered into a Retirement Agreement on April 23, 2025. The Retirement Agreement and changes to Michael's fiscal 2026 compensation are described under the sub-heading "Employment Contracts and Retirement Arrangements".

In March 2025, Matt Reindel, Empire's Chief Financial Officer, announced his retirement. We are pleased to welcome Constantine (Costa) Pefanis who joined Empire as CFO in May 2025. Costa brings deep financial expertise and a strong track record in retail and capital markets, positioning him well to support Empire's next phase of growth. The appointment of Costa as CFO and the planned CEO transition in 2026 reflect our commitment to thoughtful, proactive leadership development.

Aligning Pay with Performance

Our executive compensation program is designed to attract, retain, and motivate top talent while aligning with shareholder interests. Compensation decisions are guided by the following principles:

- Pay for Performance: A significant portion of executive compensation is at-risk and tied to financial and strategic performance metrics
- Long-Term Value Creation: Equity-based incentives ensure alignment with long-term shareholder value
- Transparency and Accountability: We are committed to clear disclosure and strong governance practices.

In fiscal 2025, performance-based compensation reflected our achievements in operational efficiency, digital growth, and disciplined capital allocation. The Human Resources Committee exercised discretion to ensure outcomes were fair, competitive, and aligned with our pay-for-performance philosophy.

Incentive Plan Achievements

The overall incentive achievement was above target; specifically, internal targets relating to sales were marginally below target, profitability was achieved and Key Performance Indications ("**KPIs**") were above target. Based on results, the HR Committee and Board of Directors approved a Short-Term Incentive payout at 120% of target for the NEOs.

Fiscal 2025 was the final year of the Performance Share Unit ("**PSU**") grants that were issued in fiscal 2023. The payout value of the PSUs and RSUs was reduced by 10% as the growth in the Non-Voting Class A shares was lower than both Loblaw and Metro, decreasing the three-year PSU achievement from 57.2% to 51.5%.

Looking Ahead

Our Board looks forward to working with Michael and his executive team in the coming year as we remain focused on delivering value to our customers, supporting our communities, and fostering a workplace culture where everyone can thrive. Our compensation framework will continue to evolve to support Empire's transformation, innovation, and long-term growth.

We thank you for your continued trust and support.

Signed "Greg Josefowicz"	Signed "James M. Dickson"
Greg Josefowicz Chair of the Human Resources Committee	**James M. Dickson** Chair of the Board

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

This Statement of Executive Compensation is intended to provide Empire's shareholders with a description of the processes and decisions involved in the design, oversight and payout of its compensation programs for the Named Executive Officers ("**NEOs**") of the Company for the 2025 fiscal year. For the fiscal year ended May 3, 2025, the NEOs were:

- Michael Medline, President & CEO
- Matt Reindel, Executive Vice President & Chief Financial Officer
- Pierre St-Laurent, Executive Vice President & Chief Operating Officer
- Julia Knox, Executive Vice President & Chief Technology and Analytics Officer
- Doug Nathanson, Executive Vice President, Chief Development Officer, General Counsel & Corporate Secretary

Role, Composition and Experience of the Human Resources Committee

The Human Resources Committee's ("**HR Committee**") mandate covers the development and ongoing review of executive compensation programs that reinforce the achievement of the Company's objectives including the establishment of annual base salary levels, the determination of annual Short-Term Incentive Plan ("**STIP**") awards, the determination of awards under the Company's Long-Term Incentive Program ("**LTIP**"), which includes Performance Share Units ("**PSUs**"), Restricted Share Units ("**RSUs**") and Deferred Share Units ("**DSUs**"), where applicable. The HR Committee also has the oversight of succession planning.

The Board has delegated to the HR Committee responsibility for recommending to the Board for approval and implementing compensation policies for Empire and Sobeys executives. For the fiscal 2025 compensation decisions, the HR Committee consisted of the following directors: Gregory Josefowicz (Chair), Michelle Banik, Cynthia Devine, Karl R. Sobey, Rob G.C. Sobey and Martine Turcotte. The Board acknowledges the significance of ensuring the members of the HR Committee have the required experience, knowledge and background in executive compensation, corporate governance, human resources and employee engagement, management of large organizations, change management and transformation. All of the members of the HR Committee are independent within the meaning of applicable securities laws governing the disclosure of corporate governance practices and have gained relevant experience in human resources and compensation matters as described below.

Director	CEO/Senior Executive	Governance	HR/Employee Engagement	Change Management/ Transformation
Gregory Josefowicz	✓	✓	✓	
Michelle Banik	✓	✓	✓	✓
Cynthia Devine	✓	✓	✓	✓
Karl R. Sobey	✓	✓		
Rob G.C. Sobey	✓	✓	✓	✓
Martine Turcotte	✓	✓	✓	✓

For additional information about the experience of Gregory Josefowicz, Michelle Banik, Cynthia Devine, Karl R. Sobey, Rob G.C. Sobey and Martine Turcotte, as well as their role and education, refer to the individual biographies provided in Section 3 of this Circular entitled "About the Nominees for Election to the Board of Directors".

The HR Committee held six meetings in fiscal 2025 and provided regular reports to the Board on its activities and on the policies and practices implemented by the Company's Human Resources department. Further information on the HR Committee is set out in the section of this Circular entitled "Approach to Corporate Governance – Board Committees".

Advisor to the Human Resources Committee

When deemed appropriate, the HR Committee may retain the services of an external executive compensation consultant to provide independent advice and information on:

- The Company's compensation practices and program design;
- Appropriate total compensation levels based on competitive practice and benchmark analysis;
- Updates on ongoing trends in executive compensation design and governance; and
- Any other information in support of evaluating compensation recommendations and making effective decisions pertaining to executive compensation.

Hexarem Inc. has been retained by the HR Committee since 2020, to provide consulting services when required.

In fiscal 2025 and fiscal 2024, the HR Committee retained the services of Hexarem Inc. to review the Statement of Executive Compensation section of the management information circular prepared in connection with the annual general meeting of the Company held in respect of fiscal 2024 and 2023, respectively. They have also been retained to assess trends and practices in executive compensation, analyze pay-performance linkages, and provide ongoing advice to the HR Committee and other Board members.

While the HR Committee receives information and advice from Hexarem Inc. on matters of executive compensation, the HR Committee formulates its own recommendations and decisions, which may reflect considerations other than Hexarem Inc.'s information and advice.

As an independent advisor, Hexarem Inc. did not provide any services for the direct benefit of management.

HUMAN RESOURCES COMMITTEE CONSULTANTS' FEES

	Hexarem Inc.	
	Fiscal 2025	Fiscal 2024
Executive Compensation-Related Fees	$ 63,883	$ 76,020

Compensation Philosophy and Process

The philosophy of the Company's executive compensation program is to provide compensation to attract, motivate and retain a highly skilled executive team and directly align their compensation to the attainment of both corporate and personal performance objectives. The Company's approach is to encourage management to make decisions and take actions that will create long-term sustainable growth and result in long-term shareholder value creation.

To accomplish continued growth and expansion of the business, while discouraging excessive risk-taking, the executive compensation program has been designed, under the direction of the HR Committee, based on the following principles:

- Provide executives with compensation that is market competitive;
- Attract and retain leadership talent required to drive results;
- Reflect a pay for performance philosophy;
- Align executives' interest with those of our shareholders;
- Reflect high standards of good governance; and
- Be easily understood by our shareholders.

The HR Committee has determined that the principles to compensate executive management should be identical to those applicable to all senior management, except that:

- Executives should have a greater portion of their compensation at risk than other employees;
- Executives' compensation should consider longer-term results of the Company;
- A meaningful portion of executives' compensation should be based on the results of the entire organization; and
- A significant portion of executives' compensation should mirror the experience of the Company's shareholders.

The Company has an established protocol for the HR Committee to review executive compensation annually, which is outlined below:

At the beginning of the performance year

- **Establishes base salaries for the year**
- **Confirms the pay mix for the CEO and the executive officers**
- **Finalizes targets for incentive programs**
- **Approves LTIP awards through PSUs, RSUs and DSUs, where applicable**

At the end of the performance year

- **Assesses Company performance to determine if targets were met**
- **Makes decisions with respect to the Company's STIP and LTIP payouts**

All components of the compensation of the CEO and NEOs are subject to the approval of the Board.

Compensation Benchmarking

From time to time, and as part of the HR Committee's deliberations in establishing total direct compensation (base salary, plus STIP, plus LTIP), several Canadian median competitive references are reviewed to provide context for setting and adjusting executive compensation. Historically, these have included retail companies, autonomous companies of similar size, diversified companies operating in Canada and real estate companies.

In reviewing executive compensation, the HR Committee considered the publicly disclosed executive compensation of the following group of large Canadian publicly traded companies which are considered by the HR Committee to be comparators:

COMPARATOR GROUP	
Alimentation Couche-Tard Inc.	Loblaw Companies Limited
Canadian Tire Corporation Limited	Lululemon Athletica Inc.
Dollarama Inc.	Metro Inc.
George Weston Limited	Saputo Inc.

To provide additional context and remain aware of broader market trends, the HR Committee also generally considers survey data from broader industry samples in assessing the competitiveness of the Company's executive compensation.

Compensation and Risk Management

The HR Committee is actively involved in the risk oversight of the Company's compensation policy and practices and is satisfied that there are no inherent risks that would be likely to have a material adverse effect on the Company.

In keeping with the above-noted compensation principles, and as described in more detail in the section of this Circular entitled "Components of Executive Compensation and Fiscal 2025 Compensation Decisions", the Company's executive compensation is weighted towards at-risk compensation of medium-term and long-term results, thereby reducing the incentive for management to take undue risks. This is intended to solidify the alignment between executive compensation and shareholder interests. This conservative approach has served the Company well over the long term.

The Board believes that the following policies further mitigate risk associated with the executive compensation program:

Reimbursement of Incentive and Equity-Based Compensation (Clawback Policy)

The Board may, in its sole discretion, to the full extent permitted by governing law and to the extent it determines that it is in the Company's best interest to do so, require reimbursement under certain circumstances of all or a portion of incentive compensation (including, without limitation both time-based and performance-based compensation) received by executive officers, including the CEO and CFO. Specifically, the Board may seek reimbursement of full or partial compensation from an executive officer or former executive officer (regardless of whether such former executive officer was terminated with or without cause) in situations where: (i) the amount of incentive compensation was calculated based upon, or contingent on, the achievement of certain financial or performance results that were subsequently the subject of or affected by a restatement or similar revision of all or a portion of the Company's financial statements or performance measures, and the incentive compensation payment received would have been lower had the financial or performance results been properly reported; (ii) the executive officer or former executive officer engaged in fraud, theft, embezzlement or similar activities related to the finances of the Company; (iii) the executive officer or former executive officer has violated the Code of Business Conduct and Ethics in a material way; or (iv) the executive officer or former executive officer has engaged in serious misconduct resulting in damage to the Company's financial situation or reputation.

Hedging Policy

All insiders, officers and others who are routinely in possession of undisclosed material information ("**Restricted Person(s)**") are prohibited from entering into transactions that have the effect of hedging the economic value of any direct or indirect interests of the Restricted Person in the Non-Voting Class A shares of the Company or any other security of the Company or its subsidiaries. This restriction on hedging prohibits: (i) short selling of any security of Empire or any of its subsidiaries; (ii) selling a call or buying a put on any security of Empire or any of its subsidiaries; or (iii) entering into a monetization transaction or other hedging procedure designed to mitigate or offset a decrease in the market value of any security of Empire or any of its subsidiaries.

Share Ownership

Executive share ownership aligns the interest of our executives (including our NEOs) with that of our shareholders. The Company's share ownership guidelines are tied to the executives' participation in the LTIP, which is designed to allow participants to achieve their respective share ownership requirements (a combination of Non-Voting Class A shares and DSUs) within five years of appointment, assuming target performance. PSUs and Stock Options are not considered for purposes of determining share ownership.

Until one year following resignation or retirement, it is the policy of Empire that the CEO must retain a share ownership level of three times salary. The CEO is free to dispose of any equity in excess of this threshold.

The share ownership guidelines are based on the participant's position as noted in the table below.

Position	Share Ownership Level
CEO	5 times salary
Executive Vice Presidents	2 times salary
All other LTIP participants	0.5 times salary

The following table sets forth the equity ownership for the NEOs who were employed by the Company as of May 3, 2025.

	EQUITY OWNERSHIP[1]						
	Non-Voting Class A Shares		DSUs[2]				
Name	(#)	($)	(#)	($)	Total Equity Ownership ($)	Total Value as a Multiple of Base Salary	Share Ownership Level
Michael Medline	161,998	$ 8,253,798	310,437	$ 15,816,765	$ 24,070,563	17.83	Achieved
Matt Reindel	7,044	358,892	79,042	4,027,190	4,386,082	6.83	Achieved
Pierre St-Laurent	99	5,044	86,366	4,400,348	4,405,392	5.40	Achieved
Julia Knox	369	18,801	39,204	1,997,444	2,016,244	4.03	Achieved
Doug Nathanson	22,564	1,149,636	35,469	1,807,146	2,956,781	5.52	Achieved

Notes:

1) Securities held are reported as at May 3, 2025. Share value is calculated using the closing Non-Voting Class A share price on May 2, 2025 of $50.95.
2) Additional information on the value of DSUs can be found in the section of this Circular entitled "Incentive Plan Awards".

Succession Planning

Succession planning is critical to the Company's long-term sustainable growth. The two main objectives for succession planning are to secure a balanced and diverse bench of future leaders and to facilitate the growth of leadership talent. The HR Committee is responsible for monitoring, reviewing and providing guidance in respect of succession planning for executives. This includes preparing for planned and unplanned executive transitions arising from business transformations, employee movements, retirements, and voluntary and involuntary exits, as well as the creation of special executive development plans and compensation arrangements. The CEO and HR Committee oversee a structured succession planning process for key senior executive roles that involves identifying and categorizing the degree of readiness of internal candidates to succeed each senior executive and assessing the overall succession health for each role.

Each year, succession plans are reviewed and updated for leadership positions at the vice president level and above and select positions beyond the vice president level. Using a future-focused leadership model, internal leadership talent are identified as successors for one or more identified positions, and identified high-potential talent are provided personalized leadership development support to build broad leadership capabilities. Talent forums are held to ensure a broader view of talent and readiness, to incorporate cross-functional perspectives, and to monitor and facilitate the development of leadership talent.

Succession action plans will include actions to accelerate the development of key talent internally, broaden diversity, or address gaps in succession for a particular role which can include sourcing of talent. Specified development objectives and associated actions are established for internal successors, including new experiences or assignments, external advisors to evaluate or coach, internal sponsorship, or orchestrated talent movement to broaden their leadership. A standard set of succession metrics are used to evaluate succession plans, including depth and breadth of succession, diversity of talent, progress of talent development and readiness, and retention. Best-in-class talent practices and technologies have been introduced to help retain talent, strengthen the succession pipeline and mitigate bias in the succession process. Succession scenarios with risk assessments are in place to address potential gaps. The Board regularly receives briefings on succession plans for key executives.

On April 24, 2025, the Company announced that Michael Medline informed the Company of his intention to retire as President and Chief Executive Officer of the Company in May 2026, allowing the Board to conduct a thorough internal and external search for his replacement. As part of its succession planning process, the Board has created a special committee to oversee the identification and selection of the Company's next Chief Executive Officer.

Overview of Fiscal 2025 Executive Compensation Elements

An overview of the current elements of executive compensation can be found in the table below. More detail on each element including its purpose within the total executive compensation program, target direct compensation pay mix, as well as the fiscal 2025 compensation decisions applicable to each element, are described in the pages following the table below.

CURRENT ELEMENTS OF EXECUTIVE COMPENSATION

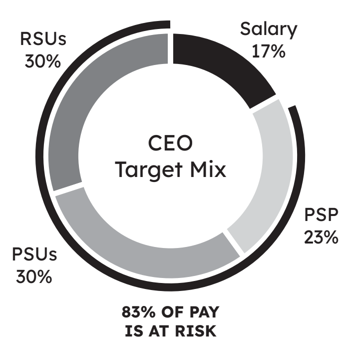
Element	Form		Time Period	Objectives
Base Salary	Cash		Annual	• Reflects each executive's scope of responsibility, performance and contribution
Variable Compensation	STIP	Cash	Annual	• Rewards executives for achieving or exceeding annual performance goals
	LTIP	PSUs	Multi-year	• Rewards executives for achieving or exceeding three-year performance goals
		RSUs	Multi-year	• Rewards executives for enhancing shareholder value
Other Elements of Compensation				
Pension and Benefits	The purpose of the Company's pension plans is to provide periodic payments to the members of the plans during retirement and until death in respect of their service as employees. Current NEOs participate in a defined contribution plan and a defined benefit supplemental executive retirement plan ("**DB SERP**") or a defined contribution supplemental executive retirement plan ("**DC SERP**"). NEOs participate in the Company's benefit plan which offers medical, drug and dental insurance, critical illness insurance, group life and accidental death and dismemberment, short-term disability and employee-paid long-term disability insurance.			
Employee Share Ownership Plan ("**ESOP**")	The Company offers an employee share purchase program that NEOs are eligible to participate in. The Company provides a match on employee contributions, up to 2 percent of base salary.			
Perquisites	Except for the CEO, limited perquisites are provided, which include a company leased vehicle, annual medical examination, executive financial planning allowance and club membership allowance. The CEO is also eligible for an annual perquisite allowance.			

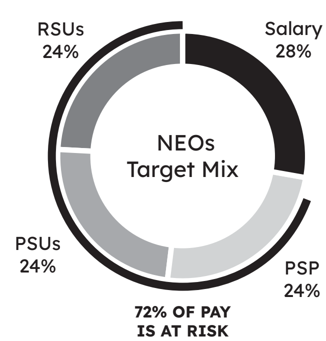
Target Total Direct Compensation

The key elements of Empire's compensation program for executives, including the NEOs, are base salary, STIP and LTIP, which consists of a weighted percentage of PSUs and RSUs. Benefits, perquisites and other fringe benefits are not, in aggregate, a material element of total compensation.

These elements provide, in aggregate, a total compensation package that is designed to attract and retain highly qualified individuals while also creating a strong incentive to align efforts and motivate executives to deliver Company performance that creates long-term sustainable shareholder value.

The base salary portion of executive compensation is fixed while the STIP and LTIP portions are variable. The total value of the compensation package is weighted towards the variable incentive components, thereby putting a significant portion of executive pay at risk. The pie charts below show the total target direct compensation pay mix for the CEO and the NEOs, outlining the weighting of pay mix that is at risk.





Further, the total value of the compensation package that is at risk for the CEO, as well as each NEO, is illustrated in the table below.

PERCENTAGE OF FISCAL 2025 TARGET TOTAL DIRECT COMPENSATION[1]								
			LTIP					
Name	Salary	STIP	PSUs[2]	RSUs[2]	% of Pay at Risk	Target Total Direct Compensation	Pay not at Risk ($)	Pay at Risk ($)[3]
Michael Medline	17.0%	23.0%	30.0%	30.0%	83.0%	$ 7,830,000	$ 1,350,000	$ 6,480,000
Matt Reindel	29.0%	25.0%	23.0%	23.0%	71.0%	2,216,970	642,600	1,574,370
Pierre St-Laurent	24.0%	24.0%	26.0%	26.0%	76.0%	3,345,600	816,000	2,529,600
Julia Knox	29.0%	25.0%	23.0%	23.0%	71.0%	1,725,000	500,000	1,225,000
Doug Nathanson	29.0%	25.0%	23.0%	23.0%	71.0%	1,847,475	535,500	1,311,975

Notes:
1) Total direct compensation excludes benefits, pension and perquisites.
2) PSUs and RSUs can be elected to be received in the form of DSUs. See additional details under Long-Term Incentive Program section of the Circular.
3) Pay at risk represents the aggregate of the STIP and LTIP (PSUs and RSUs).

The graphs below further illustrate the relative positioning of the CEO's Total Direct Compensation ("**TDC**") and Total Shareholder Return ("**TSR**") performance ranking against the comparator group by showing the specific positioning against the eight members of the comparator group. For both the one-year and three-year ranking against the comparator group, the CEO's positioning is within the pay for performance zone, representing pay for performance alignment.

PAY-FOR-PERFORMANCE ANALYSIS
TOTAL SHAREHOLDER RETURN – CEO

Components of Executive Compensation and Fiscal 2025 Compensation Decisions

Outlined on the following pages are details of each element within the total executive compensation program and the fiscal 2025 decisions applicable to each element.

BASE SALARY	Base salary reflects executives' scope of responsibility, performance and contribution.

Base salary is reviewed annually by the HR Committee to ensure that it continues to reflect individual performance and market conditions for Empire and Sobeys executives. NEO salary reviews are conducted in September aligned with the timing for other merit eligible teammates. Based on a review of Empire's comparators and a market analysis as well as the performance review of each NEO, the following base salary adjustments were approved in September 2024: Mr. Reindel EVP and CFO received a salary increase of $12,600 to $642,600; Mr. St-Laurent, EVP and COO received a salary increase of $16,000 to $816,000; Ms. Knox, EVP and CTAO received a salary increase of $50,000 to $500,000; and Mr. Nathanson, EVP and CDO and General Counsel, received a salary increase of $10,500 to $535,500.

SHORT-TERM INCENTIVE PLAN	The Short-Term Incentive Plan is designed to reward executives for achieving or exceeding annual performance goals.

Annual incentive awards to executives are predominantly based on pre-determined performance targets for the fiscal year. Achievement of target performance results in incentive payouts at target level. If performance exceeds pre-determined performance target levels, the plan provides for enhanced payouts up to a maximum of 200%. It is also possible to receive no payment under the plan.

All NEOs participate in the Company's STIP. The STIP awards are based on the attainment of Board approved annual sales and profitability targets (i.e. "target" performance) and the achievement of specific goals, or KPIs, tied to key fiscal year initiatives as determined by the Board. All NEOs also had a performance modifier, where specific key leadership behaviours were required to be achieved for a full award to be paid.

For fiscal 2025, 80% of the STIP target was based on the achievement of financial performance targets and 20% was based on the achievement of the specific KPIs.

The financial component of the STIP awards was weighted 30% sales and 50% profitability. Sales exclude fuel and profitability is defined as net earnings, excluding capital gains.

The KPIs for fiscal 2025 were based on achievement of specific goals tied to key business initiatives, specifically the sustainment of our loyalty program, *Scene+*, further e-commerce market growth with Voilà, increased retail store satisfaction levels and the achievement of specific ESG-related goals. The KPIs for fiscal 2025 were equally weighted and the achievement of the KPIs was not dependent on the financial performance component of the STIP.

For fiscal 2025, the following ESG-related KPIs, represented 5% of the STIP:

- **Climate Action**: Percentage reduction in absolute Scope 1 and Scope 2 greenhouse gas (GHG) emissions;
- **Waste Reduction:** Prevent and reduce food waste by 50% by 2025 compared to 2016 baseline;
- **Better Workplace**: Advance Inclusion & Equity through improvement of the DE&I index;
- **Better Customer Experience:** Build DE&I into key business programs; and
- **Better Communities:** Advance reconciliation and indigenous relations.

Additional details of the Company's DE&I and ESG initiatives can be found in Section 4 of the Circular.

STIP – Awards in the Most Recently Completed Fiscal Year

The HRC exercised discretion in determining the financial achievement for all NEOs under the STIP by excluding the impact of some expense recognitions that were primarily due to financial accounting reporting and that were unrelated to the operational performance of the business. The HRC determined that this was in line with its pay for performance principle since all shareholders benefit from the annual stock price appreciation. The financial component of the STIP was therefore above target in fiscal 2025 (91.9%). Sales were below target and profitability was above target. Details of the Company's financial performance in fiscal 2025 can be found in the Company's fiscal 2025 Management's Discussion and Analysis.

With respect to the KPI component of the STIP, most of the specific targets set out as KPIs in the fiscal 2025 STIP were achieved or exceeded. Regarding the ESG related KPIs, the Company overachieved its targets for Climate Change and Waste Reduction and achieved the Better Customer Experience and Better Communities targets, while exceeding the Better Workplace goals. *Scene+* growth, Voilà growth targets and our retail store satisfaction levels were all exceeded. The resulting total payout for the KPIs was 28.1%. The total STIP payout was 120.0% as approved by the Board.

All NEOs achieved the targets set for key leadership behaviours for fiscal 2025; therefore, they were eligible for the STIP payout of 120.0% as outlined in the tables below.

The following tables outline the STIP performance ranges, payout levels and associated performance achievement for each component of the plan.

STIP PERFORMANCE RANGES, PAYOUT LEVELS AND FISCAL 2025 PERFORMANCE

Performance Metric	Weighting (% of STIP target tied to performance metric)	Financial Performance Range (as % of Target) Threshold	Target $	Target %	Max	Target Performance Achieved (%)	Total STIP Payout (%)
Empire Food Sales[1]	30%	97%	$ 29,672 million	100%	103%	98.9%	24.6%
Empire Net Earnings, excluding Capital Gains[1]	50%	85%	$ 665 million	100%	115%	105.2%[2]	67.3%
KPIs	20%	50%	n/a	100%	200%	140.3%	28.1%
Payout Level (as % of Target Award)	100%	50%		100%	200%		120.0%

Note:
1) Please refer to Appendix C for additional information on the non-GAAP performance metrics.
2) The HRC exercised discretion and excluded the impact of some expense recognitions that were primarily due to financial accounting reporting and that were unrelated to the operational performance of the business, resulting in the performance target achievement of 105.2% of target.

The STIP Payout as a percentage of base salary and the STIP awards for each of the NEOs are set out in the following table:

FISCAL 2025 STIP PAYOUTS

Name	STIP Target (% of Base Salary)	STIP Target ($)[1]	Total STIP Payout (%)[2]	Payout as % of Base Salary (%)[3]	Actual Fiscal 2025 STIP Award ($)
Michael Medline	130%	$ 1,755,000	120.0%	156.0%	$ 2,106,218
Matt Reindel	85%	542,709	120.0%	102.0%	651,211
Pierre St-Laurent	100%	810,770	120.0%	120.0%	972,865
Julia Knox	85%	411,107	120.0%	102.0%	493,298
Doug Nathanson	85%	452,258	120.0%	102.0%	542,676

Notes:
1) Certain NEOs had salary adjustments during fiscal 2025. STIP awards are prorated for changes in compensation. Therefore, where applicable, the STIP target dollar value is prorated to reflect the base salary change.
2) The Total STIP Payout can be found on the previous table of this Circular entitled “STIP Performance Ranges, Payout Levels and Fiscal 2025 Performance”.
3) The Payout as % of Base Salary is calculated by dividing the Fiscal 2025 STIP Award by the fiscal year salary. See the table in this Circular entitled “Summary Compensation” for fiscal year salary.

LONG-TERM INCENTIVE PROGRAM	The primary goal of the LTIP is to motivate the Company’s executives to build value for the Company by linking a significant portion of their total compensation to the achievement of long-term financial objectives.

The Company’s LTIP has been established to assist in motivating Company executives to create longer-term shareholder value by providing them with incentive awards that are linked to strong sustainable growth. All NEOs participate in the LTIP, and awards are considered annually by the HR Committee. LTIP participants may be granted share units, in accordance with the terms of the Empire Share Unit Plan and DSU Plan.

The HR Committee has the authority to determine the vesting schedule of share units granted under each such award, subject to a maximum vesting period of three fiscal years. The Share Unit and DSU plans both state that the HR Committee has the discretion to grant any PSU or DSU award, in whole or in part, based solely upon time vesting, and that share units issued strictly in time vested based units may be referred to as RSUs. In setting the performance levels for the performance metrics of the PSUs/DSUs, as well as the respective adjustment factors, the Board has the authority to set a minimum performance level at or below which the adjustment factor will be zero and no PSUs/DSUs will vest for the term. The Board also has the authority to amend or adjust the performance measures, performance levels and adjustment factors during the term of an award as it determines appropriate. This year, on an exceptional basis, the HR Committee recommended, and the Board approved, a discretionary adjustment to the payout factor for the fiscal 2023 PSUs issued to the NEOs and other executives. The HR Committee considered multiple alternatives and ultimately determined a discretionary adjustment was appropriate. This decision reflected recognition that the performance targets established for the fiscal 2023 PSU awards were set during the pandemic and were based on market conditions that were inflated. Notably, the HRC previously exercised negative discretion, reducing Management’s compensation in fiscal 2020, demonstrating a consistent commitment to aligning pay outcomes with performance and prevailing conditions.

LTIP participants must elect in advance whether they want to receive any of their annual share unit awards, PSUs and RSUs, in the form of DSUs. Participants can elect to receive either their entire annual award, or only a percentage of their award, in DSUs. The performance criteria, performance period and maximum three-year vesting will be the same in either case. The principal difference is that PSUs and RSUs will be paid shortly after the vesting date in the form of Empire Non-Voting Class A shares purchased on the open market, whereas DSUs will vest but be payable in cash only when the participant retires or leaves the Company. The election is required to be made by December 15 of the calendar year prior to the grant of the award. NEOs are granted a minimum of 50% of their annual share unit awards in DSUs until share ownership guidelines are met. Any references to PSUs and RSUs herein are also applicable to share units that have been elected or required to be taken as DSUs.

The Board may terminate the PSU and DSU plans, provided that such termination shall not affect the rights of a participant holding PSUs, RSUs or DSUs at the time of such termination without their consent.

The table below outlines the key features of the Company's fiscal 2025 LTIP which is applicable to all NEOs:

<table>
<tr><th colspan="3">LONG-TERM INCENTIVE PROGRAM(1)</th></tr>
<tr><th>Form of Award</th><th>PSU(2)</th><th>RSU(2)</th></tr>
<tr><td>Timing/Form of Payment</td><td colspan="2">Payable immediately after vesting; paid in the form of Empire Non-Voting Class A shares purchased on the open market</td></tr>
<tr><td>Weighting of LTIP Award</td><td>50%</td><td>50%</td></tr>
<tr><td>Number of Units Issued</td><td colspan="2">Award size is based on base salary, LTIP target, PSU/RSU weighting and grant price.
Formula is:
Base Salary * LTIP Target * PSU/RSU Weighting / Grant Price = # of PSUs Granted
Grant Price is Volume Weighted Average Price ("VWAP") of Empire Non-Voting Class A shares on the TSX for the 5 days preceding the start of the applicable performance period.
The number of units calculated are presented to the HR Committee for approval by the Board.</td></tr>
<tr><td>Performance/Vesting Period</td><td colspan="2">3 years</td></tr>
<tr><td>Performance Metrics and Vesting Criteria</td><td>Performance Metrics for PSUs:
Earnings Per Share ("EPS") and Return on Capital Employed ("ROCE") based upon net earnings, both excluding capital gains.
<table>
<tr><th colspan="4">PERFORMANCE MEASURES, PERFORMANCE LEVELS AND ADJUSTMENT FACTORS</th></tr>
<tr><th>Performance Level</th><th colspan="2">Performance Measures</th><th>Adjustment Factor (% Vesting of Award)</th></tr>
<tr><td>Below Threshold Level</td><td rowspan="4">EPS
(70% weight)</td><td rowspan="4">ROCE
(30% weight)</td><td>0% of the Award will vest</td></tr>
<tr><td>At Threshold Level</td><td>50% of the Award will vest</td></tr>
<tr><td>At Target Level</td><td>100% of the Award will vest</td></tr>
<tr><td>At Maximum Level</td><td>200% of the Award will vest</td></tr>
</table>
Each year constitutes one-third of the performance criteria to earn an award. Performance can be achieved in a single year and is not dependent on achieving all three years' EPS and ROCE performance to earn a partial award. Target performance is earned when the average of the three-year EPS and ROCE performance equals 100%.
At the end of the three fiscal year period, the HR Committee reviews the Company's actual performance against the performance measures and determines the performance level achieved for each fiscal year.
The number of PSUs that vest is adjusted upwards or downwards based on the actual performance against the specified EPS and ROCE performance measures, with a payout range for those PSUs of zero times target to two times target. The EPS and ROCE above threshold level and below maximum level will be calculated via interpolation unless specifically at threshold level or target level wherein they will be deemed to be at 50% and 100% vesting, respectively.</td><td>The number of units that vest under an award is dependent on time vesting</td></tr>
<tr><td></td><td colspan="2">The number of RSUs awarded are added to the PSUs earned to determine the total number of units earned.
The total number of RSUs and PSUs earned are then subject to a Relative (Absolute) Metric where they will be modified according to the relative three-year growth in the Non-Voting Class A shares compared to the growth in the publicly traded shares of the Company's two main grocery competitors, Loblaw Companies Limited and Metro Inc. If the growth in the Non-Voting Class A shares is higher than both Loblaw and Metro, then the PSUs and RSUs would vest at a 10% premium value. If the growth in the Non-Voting Class A shares is lower than both Loblaw and Metro, then the PSUs and RSUs would vest at a 10% reduced value. If the growth in the Non-Voting Class A shares is higher than one of either Loblaw or Metro, then neither the 10% vesting premium nor 10% vesting discount would apply.
Once the total number of units to be vested is determined, additional units are then credited to the vested units, had the vested units been treated as Non-Voting Class A shares under a dividend reinvestment plan during the term.</td></tr>
</table>

Notes:

1) During fiscal 2024, minor amendments were made to the PSU and DSU plans relating to the definition of "for cause" termination and retirement, cessation of employment, and providing additional discretion to the Company for certain grants and pay-outs.
2) Participants may elect to receive their PSUs and RSUs in the form of DSUs. Payouts for DSUs will be deferred until retirement (or when the participant leaves the Company) and will be paid in cash. Any references to PSUs and RSUs herein are also applicable to share units that have been deferred and are now DSUs. Participants must elect to take DSUs by December 15 of the year prior to the grant of the award or will be issued PSUs and RSUs. Effective September 2020, NEOs are granted a minimum of 50% of their annual share unit awards in DSUs until share ownership guidelines are met.

LTIP – Awards Granted in the Most Recently Completed Fiscal Year

For fiscal 2025, the following table outlines the PSUs and RSUs granted to the NEOs.

FISCAL 2025 LTIP AWARDS								
		Share Unit Awards						
Name	LTIP Target (% of Base Salary)	PSU Target (% of Base Salary)	PSUs Granted(1)(2)	RSU Target (% of Base Salary)	RSUs Granted(1)(2)	Total Share Units	Grant Price	Value of Fiscal 2024 Share Unit Based Awards(3)
Michael Medline	350%	175%	73,529	175%	73,529	147,058	$ 32.13	$ 4,725,000
Matt Reindel	160%	80%	15,686	80%	15,686	31,372	32.13	1,008,000
Pierre St-Laurent	210%	105%	26,143	105%	26,143	52,286	32.13	1,680,001
Julia Knox	160%	80%	24,194	80%	24,194	48,388	35.54	1,720,000
Doug Nathanson	160%	80%	19,189	80%	19,189	38,378	34.91	1,340,000

Notes:

1) Mr. Reindel and Ms. Knox's fiscal LTIP award was issued 100% in DSUs.
2) Ms. Knox and Mr. Nathanson had additional awards issued during the year. The number of units and value in these columns is inclusive of this additional award. Ms. Knox's additional award was issued in PSUs and RSUs.
3) The value of the fiscal 2025 Share Unit awards was determined as of June 19, 2024, September 12, 2024 and October 22, 2024, the date of grant.

The fiscal 2025 PSU performance metrics, weighting, and performance ranges are described in the "Fiscal 2025 PSU Awards – Performance Metrics, Weighting and Ranges" table below. The performance targets for the fiscal 2025 PSUs have a three-year vesting period ending in fiscal 2027. The EPS and ROCE targets for the three-year vesting period are developed considering the Company's business strategies and expected operating performance. These measures are approved by the HR Committee and are developed to be aligned with shareholder growth expectations. The table below sets out the performance targets for the fiscal 2025 performance of the three-year vesting period. The PSU performance targets for fiscal 2026 and fiscal 2027 are forward-looking and will be disclosed at the time of vesting.

FISCAL 2025 PSU AWARDS – PERFORMANCE METRICS, WEIGHTING AND RANGES(1)						
		Target Performance & Performance Range (as % of Target)(2)				
Performance Metric(3)	Weighting	Threshold(4)	Target	Max(5)	Fiscal 2025 Target	Fiscal 2025 Achievement
Empire EPS(6)	70%	90%	100%	110%	$ 2.79	$ 2.80
Empire ROCE(6)	30%	90%	100%	110%	7.18%	7.26%

Notes:

1) Performance metrics, weightings and ranges for the fiscal 2025 PSUs are also applicable to any DSUs that have been issued in lieu of PSUs as elected by the participant.
2) Performance achievement between 90% and 99% and performance achievement between 101% and 110% is calculated by interpolation.
3) Earnings used to determine target EPS and target ROCE exclude capital gains of Empire and Sobeys.
4) Performance at threshold results in a 50% achievement of the target award. Performance below threshold results in 0% achievement of target award.
5) Performance at maximum performance results in a 200% achievement of target award.
6) Please refer to Appendix C for additional information on the non-GAAP performance metrics.

LTIP – Vesting and Payouts in the Most Recently Completed Fiscal Year

Fiscal 2025 was the final year of the three-year performance/vesting period for the PSUs and RSUs awarded in fiscal 2023.

For the PSUs, the performance metrics for the fiscal 2023 grant were EPS and ROCE, weighted 70% EPS and 30% ROCE. Three individual fiscal year targets for each were set in fiscal 2023, which were forward-looking and considered the Company's business strategy at the time, as well as expectations regarding financial performance. As noted previously, the Board exercised its discretion to determine a discretionary adjustment in recognition that that targets contained in the fiscal 2023 PSU grant were set during the pandemic and were based on inflated market conditions. As a result, the Board adjusted the fiscal 2023 PSU years two and three targets to align with the annual budgeted PSU targets, which was more reflective of the existing market conditions, and used discretion to calculate the average three-year performance achievement. The combined discretionary performance adjustment factor for the PSUs awarded in fiscal 2023 would be 57.2%.

Earnings used to determine EPS and ROCE targets excluded capital gains of Empire and Sobeys. Each fiscal year's EPS and ROCE targets associated threshold and maximum performance levels, and actual adjustment factors, can be found in the "Fiscal 2023 PSU Awards – Performance Vesting" table.

The total number of PSUs and RSUs vested are subject to a Relative Metric adjustment (the absolute three-year growth in the Empire Non-Voting Class A share price compared to the equivalent growth in the share price of Loblaw Companies Limited and Metro Inc.). As the growth in the Empire Non-Voting Class A share price was lower than both Loblaw and Metro, the PSUs and RSUs vested were reduced by a value of 10%. Therefore the fiscal 2023 PSU achievement of target was 51.5%, and 90% of the fiscal 2023 RSUs awarded have vested.

FISCAL 2023 PSU AWARDS – PERFORMANCE VESTING(1)

			Fiscal 2023			Fiscal 2024			Fiscal 2025			
Performance Metrics (50/50 weighting)	Performance Level	Adjustment Factor	Target	Achievement	Adjustment Factor	Target(2)	Achievement	Adjustment Factor	Target(2)	Achievement	Adjustment Factor	Combined 3-year Performance Adjustment Factor
EPS	Threshold	30%	$2.68			$2.65			$2.51			
	Target	**100%**	**$2.98**	**$2.67**	**0.0%**	**$2.94**	**$2.79**	**65.1%**	**$2.79**	**$2.80**	**103.6%**	**56.2%(3)**
	Maximum	200%	$3.28			$3.23			$3.07			
ROCE	Threshold	30%	7.41%			6.78%			6.46%			
	Target	**100%**	**8.23%**	**7.56%**	**42.8%**	**7.65%**	**7.51%**	**87.4%**	**7.18%**	**7.26%**	**111.1%**	**80.4%(3)**
	Maximum	200%	9.05%			8.42%			7.90%			
Combined Performance Achievement					**12.8%**			**53.0%(3)**			**105.8%**	**57.2%(3)**
Relative Metric Adjustment												**90.00%**
Fiscal 2023 PSU Vesting Achievement(4)												**51.5%**

Notes:

1) The performance vesting criteria for the fiscal 2023 PSUs is also applicable to any DSUs that have been issued in lieu of PSUs as elected by the participant.
2) The fiscal 2023 PSU targets for years two and three were adjusted to align with the annual budgeted PSU targets which were more reflective of the existing market conditions.
3) The HRC used discretion for the combined performance achievement for the fiscal 2024 performance year and determined a 53.0% achievement was more appropriate than the calculated 71.8% achievement, resulting in a combined performance achievement of 57.2%.
4) The growth in the Empire Non-Voting Class A share price was lower than both Loblaw and Metro, therefore the resulting fiscal 2023 PSU Achievement of Target was 51.5% (57.2% combined performance achievement multiplied by the 90% relative metric adjustment).

Compensation Changes for Fiscal 2026

In fiscal 2026, all NEOs will continue to have 20% of their STIP target award tied to the achievement specific goals aligned with key strategic initiatives (KPIs) while the remaining eighty percent (80%) of their award will be linked to Empire's target sales and net earnings – weighted 50% on net earnings and 30% on sales. The KPIs for fiscal 2026 will be two growth metrics – loyalty sales growth and omni channel growth – a customer focused metric and targeted progress ESG initiatives (outlined in more detail below). A performance modifier, requiring the demonstration of specific key leadership behaviours for the full award to be paid, will apply to the fiscal 2026 design.

For fiscal 2026, the following are the ESG-related KPIs:

- **Climate Action**: Total refrigeration projects completed in fiscal 2026;
- **Better Workplace**: Inclusion Index Achievement and Equity Action Plans for Backstage Teammates who identify as Indigenous, Persons with Disabilities, and 2SLGBTQIA+.

The fiscal 2026 LTIP awards will continue to be issued as an equal weighting of RSUs and PSUs and the performance measures and adjustment factors will remain the same as fiscal 2025. Effective fiscal 2026, the targets for EPS and ROCE will be set annually to align with budget.

In consideration for Michael Medline staying an additional year and assisting with the transition in connection with his intended retirement, the Company and Mr. Medline entered into a Retirement Agreement on April 23, 2025. The Retirement Agreement and changes to Mr. Medline's fiscal 2026 compensation are described under the sub-heading "Employment Contracts and Retirement Arrangements".

Compensation of Named Executive Officers

The following table sets out the compensation earned for services rendered during the last three fiscal years in respect of the individuals who were the NEOs for fiscal 2025:

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary(1)	Share-Based Awards(2)	Option-Based Awards(3)	Non-Equity Incentive Plan Compensation STIP	Pension Value(4)	All Other Compensation(5)	Total Compensation
Michael Medline President & CEO	2025	$ 1,350,005	$ 4,725,000	$ –	$ 2,106,218	$ 487,000	$ 201,022	$ 8,869,245
	2024	1,333,659	3,543,750	1,181,250	1,456,215	335,000	102,919	7,952,793
	2023	1,300,007	2,925,000	975,000	1,107,755	277,000	183,029	6,767,791
Matt Reindel EVP & Chief Financial Officer	2025	$ 638,485	$ 1,008,000	$ –	$ 651,211	$ 102,000	$ 15,971	$ 2,415,667
	2024	620,195	756,000	252,000	442,776	99,000	3,192	2,173,163
	2023	599,996	675,000	225,000	306,763	90,000	78,315	1,975,074
Pierre St-Laurent EVP & Chief Operating Officer	2025	$ 810,770	$ 1,680,001	$ –	$ 972,865	$ (45,000)	$ 5,783	$ 3,424,419
	2024	783,662	1,260,000	420,000	658,209	200,000	62,273	3,384,144
	2023	750,009	1,125,000	375,000	511,271	(176,000)	3,315	2,588,595
Julia Knox EVP & Chief Technology and Analytics Officer	2025	$ 483,654	$ 1,720,000	$ –	$ 493,298	$ 77,000	$ 172,038	$ 2,945,990
	2024	426,921	423,852	141,284	233,710	61,000	27,708	1,314,475
	2023	341,820	146,250	48,750	133,484	28,000	51,091	749,395
Doug Nathanson EVP, Chief Development Officer, General Counsel & Corporate Secretary	2025	$ 532,073	$ 1,340,000	$ –	$ 542,676	$ 85,000	$ 14,256	$ 2,514,005
	2024	516,826	630,000	210,000	368,980	83,000	10,692	1,819,498
	2023	471,539	530,357	176,786	241,098	49,000	2,249	1,471,029

Notes:

1) The amounts in this column represent the salary earned during the fiscal year. NEOs had salary adjustments during the fiscal year and the salary earned in this column is therefore the prorated salary for the time spent at each rate throughout the fiscal year.
2) The amounts in this column represent the compensation value of the PSUs, RSUs and DSUs granted.
3) The amounts in this column represent the compensation value of Stock Options granted under the LTIP as follows:
   a) In fiscal 2024, Stock Options issued to Mr. Medline, Mr. Reindel, Mr. St-Laurent, Ms. Knox and Mr. Nathanson were granted at a grant price of $34.50 and $34.72. The HR Committee used 22.3% of the grant price to estimate the compensation value of each option. As a result, the compensation value per Stock Option was $7.69 and $7.74. For accounting purposes, the Stock Options were valued using the Black-Scholes Option Pricing Model at $8.56 and $8.47 per Stock Option which is $0.89 and $0.73 higher than the compensation value used for purposes of determining Stock Option grants. The awards to Mr. Medline, Mr. Reindel, Mr. St-Laurent, Ms. Knox, and Mr. Nathanson were valued for accounting purposes at $1,245,299, $266,026, $449,075, $147,919, and $221,723, respectively.
   b) In fiscal 2023, Stock Options issued to Mr. Medline, Mr. Reindel, Mr. St-Laurent and Ms. Knox were granted at a grant price of $40.54. The HR Committee used 23.9% of the grant price to estimate the compensation value of each option. As a result, the compensation value per Stock Option was $9.69. For accounting purposes, the Stock Options were valued using the Black-Scholes Option Pricing Model at $10.04 per Stock Option which is $0.35 higher than the compensation value used for purposes of determining Stock Option grants. The awards to Mr. Medline, Mr. Reindel, Mr. St-Laurent and Ms. Knox were valued for accounting purposes at $959,061, $221,359, $368,910 and $47,963, respectively. In fiscal 2023, Stock Options issued to Mr. Nathanson were issued at a weighted average of $40.54 and $36.42, respectively. The HR Committee used 23.9% of the grant price to estimate the compensation value of each option. As a result, the compensation value per Stock Option was $9.64, using a weighted average. For accounting purposes, the Stock Options were valued using the Black-Scholes Option Pricing Model ranging between $8.70 and $10.04 per Stock Option which is $0.63 and $1.97 higher than the compensation value used for purposes of determining Stock Option grants. The awards to Mr. Nathanson were valued for accounting purposes at $173,667.
4) The Pension Value is the compensatory change that is described in the section of this Circular entitled "Pension Plan, Benefits and Other Compensation – Defined Benefits Plan Table and Defined Contribution Table".
5) All Other Compensation includes premiums paid in respect of the group life and accidental death and dismemberment insurance of the NEOs and employer match contributions made to the Employee Share Ownership Plan. For Ms. Knox, the amount in this column also includes a relocation benefit amount for fiscal 2024 and fiscal 2025, and a signing bonus in fiscal 2024. Except for Mr. Medline, the value of perquisites did not exceed $50,000 in aggregate or 10% or more of the NEO's salary and is therefore not included in this column. For Mr. Medline, the value of perquisites, inclusive of a company automobile, fitness club membership, executive medical, financial planning fees, and travel, was greater than $50,000 in aggregate and has therefore been included.

Incentive Plan Awards

OUTSTANDING STOCK OPTION-BASED AWARDS AND SHARE-BASED AWARDS								
	Stock Option-Based Awards					Share-Based Awards		
Name	Fiscal Year of Grant	Number of Securities Underlying Unexercised Options[1]	Option Exercise Price	Option Expiration Date	Value of Unexercised In-the-Money Options[2]	Number of Units of Shares that Have Not Vested	Market or Payout Value of Share-Based Awards that Have Not Vested[3]	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed[4]
Michael Medline	2025	–	$ –	–	$ –	147,058	$ 7,492,605	$ –
	2024	153,368	34.54	June 2031	2,516,769	98,821	5,034,930	–
	2023	100,628	40.54	June 2030	1,047,537	–	–	2,370,724
	2022	148,112	42.13	June 2029	1,306,348	–	–	–
	2021	200,762	30.82	June 2028	4,041,339	–	–	–
	2020	–	–	–	–	–	–	4,267,878
	2020[5]	1,000,000	31.33	June 2027	19,620,000	–	–	–
	2019	–	–	–	–	–	–	5,450,122
	2018	–	–	–	–	–	–	4,877,851
	2017	–	–	–	–	–	–	1,220,915
Matt Reindel	2025	–	$ –	–	$ –	31,372	$ 1,598,403	$ –
	2024	24,550	34.52	June 2031	403,357	21,079	1,073,975	–
	2023	11,612	40.54	June 2030	120,881	–	–	547,071
	2022	5,224	40.70	June 2029	53,546	–	–	737,501
	2021	–	–	–	–	–	–	636,264
	2020	–	–	–	–	–	–	504,711
Pierre St-Laurent	2025	–	$ –	–	$ –	52,286	$ 2,663,972	$ –
	2024	54,554	34.52	June 2031	896,322	35,134	1,790,077	–
	2023	38,703	40.54	June 2030	402,898	–	–	911,751
	2022	44,235	42.19	June 2029	387,499	–	–	–
	2020	49,792	31.33	June 2027	976,919	–	–	1,344,265
	2019	–	–	–	–	–	–	1,594,327
	2018	–	–	–	–	–	–	1,137,612
	2017	–	–	–	–	–	–	324,144
Julia Knox	2025	–	$ –	–	$ –	48,388	$ 2,465,369	$ –
	2024	18,290	34.64	June 2031	298,348	11,816	602,025	–
	2023	5,031	40.54	June 2030	52,373	–	–	114,672
	2022	3,349	37.74	June 2029	44,240	–	–	138,380
Doug Nathanson	2025	–	$ –	–	$ –	38,378	$ 1,955,359	$ –
	2024	27,277	34.52	June 2031	448,161	17,566	894,988	–
	2023	18,339	40.33	June 2030	194,760	–	–	429,461
	2022	10,681	42.13	June 2029	94,206	–	–	–
	2020	–	–	–	–	–	–	733,069
	2019	–	–	–	–	–	–	1,074,077

Notes:

1) The amounts of Non-Voting Class A shares in this column are as of May 2, 2025.
2) The amounts in this column are based on the closing Non-Voting Class A share price on May 2, 2025 of $50.95.
3) The amounts in this column are based on the closing Non-Voting Class A share price on May 2, 2025 of $50.95 and assume that 100% of target performance measures will be achieved; actual payout will range from 0% to 200%.
4) The amounts in this column are based on:
   a) For fiscal 2023, the fiscal 2023 PSU and RSU awards, which vested at 51.5% and 90% respectively of the target awards granted, plus additional dividend units that would have been earned during the term. The payout value for all awards is at $50.65, the VWAP immediately preceding the vesting date. For Ms. Knox, the fiscal 2023 PSU and RSU payout value has been prorated for her time in her previous role as SVP, Merchandising Services and Retail Support; and
   b) For fiscal 2017 through 2022, the amounts in this column are based on the closing Non-Voting Class A share price on May 2, 2025 of $50.95 and the total number of DSUs vested for each applicable fiscal year, plus additional dividend units that have been earned since the vesting date.
5) The Stock Options in this row are those issued pursuant to the retention grant described in the section of this Circular entitled "Employment Contracts and Retirement Arrangements".

Four of the five NEOs exercised Stock Options in fiscal 2025. See the notes to the table in this Circular entitled "Stock Options Outstanding" for information on actual gains realized upon exercise of options. See Appendix B for more information on the Stock Option Plan.

Incentive Plan Awards Vested or Earned During Fiscal 2025

Under the terms of the Stock Option Plan, at the end of fiscal 2025, 100% of the fiscal 2017 through fiscal 2021 Stock Option grants were vested, 75% of the fiscal 2022 Stock Option grant was vested, 50% of the fiscal 2023 Stock Option grant was vested and 25% of the fiscal 2024 Stock Option grant was vested.

For the share-based awards, the PSUs and RSUs awarded for fiscal 2023 vested and matured at the end of fiscal 2025. The fiscal 2023 PSUs vested at 51.5% of the target award, which is inclusive of the 10% reduction in payout value because of the Relative Metric adjustment. The RSUs vested at 90%, which is also inclusive of the 10% reduction in payout value because of the Relative Metric adjustment. The payout value for the fiscal 2023 awards is $50.65, the VWAP immediately preceding the vesting date.

The amounts in the "Non-Equity Incentive Plan – Value Earned During the Year" column represent the aggregate of the STIP Payouts in respect of fiscal 2025.

INCENTIVE PLAN AWARDS VESTED OR EARNED DURING THE FISCAL YEAR

Name	Option-Based Awards – Value Vested During the Year	Share-Based Awards – Value Vested During the Year	Non-Equity Incentive Plan – Value Earned During the Year
Michael Medline	$ 3,910,311	$ 2,370,724	$ 2,106,218
Matt Reindel	64,710	547,071	651,211
Pierre St-Laurent	528,065	911,751	972,865
Julia Knox	273	114,672	493,298
Doug Nathanson	476,263	429,461	542,676

The following table sets out aggregate information relating to all equity compensation plans of the Company.

AGGREGATE NUMBER OF SECURITIES AVAILABLE FOR ISSUANCE UNDER ALL COMPENSATION PLANS OF THE COMPANY

	Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights			Securities Remaining Available for Future Issuance Under Equity Compensation Plans		Total Securities Issuable Under Equity Compensation Plan	
Plan Category	Number	% of issued and outstanding shares	Weighted Average Exercise Price	Number	% of issued and outstanding shares	Number	% of issued and outstanding shares
Equity Compensation Plans Approved by Shareholders	3,383,065	1.5%	$ 34.54	3,907,722	1.7%	7,290,787	3.1%
Equity Compensation Plans Not Approved by Shareholders	nil	nil	nil	nil	nil	nil	nil
Total	3,383,065	1.5%	$ 34.54	3,907,722	1.7%	7,290,787	3.1%

A maximum of 7,290,787 Non-Voting Class A shares may be issued under the Stock Option Plan, which is 5.4% of the total outstanding Non-Voting Class A shares, or 3.1% of the combined total outstanding Non-Voting Class A shares and Class B common shares of the Company as of May 3, 2025.

A total of 3,383,065 Stock Options were outstanding at fiscal year ended May 3, 2025. These Stock Options are exercisable into Non-Voting Class A shares and represent 5.4% of the total outstanding Non-Voting Class A shares, or 1.5% of the combined total outstanding Non-Voting Class A shares and Class B common shares of the Company as of May 3, 2025. A total of 3,907,722 additional Stock Options may be granted under the Stock Option Plan, representing 2.9% of the total outstanding Non-Voting Class A shares, or 1.7% of the combined total outstanding Non-Voting Class A shares and Class B common shares of the Company as of May 3, 2025. By comparison, at the end of fiscal 2024, there were outstanding a total of 4,758,189 Stock Options representing 3.3% of the total outstanding Non-Voting Class A shares, or 2.0% of the combined total outstanding Non-Voting Class A shares and Class B common shares of the Company.

The table below sets out the number of outstanding Stock Options and weighted average exercise price as of May 3, 2025.

STOCK OPTIONS OUTSTANDING		
	Number of Options	Weighted Average Exercise Price
Balance, beginning of year	4,758,189	$ 33.19
Granted[(1)]	–	–
Exercised[(2)]	(1,320,194)	29.74
Expired	(20,611)	36.53
Forfeited	(34,319)	27.71
Balance, end of year	3,383,065	$ 34.54
Stock options exercisable, end of year	1,581,631	

Notes:

1) The Company's annual burn rate under the Stock Option Plan, calculated as described in Section 613(p) of the TSX Company Manual, was 0.7% in 2025, 0.9% in 2024 and 0.7% in 2023. The burn rate is calculated by dividing the number of securities granted during the fiscal period by the weighted average number of Non-Voting Class A shares and Class B common shares of the Company outstanding at the last day of the relevant fiscal year.
2) Four of the five NEOs exercised Stock Options in fiscal 2025. In aggregate, Company executives realized gains on exercise of options in fiscal 2025 of $10,813,171, calculated as the number of options exercised multiplied by the difference between the market price at the date of exercise and the exercise price of options exercised, including the following NEOs: Michael Medline exercised 399,714 options for gains of $7,837,209; Matt Reindel exercised 59,693 options for gains of $508,562; Pierre St-Laurent exercised 76,121 options for gains of $1,282,658; and Doug Nathanson exercised 69,010 options for gains of $1,184,741.

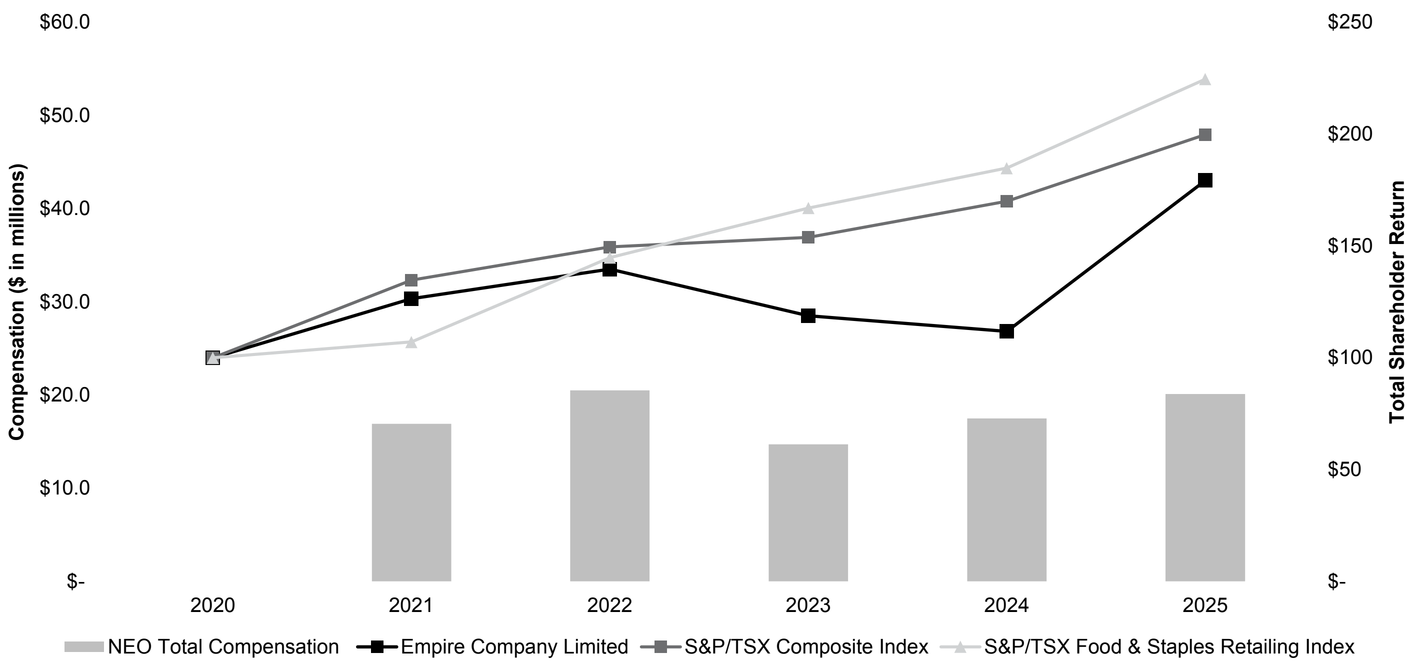
Performance Graph

The following graph illustrates the total cumulative return on a $100 investment in Empire's Non-Voting Class A shares starting on May 2, 2020, with the cumulative total return of the S&P/TSX Composite Index and the S&P/TSX Food and Staples Retailing Index over the same five-year period ending May 3, 2025; total cumulative return assumes reinvestment of all dividends. Empire Non-Voting Class A shares are included in each of these indices.

The trend in the Company's total cumulative shareholder return is shown in the graph below along with the trend in the amount of total compensation paid to the NEOs for the five years ended May 3, 2025, as shown in the section entitled "Summary Compensation Table" of this Circular. Over the last five years, the total return performance of Non-Voting Class A shares has averaged 12.4% compared to the S&P/TSX Composite Index total return of 14.8% and 17.6% total return for the S&P/TSX Food and Staples Retailing Index over the same period. Over the past several years, the trend in the Company's total NEO compensation, excluding special items such as termination payments or one-time pension adjustments, has not increased with the positive trend in the Company's Total Shareholder Return.

COMPARISON OF 5-YEAR CUMULATIVE TOTAL RETURN

Among Empire Company Limited, the S&P/TSX Composite Index and the S&P/TSX Food & Staples Retailing Index



Note:

The bar in the graph above and the number in the table below for fiscal 2022 include the total compensation for six NEOs. Further details on NEO compensation can be found in the section of this Circular entitled "Compensation of Named Executive Officers".

($ in millions)	May 1, 2021	May 7, 2022	May 6, 2023	May 4, 2024	May 3, 2025
Number of NEOs	5	6	5	5	5
Total NEO Compensation	$ 16.9	$ 20.5	$ 14.7	$ 17.5	$ 20.2

Note:

Total NEO Compensation for fiscal 2020 does not include Mr. Medline's retention grant described in the section of this Circular entitled "Employment Contracts and Retirement Arrangements".

Five-Year Cumulative Total Shareholder Return on $100 Investment

	May 2, 2020	May 1, 2021	May 7, 2022	May 6, 2023	May 4, 2024	May 3, 2025	Compound Annual Growth Over Five Years
Empire Company Limited	$ 100.00	$ 126.46	$ 139.63	$ 118.81	$ 111.84	$ 179.33	12.4%
S&P/TSX Composite Index	$ 100.00	$ 134.77	$ 149.53	$ 153.89	$ 170.00	$ 199.77	14.8%
S&P/TSX Food & Staples Retailing Index	$ 100.00	$ 107.10	$ 144.83	$ 166.98	$ 184.84	$ 224.65	17.6%

Pension Plan, Benefits and Other Compensation

The pension benefits offered to Mr. Medline and Mr. St-Laurent are determined as the greater of a defined benefit promise and a defined contribution promise. As a result, the Annual Benefits Payable, the Defined Benefit Obligation and the Compensatory and Non-Compensatory Changes set out in the following table are presented on a combined basis in respect of all the pension programs in which these executives have accrued some pension benefits, including the defined contribution plans and the Deferred Profit Sharing Plan. The Closing Present Value of Defined Benefits Obligation represents the present value of the projected benefit earned for all service to date, under all of the Company's pension programs, including the defined contribution plans. The Annual Benefits Payable accrued as at May 3, 2025 is based on a deferred pension payable at age 65 and payable as a 60% joint life and survivor pension.

Mr. Reindel, Ms. Knox, and Mr. Nathanson participate in the Company's Defined Contribution SERP.

DEFINED BENEFITS PLAN TABLE

Name	Number of Years Credited Service	Annual Benefits Payable ($)(1) At Year-End	Annual Benefits Payable ($)(1) At Age 65	Opening Present Value of Defined Benefit Obligation at May 4, 2024(2)	Compensatory Change(3)	Non-Compensatory Change(4)	Closing Present Value of Defined Benefits Obligation at May 3, 2025(2)
Michael Medline(5)	10.25	$ 271,000	$ 303,000	$ 2,403,000	$ 487,000	$ 396,000	$ 3,286,000
Pierre St-Laurent	30.00	452,000	452,000	5,084,000	(45,000)	507,000	5,546,000

DEFINED CONTRIBUTION PLAN TABLE(6)

Name	Accumulated Value at May 4, 2024	Compensatory Change(3)	Non-Compensatory Change(4)	Accumulated Value at May 3, 2025
Matt Reindel	$ 343,000	$ 102,000	$ 50,000	$ 495,000
Julia Knox	129,000	77,000	21,000	227,000
Doug Nathanson	283,000	85,000	38,000	406,000

Notes:

1) The Annual Benefits Payable at age 65 is estimated based on total projected credited service at age 65, final average earnings at May 3, 2025 and the terms of the pension arrangements in effect on May 3, 2025.
2) The Opening Present Value of Defined Benefit Obligation at May 4, 2024 and Closing Present Value of Defined Benefit Obligation at May 3, 2025 were calculated based on the methods and assumptions used to determine year-end pension plan obligations as disclosed in the fiscal 2024 and fiscal 2025 Consolidated Financial Statements, respectively.
3) The Compensatory Change includes the annual employer service cost, which represents the value of the projected pension benefit earned during the year, and the impact related to the difference between actual and expected salary increases during fiscal 2024. It also includes the impact of past service recognition under the SERP for any special arrangements, if any, that came into effect during the year.
4) The Non-Compensatory Change reflects all other changes in the Opening and Closing Present Value of Defined Benefit Obligation that are not included in the Compensatory Change.
5) Mr. Medline has a Retirement Agreement (see Employment Contracts and Retirement Agreements section of this Circular) granting him salary continuance under the DB SERP, including service from May 2, 2026 until May 2, 2028. The credited service and annual benefit payable at year end include the additional 24 months of credited service granted from May 2, 2026 until May 2, 2028 and assume a commencement date on May 2, 2028. The annual benefit payable at age 65 includes the service he is expected to accrue between May 1, 2025 and May 2, 2026, using his final average earnings as at May 2, 2028, and assume a commencement date on May 2, 2028. The resulting increase in Mr. Medline's DB SERP obligation has been included in the compensatory change.
6) The DB SERP was closed to new entrants on December 31, 2019 and all new NEOs are eligible to participate in the DC SERP effective January 1, 2020.

The projected credited years of service at normal retirement (age 65) for each of Michael Medline, Pierre St-Laurent, Julia Knox, and Doug Nathanson are 11, 42, 19, and 22, respectively.

Empire and Sobeys accrue a liability for amounts owing in respect of the DB SERP arrangements on an annual basis; however, these benefits are unsecured and unfunded. While the DB SERP pension benefits are not capped at an absolute level, due to the fact that the calculation of the DB SERP benefit excludes bonus from the formula (i.e., it is based on salary only), the view is that there are sufficient controls on value delivered in place.

Pension and Benefits

Eligible employees of the Company participate in a defined contribution ("**DC**") pension plan that is registered under the Ontario Pension Benefits Act and the Income Tax Act ("**ITA**"). Contributions to all plans are subject to the limits permitted under the ITA. Upon retirement, the employee's credits in the plans may be used to, among other things, purchase an annuity that provides pension income payable during the lifetime of the retiree and continues to a surviving spouse. If elected by the retiree, the pension income may have certain guaranteed payment periods.

The Company has several DC plans as outlined in the table below, of which the NEOs participate in the Executive Plan. All but two of the NEOs also participate in the Company's DC supplemental executive retirement plan ("**SERP**"). In addition to the Executive Plan, Mr. Medline and Mr. St-Laurent also participate in the Company's defined benefit ("**DB**") SERP. Regular earnings for the purposes of the plans described below means base salary/base pay.

Pension Plan	Plan Type	Plan Overview
Executive Plan	DC	**Eligibility –** Employees defined as Executive including NEOs
		Contribution and Match – Member required contribution of $3,500 annually. Company contributes an amount equal to 12% of each member's regular earnings, subject to limits permitted under the ITA.
		Voluntary Contributions – Members can make additional unmatched contributions, subject to limits permitted under the ITA.
		Payment of Benefits – Triggered on the earlier of termination of employment, or by the end of the calendar year the member reaches age 71. Benefits which incorporated contributions that are matched by the Company are locked in based on provincial minimum standards that apply and are transferrable to a locked in retirement account ("**LIRA**"), a life income fund ("**LIF**") or another registered pension plan, or may be used to purchase a life annuity, as applicable. Benefits which incorporate non-matched member contributions are not locked in and may be accessed during employment subject to tax withholding and suspension of member contributions for 12 months following the withdrawal; if these benefits are accessed on or after termination, they may be paid in cash subject to tax withholding or transferred to a registered retirement savings plan ("**RRSP**"), registered income fund ("**RIF**") or another registered pension plan, or used to purchase a life annuity.
		Death benefits – Payable to an eligible spouse as defined by provincial minimum standards; if there is no eligible spouse, death benefits are payable to the designated beneficiary(ies) and if no designated beneficiary, it is payable to the member's estate.
		Early Retirement Age – Benefits are payable as early as age 55, subject to a termination of employment.
		Normal Retirement Age – Age 65

Pension Plan	Plan Type	Plan Overview
Defined Benefit Supplemental Executive Retirement Plan	DB	**Eligibility –** NEOs, as well as certain other executives, eligible and admitted to the SERP prior to January 2020. Under the provisions of this plan, supplementary payments will be made to these executives upon retirement if the level of payments to them under the Executive Plan does not reach certain target levels.
		Calculation Methodology – Target levels are determined as an annual accrual of 2% per credited year of service to a maximum of 60% of the average of the executive's annualized pensionable earnings (base salary) during the 60 months of continuous service prior to the executive's date of retirement.
		Vesting – Members are entitled to their accrued benefit after attaining age 55 with five years of service from date of hire as a permanent employee.
		Payment of Benefits – Subject to member meeting vesting requirements above. If the member meets this requirement, they may access their benefit: • At the earliest retirement age of 55, subject to termination of employment, where their total target retirement income is reduced by 5% for each year of early retirement before their 62nd birthday, • At their earliest unreduced retirement age of 62, subject to termination of employment with no penalty, or • At their normal retirement age of 65, subject to termination of employment with no penalty.
		Pre-Retirement Death Benefits: • Before age 55: If the member remains employed with the Company and has completed five years of service, their eligible spouse, designated beneficiary(ies) or estate will receive a lump sum payment (in cash subject to withholding tax) equal to the amount they would have received had they terminated from employment at the time of death. • On and after age 55: If the member has an eligible spouse on the member's date of death, the eligible spouse will receive an immediate pension equal to 60% of the pension they would have received had they retired on the date of the member's death. If the member does not have an eligible spouse on the member's date of death, the designated beneficiary(ies) will receive an immediate pension payable for 120 months equal to the pension they would have received if the member had retired on their date of death.
		Post-Retirement Death Benefits: • If the member has an eligible spouse at retirement, their normal form of pension is a 60% joint and survivor benefit meaning that their eligible spouse will receive a lifetime pension equal to 60% of the member's pension. Other forms of pension are available on an actuarially equivalent basis (e.g., the member's pension is reduced to provide for higher levels of joint and survivor benefits as compared to 60%). • If the member does not have an eligible spouse at retirement, there are no further benefits payable after the member passes away.
Defined Contribution Supplemental Executive Retirement Plan	DC	**Eligibility –** NEOs as well as certain other executives. Effective January 2020, newly eligible SERP participants will be admitted to the DC SERP. Under the provisions of this plan, the Company contributes a supplemental amount to the DC SERP, equal to the difference between 16% of the member's regular earnings and the Company's contribution to the Executive Plan.
		Calculation Methodology – Contributions under the DC SERP are based on the remaining amounts required to reach 16% of regular earnings, after ITA limits are reached under the Executive Plan (i.e., the member's $3,500 contribution as well as the 12% Company contribution are made to the Executive Plan).
		Vesting – Immediate
		Payment of Benefits – Members are eligible to receive the notional balance in the DC SERP once they terminate employment with the Company. All benefit payments are paid in cash, less applicable tax withholding.
		Death Benefits – The notional balance in the DC SERP is payable to their eligible spouse, designated beneficiary(ies) or estate, as applicable.

Employment Contracts and Retirement Arrangements

Michael Medline

In August 2019, the Board, on the recommendation of the HR Committee, entered into a retention agreement with Mr. Medline (together with the original agreement dated January 9, 2017, the "**Employment Agreement**"). Mr. Medline's Employment Agreement contains a provision that allows him to trigger a constructive dismissal in the event of a change of control of the Company which results in a material adverse change to his role or compensation. It provides for a 24-month severance package upon termination without cause or a change of control, subject to customary non-competition and non-solicitation provisions. It further provides that Mr. Medline's long-term incentive grants will be treated according to the plan rules for retirement of plan members with 15 years of tenure, meaning that his previously granted outstanding Stock Options will continue to vest for four years post retirement date and his outstanding PSUs/DSUs will continue to vest until their three-year maturity dates. The same treatment will be provided if Mr. Medline is terminated without cause.

In consideration for Mr. Medline staying an additional year and assisting with the transition in connection with his intended retirement to occur on May 2, 2026, the Company and Mr. Medline entered into a Retirement Agreement on April 23, 2025 (the "**Retirement Agreement**") to further amend the terms of his Employment Agreement. The Retirement Agreement provides that, conditional upon Mr. Medline continuing to perform his duties as CEO until May 2, 2026 (other than as a result of termination by the Company without cause) and complying with the terms of the Retirement Agreement, (i) for the 2026 fiscal year Mr. Medline will be eligible in the normal course for the STIP payment in accordance with the STIP and (ii) the Company will provide the following for the 24-month post-retirement period ending May 2, 2028 (the "**Term**"):

- base salary at the amount applicable on May 2, 2026, paid by salary continuation;
- for each of the two fiscal years, a STIP payment at the target amount applicable on May 2, 2026, in accordance with the STIP;
- group insured benefits available to executives of the Company (which does not include disability coverage);
- participation in the Sobeys Inc. Pension Plan for Senior Executives and the Sobeys Supplemental Executive Retirement Plan; and
- two payments of $250,000, made on or around each of January 1, 2027 and January 1, 2028, in replacement of previously paid perquisites such as club membership, financial planning, executive medical and travel allowance.

Under the Retirement Agreement, Mr. Medline will receive no further grants under the LTIP after May 2, 2026. The Retirement Agreement also provides, if Mr. Medline's employment is terminated by the Company without cause before May 2, 2026, then Mr. Medline will be eligible for all payments and benefits listed above for both the balance of the year ended May 2, 2026 and the Term, in replacement of the Termination of Employment provisions of his Employment Agreement. In such case, Mr. Medline would act in an advisory capacity to the Board on an as needed basis as requested by the Board until May 2, 2026. The Retirement Agreement confirmed other terms of Mr. Medline's existing Employment Agreement.

Had these provisions been triggered on May 3, 2025, Mr. Medline would have received estimated incremental benefits of $7,923,000 which includes 24 months of continued base salary, 24 months of STIP payments at target, and pension and SERP accruals for 24 months. In addition, he would be entitled to continued health, dental and group life insurance coverage as well as certain perquisites for 24 months. If a change of control had occurred on May 3, 2025 and Mr. Medline triggered a constructive dismissal or was terminated without cause on such date, he would receive the same severance benefits but paid in a lump sum.

Matt Reindel

Pursuant to an agreement between the Company and Mr. Reindel, in return for Mr. Reindel assisting with the transition in connection with his retirement, the Company will provide the following to Mr. Reindel for 18 months subsequent to his retirement date of July 1, 2025 (the "**Continuation Period**"), and conditional upon Mr. Reindel complying with the terms of the agreement:

- base salary continuation at the rate of $642,600 per year, provided that if Mr. Reindel commences new employment or self-employment during the Continuation Period, the Continuation Period and salary continuance will end immediately, and he will be paid a lump sum equal to 50% of any remaining salary payments;
- if the Board approves a STIP award for the STIP group in which Mr. Reindel would have participated for fiscal 2025 and fiscal 2026, the same payment he would have received had he been actively employed on the date of payout, and the same will apply for fiscal 2027, however the award will be capped at target STIP amount (85% of base salary) and will be prorated based on the number of days of salary continuance during the fiscal year;
- options, DSUs, PSUs and RSUs will be governed by the terms of the plans without any further vesting, awards or grants during the Continuation Period;
- group insured benefits available to executives of the Company (which does not include disability coverage) and participation in the executive medical program;
- continued participation in the executive financial planning and fitness club membership programs, up to a maximum of $15,000 and reimbursement for the cost of preparing US income tax returns, up to a maximum of $7,000;
- continued participation in the DC SERP; and
- relocation benefits and home sale guarantee or $200,000 in lieu thereof.

Had these provisions been triggered on May 3, 2025, Mr. Reindel would have received estimated incremental benefits of $2,417,400 which includes 18 months of continued base salary, 18 months of STIP payments at target, and pension and SERP accruals for 18 months. In addition, he would be entitled to continued health, dental and group life insurance coverage as well as certain perquisites for 18 months.

Other Named Executive Officers

The employment agreements for each of Pierre St-Laurent, Doug Nathanson and Julia Knox include a customary non-competition provision. Severance entitlements upon a termination without cause will be determined in accordance with applicable employment standards legislation and common law.

Section 8.

Indebtedness of Directors, Officers and Employees

As at July 17, 2025, there is no outstanding indebtedness to the Company and its subsidiaries by any of its executive officers, directors, employees and former executive officers, directors and employees of the Company or its subsidiaries other than routine indebtedness.

Section 9.

Additional Information

Directors' and Officers' Insurance

Directors' and officers' liability insurance is provided for the benefit of the directors and officers of the Company through participation in a directors' and officers' insurance policy. The total aggregate policy limit of liability for fiscal 2025 was $100 million annually for the Company and the other wholly owned subsidiaries of Empire, collectively. Where a non-indemnifiable claim was advanced against a director or officer, no policy deductible applied. Where the Company granted indemnification for any claim advanced against a director or officer, the Company is responsible for covering the first $1 million of such claim. The Company paid an annual premium of $461,535 for fiscal 2025.

Annual Information Form

Financial information is provided in the Company's comparative financial statements and Management's Discussion and Analysis for its most recently completed financial year. A copy of the Company's Annual Report, audited annual consolidated financial statements and Management's Discussion and Analysis, as well as the Company's Annual Information Form together with a copy of the other documents incorporated by reference therein, may be accessed under the Company's profile on SEDAR+ (**www.sedarplus.ca**) or obtained, without charge, by contacting the Investor Relations department of the Company at 115 King Street, Stellarton, Nova Scotia, B0K 1S0 or **investor.relations@empireco.ca**.

Additional information about the Company can be found on SEDAR+ (**www.sedarplus.ca**).

Other Matters

The Company knows of no other matters to be brought before the meeting. If any amendment, variation or other business is properly brought before the meeting, the enclosed form of proxy and voting instruction confers discretion on the persons named on the form of proxy to vote on such matters.

Contact the Board Of Directors

General information about Empire Company Limited can be requested through the "Contact Us" button on our website at **www.empireco.ca**. You may communicate with the Board through the Office of the Corporate Secretary. We receive inquiries on many subjects and have developed a process to manage inquiries so that the appropriate people respond to them. The Office of the Corporate Secretary reviews all letters and emails addressed to the Board or to individual directors. Matters relating to the Company's financial disclosure, internal accounting controls or audit matters will be referred to the Audit Committee. Other matters may be referred to the Board Chair and/or to committees of the Board as appropriate. While the Board oversees management, it does not participate in day-to-day operations; therefore inquiries related to operational matters will be directed to the appropriate member(s) of management for response. The Office of the Corporate Secretary may, in its discretion, decline to forward correspondence that is not relevant to Empire or not appropriate for the Board to consider. The Office of the Corporate Secretary maintains a log of all correspondence received and its disposition. Directors may review the log at any time and request copies of correspondence received.

Contact the Board

By mail: Doug Nathanson
Executive Vice President,
Chief Development
Officer, General Counsel
& Corporate Secretary

Empire Company Limited
115 King Street
Stellarton, Nova Scotia
B0K 1S0

By email: board@empireco.ca

Section 10.

Directors’ Approval

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

Signed “Doug Nathanson”

Doug Nathanson
Executive Vice President, Chief Development Officer, General Counsel & Corporate Secretary
Stellarton, Nova Scotia

July 17, 2025

Appendix A

Mandate of the Board of Directors

By virtue of the Articles of Association of the Company, the management of the Company is vested in the Board of Directors ("**Board**"), subject to the provisions of applicable statutes and the Memorandum and Articles of Association of the Company.

The Board of Directors of the Company shall have responsibility for the stewardship of the Company including the strategic planning process, approval of the strategic plan, the identification of principal risks and implementation of systems to manage these risks (inclusive of food safety and occupational health and safety), succession planning, communications and the integrity of the Company's internal control and management information systems. The Board discharges certain of its responsibilities through delegation to its committees as more particularly set out in the committee mandates.

The following points outline the key principles or guidelines governing how the Board will operate to carry out its overall stewardship responsibility:

Independent Chair

The Board has adopted a policy of having an independent, non-management Chair of the Board.

Size of the Board

The ideal size of the Board will provide a diversity of expertise and opinion, as well as efficient operation and decision-making. The Corporate Governance & Social Responsibility Committee will review the size of the Board annually and make recommendations to the Board when it believes a change would be in the best interests of the Company.

Director Retirement Age and Term Limit

Unless the Board otherwise determines on an annual basis in respect of a particular director or directors, a director shall not be nominated for re-election at the Annual General Meeting of Shareholders:

1. following their 72nd birthday unless the director will not have completed 10 years of service on the Board; or
2. if the director has completed 15 years of service on the Board.

The retirement age and term limit described above shall not apply to the Company's Chief Executive Officer ("**CEO**") or to Sobey family members. Notwithstanding this policy, ongoing review of Board composition remains paramount and the responsibilities of the Board and its committees are not at all diminished by implementing term limits.

The Board may, on an annual basis, waive the retirement age and term limit of a director if their continued service is in the best interest of the Company. The Board may exercise this discretion for such reasons as it deems appropriate from time to time, including the desire to maintain specific competencies, skills, experience, institutional knowledge, shareholder representation and diversity.

Board Composition

The Nominating Committee shall have responsibility for the nominating function of the Company and shall annually make a recommendation to the Board as to the Board nominees for election at the Company's next Annual General Meeting of Shareholders. This process shall include a determination of the competencies, skills and personal qualities (such as languages and residency) required of directors in light of opportunities and risks facing the Company. The Board will then consider the Nominating Committee's recommendation and make its determination.

Board Assessment

The Board is responsible for assessing and developing its effectiveness.

The Corporate Governance & Social Responsibility Committee shall implement a process for assessing the effectiveness of the Board as a whole, the committees and the contributions of individual directors. The Board shall assess directors on an ongoing basis, including periodic formal surveys of directors and ongoing assessments by the Chair of the Board and the Chair of the Corporate Governance & Social Responsibility Committee.

The Board, through the Corporate Governance & Social Responsibility Committee, shall establish and conduct orientation and education programs for new recruits to the Board, through which the performance expectations for Board members shall be communicated.

The Board shall provide continuing education opportunities for all directors so that they may enhance their skills and abilities as directors and ensure that their knowledge and understanding of the Company's business remains current.

The Corporate Governance & Social Responsibility Committee shall also be responsible for recommending proposals to the Board concerning the compensation of directors, including the adequacy and form of compensation.

Board Contacts with Senior Management

All of the directors shall have open access to the Company's senior management. It is expected that directors will exercise judgment to ensure that such contact does not distract management from the Company's business operations. Written communications from directors to members of management will be copied to the CEO.

Board Meetings

The Board shall hold regular meetings at least once in each fiscal quarter, with additional meetings held as and when necessary. The Board shall, at every regularly scheduled meeting and at other meetings at its discretion, meet without management present to ensure that the Board functions independently of management. Further, at every Board meeting, an *in camera* meeting of independent directors will take place. The Board shall maintain a policy which permits Board committees to engage outside advisors at the cost of the Company provided that approval is first obtained by the applicable Committee Chair and for individual directors to engage outside advisors at the cost of the Company, provided approval is first obtained from the Corporate Governance & Social Responsibility Committee.

The Board appreciates having certain members of senior management attend each Board meeting to provide information and opinion to assist the directors in their deliberations. Management attendees will be excused for any agenda items which are reserved for discussion among directors only.

Board Meeting Agendas and Information

The Chair of the Board and the CEO, in consultation with the Corporate Secretary and members of senior management as appropriate, will develop the agenda for each Board meeting. Agendas will be distributed to the directors before each meeting, and all Board members shall be free to suggest additions to the agenda in advance of the meeting.

Whenever practicable, information and reports pertaining to Board meeting agenda items will be circulated to the directors in advance of the meeting. Reports may be presented during the meeting by members of the Board, management and/or staff, or by invited outside advisors. It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it will not be prudent or appropriate to distribute written materials in advance.

Committees

The Board of Directors delegates certain responsibilities to the standing committees of the Board to allow an in-depth review of issues. The standing committees of the Board are the Audit Committee, the Human Resources Committee, the Corporate Governance & Social Responsibility Committee and the Nominating Committee. Other committees may be struck as the Board determines is appropriate. All of the members of the Audit and Nominating Committees shall be independent directors. The majority of the members of the Human Resources and Corporate Governance & Social Responsibility Committees will be independent. Each committee has a written mandate that is reviewed and approved annually.

Committee Meetings

The schedule and agenda for the meetings of each committee will be determined by the committee Chair in consultation with management, staff and committee members. Each committee will report to the Board on the results of each committee meeting. The Chair of the Board shall be a non-voting, non-quorum member of each committee.

Review of Independence of Outside Directors

The Corporate Governance & Social Responsibility Committee will review on an annual basis any relationships between directors and the Company which might be construed in any way to compromise the designation of any director as being independent. The objective of such review will be to determine the existence of any relationships, to ensure that the composition of the Board remains such that the majority of the directors are independent and unrelated and that where any relationships exist the director is acting appropriately.

Directors Who Change Their Present Job Responsibility

The Board shall maintain a policy which requires that a director who makes a change in principal occupation shall offer a resignation to the Board for consideration. The Board will take the opportunity to review, through the Corporate Governance & Social Responsibility Committee, the continued appropriateness of Board membership under such circumstances.

Strategic Planning

Management is responsible for the development of individual business unit and corporate strategic plans which take into account, among other things, the opportunities and risks of the business, and for the implementation of strategic plans. The Board shall be responsible for setting the long-term goals and objectives for the Company, the adoption of a strategic planning process and the annual approval of the strategic plans developed by management. The Board shall monitor senior management's implementation of the plans and shall assess the achievement of the Company's goals and objectives on an ongoing basis.

Managing Risk

The Board shall have overall responsibility for assessing the principal risks facing the Company, ensuring the implementation of the appropriate strategies and systems to manage such risks, and reviewing any material legal matters relating to the Company as a whole or its investment in any major operating company.

The Audit Committee shall periodically review the enterprise risk management framework for the Company and assess the adequacy and completeness of the process for identifying and assessing the key risks facing the Company. The Audit Committee shall report its findings on such matters to the full Board on a regular basis.

Succession Planning

The Board shall have responsibility for the appointment and evaluation of the performance of executive management, including approving the appointment of senior executives of the Company, reviewing their performance against the objective of maximizing shareholder value, measuring their contribution to that objective, and overseeing compensation policies.

The Human Resources Committee shall have responsibility for recommending proposals to the full Board concerning the compensation of executive management, including incentive programs and awards made pursuant thereto. This committee shall also monitor, review and provide guidance in respect of executive management training, development and succession planning.

Communications Policy

The Board shall have the responsibility for reviewing and approving the Company's policies and practices with respect to the disclosure of financial and other information including insider reporting and trading. This includes the review and approval of the content of the Company's major communications to shareholders and the investing public, encompassing the Annual Report, Management Information Circular, Annual Information Form and any prospectuses which may be issued. The Audit Committee shall review and recommend to the Board the approval of the quarterly and annual financial statements (including the Management's Discussion and Analysis) and news releases relating to financial matters. The Board also has responsibility for monitoring all of the Company's external communications. However, the Board believes that it is the function of management to speak for the Company in its communications with the investment community, the media, customers, suppliers, employees, governments and the general public.

The Board shall have the responsibility for reviewing and approving the Company's policies and practices with respect to disclosure of financial and other information, including insider reporting and trading.

The Board shall approve and monitor the disclosure policies designed to assist the Company in meeting its objective of providing timely, consistent and credible dissemination of information, consistent with disclosure requirements under applicable securities law. The Board shall review the Company's policies relating to communication and disclosure on an annual basis.

Generally, communications from shareholders and the investment community will be directed to the Vice President, Treasury, Investor Relations & ESG Finance, who will coordinate an appropriate response depending on the nature of the communication. It is expected that if communications from stakeholders are made to the Chair of the Board or to other individual directors, management will be informed and consulted to determine any appropriate response.

Internal Control and Management Information Systems

The Board has responsibility for the integrity of the Company's internal control and management information systems.

Pursuant to applicable corporate policies, material matters relating to the Company and its business require the prior approval of the Board. In particular, capital expenditures or commitments in excess of $30 million for Empire and Sobeys must be approved by the Board in advance. Management is authorized to act, without Board approval, on all ordinary course matters relating to the Company's business.

The Audit Committee has responsibility for ensuring internal controls are appropriately designed, implemented and monitored and for ensuring that management and financial reporting is complete and accurate, even though management may be charged with developing and implementing the necessary procedures. The Board reviews and approves the annual financial statements as well as the quarterly financial statements.

Governance, Integrity and Corporate Conduct

The Board oversees the ethical, legal and social conduct of the Company. The Board oversees the development of the Company's corporate governance policies, principles and guidelines. The Board develops and monitors compliance with the Company's Code of Business Conduct and Ethics for directors, officers and employees including Ethics Line reporting.

Management and Human Resources

The Board selects, appoints and evaluates the performance of the CEO and establishes the appropriate compensation for the CEO. In consultation with the CEO and the Human Resources Committee, the Board determines the terms of employment, training, development and succession of senior management specifically including the overall percentage salary increase for those executives (in addition to the CEO) whose compensation is subject to public disclosure.

Appendix B

Selected Information About the Empire Stock Option Plan

The following are additional terms of the Empire Stock Option Plan:

Eligibility

Key executives who are full-time employees of the Company (or any company affiliated with the Company) and who are designated by the HR Committee from time to time as eligible are eligible to participate in the Stock Option Plan.

Insider Participation Limits

No options or Non-Voting Class A shares shall be issued pursuant to the Stock Option Plan where such grants, together with all of the Company's other share compensation arrangements, could result at any time in:

i. The number of Non-Voting Class A shares reserved for issuance pursuant to share compensation arrangements granted to insiders exceeding 10% of those outstanding; and
ii. The issuance to insiders, within a one-year period, of a number of Non-Voting Class A shares exceeding 10% of those outstanding.

Assignment

Options are not assignable by participants.

Vesting

Stock Options generally granted in June, vest at the rate of 25% after the end of each fiscal year for the first four years of the term.

Expiry

The maximum term of Stock Options granted pursuant to the Empire Stock Option Plan is 10 years. Except as otherwise determined by the HR Committee from time to time:

- upon the death of the participant, the option is deemed to be fully vested immediately following the death of the participant, and the option may only be exercised by the legal personal representative(s) of the estate of the participant at any time prior to the earlier of (i) four years following the date of death and (ii) the expiry of the option in accordance with the terms thereof;
- if the participant becomes disabled and becomes eligible for long-term disability benefits under the employer's long-term disability plan, an option continues to vest for one year following the disability date, and vested options may only be exercised by the participant at any time prior to the earlier of (i) two years following the disability date and (ii) the expiry of the option in accordance with the terms thereof;
- upon retirement of the participant, (i) where the participant has less than 15 years service, options shall continue to vest for a one year period after the date of retirement and vested options may only be exercised by the participant at any time prior to the earlier of (a) one year after the employment of the participant terminates by reason of the retirement of the participant and (b) the expiry of the option in accordance with the terms thereof, and (ii) where the participant has 15 years or more service with the employer prior to the date of retirement, options continue to vest for a four year period after the retirement and vested options may only be exercised by the participant at any time prior to the earlier of (a) four years after the employment of the participant terminates by reason of the retirement of the participant and (b) the expiry of the option in accordance with the terms thereof;
- if the participant accepts employment with a competitor of the employer at any time prior to exercising the vested options, the retirement will be deemed to be a resignation;
- notwithstanding above, where the participant retires before February 1st of the fiscal year in which the option was granted, such option expires and terminates immediately upon retirement;
- upon terminated by the employer without cause, there is no further vesting of such option beyond the date of termination of employment and vested options may only be exercised by the participant at any time prior to the earlier of (i) the 90-day period immediately following the date of termination of employment and (ii) the expiry of the option in accordance with the terms thereof;
- upon terminated by the employer for cause, such option shall expire and terminate simultaneously with the act or event which causes the termination of employment;
- if the employment of a participant shall terminate for any other reason (including resignation), there is no further vesting of such option beyond the date of termination of employment and vested options may only be exercised by the participant at any time prior to the earlier of (i) 30 days immediately following the date of termination of employment and (ii) prior to the expiry of the option in accordance with the terms thereof.

If, before the expiry of an option, the employment of a participant is terminated for any reason (including resignation), there is no further vesting of the options beyond the termination date and vested options may only be exercised by the participant at any time prior to the earlier of (i) 30 days immediately following the termination date and (ii) the expiry of the option in accordance with the terms thereof.

Method of Exercise

Options may be exercised online through a portal provided by the Company's Option Service Provider upon payment of the aggregate option price plus any applicable withholding taxes and other expenses required by the Company.

The Stock Option Plan also contains a net or 'cashless' exercise feature whereby the participant may elect to receive the value of any option gain in the form of issued Non-Voting Class A shares or cash (or a combination of both) instead of exercising the option in the traditional manner of paying the cash exercise price to acquire Non-Voting Class A shares. The number of Non-Voting Class A shares received under the cashless exercise feature equals the option gain (being the VWAP of Non-Voting Class A shares on the TSX on the trading day on which the option is exercised minus the exercise price and any withholding taxes) divided by the VWAP of Non-Voting Class A shares on the TSX on the trading day on which the option is exercised. If a participant elects a net exercise of options for cash, then the Company shall issue Non-Voting Class A shares with a value equal to the in-the-money value of the options as above, except that the price used to determine the option gain and number of shares shall be the last trade on the TSX prior to delivery of notice of such exercise rather than the VWAP, and the Option Service Provider shall coordinate sale of such Non-Voting Class A shares at the prevailing price on the TSX.

Amendments to the LTIP

From time to time, subject to necessary regulatory approval from administrative bodies with jurisdiction over the LTIP, the Board of Directors of the Company may, **without shareholder approval**, terminate or amend any of the provisions of the LTIP, including amendments to:

- reduce the number of Non-Voting Class A shares issuable under the LTIP;
- increase or decrease the maximum number of Non-Voting Class A shares any single participant is entitled to receive under the LTIP;
- amend the vesting provisions of each option;
- amend the terms of the LTIP relating to the effect of termination, cessation or death of a participant on the right to exercise options;
- amend the assignability of grants required for estate planning purposes;
- increase the exercise price or purchase price;
- amend the process by which a participant can exercise their option;
- add and/or amend any form of financial assistance provision to the LTIP;
- amend the eligibility requirement for participants in the LTIP;
- allocate and reallocate the number of Non-Voting Class A shares issuable to participants pursuant to the LTIP;
- bring the LTIP into compliance with securities, corporate or tax laws and the rules and policies of the TSX;
- add covenants of the Company for the protection of participants; and
- cure or correct any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error.

No Amendment Shall:

- divest any participant of options granted to them;
- divest any participant of their entitlement to the participant's pledged shares and stock dividend shares as provided herein or of any rights a participant may have in respect of the participant's pledged shares and the stock dividend shares; or
- have the effect of altering the terms of repayment of any loan made to a participant, without the prior written consent of the participant.

Notwithstanding any other provision of this LTIP, none of the following amendments shall be made to this LTIP without approval of the shareholders:

- a reduction in the option price or award price, or cancellation and re-issue of options;
- any amendment that extends the term of an award beyond its original expiry date, except as permitted by the LTIP in the event of a blackout period;
- any amendment to increase the maximum limit of the number of Non-Voting Class A shares that may be:
  - issued to insiders within any one year period; or
  - issuable to insiders, at any time under the LTIP, or when combined with all share compensation arrangement, which could exceed 10% of the Company's issued and outstanding Non-Voting Class A shares and Class B common shares;
- an increase to the maximum number of Non-Voting Class A shares issuable under the LTIP;
- any amendment adding participants to the LTIP that may permit the introduction or re-introduction of non-employee directors on a discretionary basis; and
- any amendment to the amending provisions of the LTIP.

Appendix C

Non-GAAP Performance Metrics

The intent of the following non-GAAP performance metrics is to provide additional useful information to investors and analysts. The Company's definitions of the metrics included in this MD&A are as follows:

- Empire food sales are total sales less fuel sales as presented on page 10 of the fiscal 2025 MD&A.
- Empire Net Earnings, excluding capital gains is adjusted net earnings as defined on page 36 of the fiscal 2025 MD&A, less net gains on disposal of net assets as presented on page 10 of the fiscal 2025 audited consolidated financial statements (net of tax). This metric excludes certain further discretionary adjustments that better reflect the overall financial performance of the Company.
- Empire EPS is total adjusted EPS as defined on page 36 of the fiscal 2025 MD&A less net gains on disposal of net assets as presented on page 10 of the fiscal 2025 audited consolidated financial statements (net of tax) excluding certain further discretionary adjustments in addition to those noted in the fiscal 2025 MD&A.
- Empire ROCE is calculated as adjusted net earnings divided by average capital employed. Adjusted net earnings is calculated as adjusted net earnings as presented on page 37 of the fiscal 2025 MD&A plus financial costs less net gains on disposal of net assets as presented on page 10 of the fiscal 2025 audited consolidated financial statements (net of tax) excluding certain further discretionary adjustments in addition to those noted in the fiscal 2025 MD&A. Average capital employed is defined as all interest-bearing debt (bank loans, notes payable, credit facilities and lease liabilities), plus shareholders' equity, net of non-controlling interest, as presented on page 36 of the fiscal 2025 MD&A, averaged for five quarters.

Shareholder and Investor Information

Empire Company Limited
115 King Street
Stellarton, Nova Scotia
B0K 1S0
Telephone: (902) 752-8371
Fax: (902) 755-6477

www.empireco.ca

Affiliated Company Web Address

www.sobeyscorporate.com

Investor Relations and Inquiries

Shareholders, analysts and investors should direct their financial inquiries or requests to:

Email: investor.relations@empireco.ca

Communication regarding investor records for Non-Voting Class A shares, including changes of address or ownership, lost certificates or tax forms, should be directed to the Company's transfer agent and registrar, TSX Trust Company.

Communication regarding investor records, including changes of address or ownership, lost certificates, or tax forms should be directed to the Company's transfer agent and registrar, TSX Trust Company.

Transfer Agent

TSX Trust Company
301-100 Adelaide Street West
Toronto, ON
M5H 4H1
Telephone: 1-800-387-0825
Email: shareholderinquiries@tmx.com

Multiple Mailings

If you have more than one account, you may receive a separate mailing for each. If this occurs, please contact TSX Trust Company at 1-800-387-0825 to eliminate the multiple mailings.

Dividend Record and Payment Dates for Fiscal 2026

Record Date	Payment Date
July 15, 2025	July 31, 2025
October 15, 2025*	October 31, 2025*
January 15, 2026*	January 30, 2026*
April 15, 2026*	April 30, 2026*

*Subject to approval by the Board of Directors

Outstanding Shares

As at June 17, 2025	
Non-Voting Class A shares	133,899,087
Class B common shares, voting	98,138,079

Stock Exchange Listing

The Toronto Stock Exchange

Stock Symbol

Non-Voting Class A shares – EMP.A

Solicitors

Stewart McKelvey
Halifax, Nova Scotia

Auditor

PricewaterhouseCoopers, LLP
Halifax, Nova Scotia

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