

EMPIRE COMPANY LIMITED

Report of Voting Results Section 11.3 of National Instrument 51-102

The following matters were put to vote at the annual general meeting of Empire Company Limited (the “Company”) held on September 15, 2016. Ballots were not conducted on any matter.

| MATTER | VOTE RESULT |
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| <p>The following persons are elected directors of the Company for the ensuing year, and the maximum number of directors is fixed at 18:</p> <p style="padding-left: 40px;">Cynthia Devine Robert P. Dexter James Dickson Gregory Josefowicz Sue Lee William Linton Kevin Lynch Frank C. Sobey John R. Sobey Karl R. Sobey Paul D. Sobey Robert G. Sobey Martine Turcotte François Vimard</p> | <p>CARRIED.</p> <p>There were 98,138,079 Class B shares (100% of outstanding Class B shares) represented by proxy at the Meeting. 100% of the Class B shares were voted in favour of each nominee, and no Class B shares were withheld from voting on any nominee.</p> |
| <p>The remuneration of directors, as set out in the Empire Company’s Management Information Circular dated August 1, 2016, is approved.</p> | <p>CARRIED.</p> <p>There were 98,138,079 Class B shares (100% of outstanding Class B shares) represented by proxy at the Meeting and 100% of the Class B shares were voted in favour of the motion.</p> |
| <p>PricewaterhouseCoopers LLP, Chartered Accountants be appointed as Auditor for the fiscal year 2016 and that the Board of Directors be authorized to fix their remuneration.</p> | <p>CARRIED.</p> <p>There were 98,138,079 Class B shares (100% of outstanding Class B shares) represented by proxy at the Meeting and 100% of the Class B shares were voted in favour of the motion.</p> |
| <p>The advisory resolution on the Company’s approach to executive compensation, as set out in the Management Information Circular dated August 1, 2016</p> | <p>CARRIED.</p> <p>There were 98,138,079 Class B shares (100% of outstanding Class B shares) represented by proxy at the Meeting and 100% of the Class B shares were voted in favour of the motion. There were 117,264,705 Non-Voting Class A shares (67.6% of Non-Voting Class A shares outstanding) represented by proxy at the Meeting of which 113,733,824 (97.0% of Non-Voting Class A shares voted) were voted in favour of the motion.</p> |