



**BRP INC.**

**NOTICE OF  
ANNUAL MEETING OF SHAREHOLDERS  
AND  
MANAGEMENT PROXY CIRCULAR**

**Annual meeting of shareholders will be held  
at 1:00 p.m. (Eastern time)  
on June 12, 2014 at the Laurent Beaudoin Design & Innovation Centre**

**Letter from the Chairman of the Board of Directors and  
the President and Chief Executive Officer**

May 2, 2014

Dear Shareholder:

After a decade of operating as a stand-alone entity, BRP reached a significant milestone in May 2013 when we successfully completed our initial public offering (“**IPO**”) to become a public company. We take great pride in the fact that the IPO was one of the most successful in Canada last year. Our story of over 70 years of research and innovation in the quest to deliver the ultimate powersports experience resonated with the investment community and we are very committed to continue profitably growing our business by leveraging our market leading brands. The past year was one of great strides for BRP and we take the opportunity to thank our 7,100 employees worldwide for their engagement, dedication and passion.

We are pleased to welcome you as a shareholder of our Company and as such you are cordially invited to attend the first annual meeting of shareholders of BRP Inc. The meeting will be held on June 12, 2014 at the Laurent Beaudoin Design & Innovation Centre, 754 St-Joseph Street, Valcourt, Québec, J0E 2L0 at 1:00 p.m. (Eastern time).

The enclosed notice of annual meeting of shareholders and management proxy circular provide information on all matters to be acted upon by the shareholders, including information on directors nominated for election and the appointment of the Company’s auditors. The management proxy circular also provides information on our corporate governance system and compensation of our senior management.

Your vote and participation are very important to us. As a holder of our shares, please take the time to review the management proxy circular and accompanying materials and provide your vote on the business items of the meeting. If you are unable to attend the meeting in person, we encourage you to vote your shares via the internet or by phone. You can also vote your shares by signing, dating and returning the enclosed proxy card.

On behalf of the Board of Directors, we thank you for your support.

Sincerely,



Laurent Beaudoin  
Chairman of the Board



José Boisjoli  
President and Chief Executive Officer



**BRP INC.**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual meeting (the “Meeting”) of the holders of subordinate voting shares (the “Subordinate Voting Shares”) and multiple voting shares (the “Multiple Voting Shares” and, together with the Subordinate Voting Shares, the “Shares”) of BRP Inc. (the “Company”) will be held at 1:00 p.m. (Eastern time) on June 12, 2014 at the Laurent Beaudoin Design & Innovation Centre, 754 St-Joseph Street, Valcourt, Québec, J0E 2L0, to consider and take action on the following matters:

- (1) to receive the consolidated financial statements of the Company for the fiscal year ended January 31, 2014, together with the notes thereto and the independent auditor’s report thereon;
- (2) to elect the directors of the Company who will serve until the next annual meeting of shareholders or until their successors are elected or appointed;
- (3) to appoint the auditor of the Company; and
- (4) to transact such other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

**As a shareholder of the Company, it is very important that you read this material carefully and then vote your Shares, either by proxy or in person at the Meeting.**

The accompanying management proxy circular of the Company dated May 2, 2014 provides additional information relating to the matters to be dealt with at the Meeting. Also enclosed is a form of proxy for the Meeting.

The consolidated financial statements of the Company for the fiscal year ended January 31, 2014, together with the notes thereto, the independent auditor’s report thereon and the related management’s discussion and analysis are available on SEDAR at [www.sedar.com](http://www.sedar.com).

The Company’s board of directors has fixed the close of business on April 23, 2014 as the record date for determining shareholders entitled to receive notice of, and to vote at, the Meeting, or any postponement or adjournment thereof. No person who becomes a shareholder of record after that time will be entitled to vote at the Meeting or any postponement or adjournment thereof.

**A shareholder who is unable to be present at the Meeting and who wishes to appoint some other person (who need not be a shareholder) to represent him or her at the Meeting may do so by inserting such person’s name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy, and, in either case, by returning the completed form of proxy in the pre-addressed return envelope provided for that purpose to Computershare Investor Services Inc. no later than 4:00 p.m. (Eastern time) on June 10, 2014, or if the Meeting is postponed or adjourned, by no later than 48 hours prior to the time of such postponed or adjourned meeting (excluding Saturdays, Sundays and holidays). Shareholders who have voted by proxy may still attend the Meeting.**

Shareholders are invited to attend the Meeting as there will be an opportunity to ask questions and meet with management of the Company. At the Meeting, the Company will also report on its business results for the fiscal year ended January 31, 2014.

Dated at Valcourt, Québec, this 2<sup>nd</sup> day of May, 2014.

By order of the board of directors,

A handwritten signature in black ink, appearing to be 'M. Langelier', written in a cursive style.

Martin Langelier  
Senior Vice-President, General Counsel and Secretary

BRP INC.

MANAGEMENT PROXY CIRCULAR

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## GENERAL INFORMATION

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This management proxy circular (the “Circular”) is furnished in connection with the solicitation by management of BRP Inc. (the “Company”) of proxies for use at the annual meeting of shareholders of the Company (the “Meeting”) to be held on June 12, 2014 at 1:00 p.m. (Eastern time) at the Laurent Beaudoin Design & Innovation Centre, 754 St-Joseph Street, Valcourt, Québec, J0E 2L0, or any postponements or adjournments thereof, for the purposes set forth in the accompanying notice of annual meeting of shareholders (the “Notice of Meeting”).

Unless otherwise noted or the context otherwise requires, all information provided in this Circular is given as at May 2, 2014 and references to the “Company” and “BRP” refer to BRP Inc., its direct and indirect subsidiaries, predecessors and other entities controlled by them. Unless otherwise indicated, all references to “\$” or “dollars” in this Circular refer to Canadian dollars.

No person has been authorized to give any information or to make any representation in connection with any other matters to be considered at the Meeting other than those contained in this Circular and, if given or made, any such information or representation must not be relied upon as having been authorized.

### Forward-Looking Statements

Certain statements in this Circular constitute forward-looking statements. The words “scheduled”, “may”, “will”, “would”, “should”, “could”, “expects”, “plans”, “intends”, “trends”, “indications”, “anticipates”, “believes”, “estimates”, “predicts”, “likely” or “potential” or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking statements. Forward-looking statements are based on estimates and assumptions made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that the Company believes are appropriate and reasonable in the circumstances, but there can be no assurance that such estimates and assumptions will prove to be correct. Many factors could cause the Company’s actual results or affairs to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the factors discussed in the “Risk Factors” section of the Company’s annual information form dated March 28, 2014, in respect of the fiscal year ended January 31, 2014 (“**Fiscal 2014**”), which are incorporated by reference in this cautionary statement. These factors are not intended to represent a complete list of the factors that could affect the Company; however, these factors should be considered carefully. The forward-looking statements contained in this Circular are made as of the date of this Circular, and the Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities regulations. The forward-looking statements contained in this Circular are expressly qualified by this cautionary statement.

### Voting Information

The following questions and answers provide guidance on how to vote your subordinate voting shares (the “**Subordinate Voting Shares**”) and/or multiple voting shares (the “**Multiple Voting Shares**”) and, together with the Subordinate Voting Shares, the “**Shares**”) of the Company.

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### *Who is soliciting my proxy?*

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Management of the Company is soliciting your proxy. It is expected that the solicitation will be made primarily by mail but proxies may also be solicited by telephone, over the Internet, in writing or in person, by directors, officers or employees of the Company and its subsidiaries who will receive no other compensation therefor other than their regular remuneration. The Company may also reimburse brokers and other persons holding Shares in their name or in the name of nominees for the costs incurred in sending proxy materials to their principals in order to obtain their proxies. Such costs are expected to be nominal.

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***Who can vote?***

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Only persons registered as holders of Subordinate Voting Shares and/or Multiple Voting Shares on the books of the Company as of the close of business on April 23, 2014 (the “**Record Date**”) are entitled to receive notice of, and to vote at, the Meeting or any postponement or adjournment thereof, and no person becoming a shareholder after the Record Date shall be entitled to receive notice of, and to vote at, the Meeting or any postponement or adjournment thereof. The failure of any shareholder to receive notice of the Meeting does not deprive the shareholder of the right to vote at the Meeting.

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***What will I be voting on?***

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Holders of Shares will be voting:

- to elect the directors of the Company who will serve until the next annual meeting of shareholders or until their successors are elected or appointed (see page 11);
- to appoint the auditor of the Company (see page 26); and
- to transact such other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

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***How will these matters be decided at the Meeting?***

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A simple majority of the votes cast, in person or by proxy, will constitute approval of each of the matters specified in this Circular.

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***What is the necessary quorum for the Meeting?***

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A quorum of shareholders is present at a meeting of shareholders if the holders of not less than twenty-five percent (25%) of the shares entitled to vote at the meeting are present in person or represented by proxy, and at least two persons entitled to vote at the meeting are actually present at the meeting.

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***How many votes do I have?***

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The Subordinate Voting Shares are “restricted securities” within the meaning of such term under applicable Canadian securities laws in that they do not carry equal voting rights.

**Each Multiple Voting Share carries the right to six votes and each Subordinate Voting Share carries the right to one vote.** In the aggregate, all of the voting rights associated with the Subordinate Voting Shares represented, as at May 2, 2014, 7.6% of the voting rights attached to all of the issued and outstanding Shares.

The Subordinate Voting Shares are not convertible into any other class of shares. Each outstanding Multiple Voting Share may at any time, at the option of the holder, be converted into one Subordinate Voting Share. Upon the first date that any Multiple Voting Share shall be held other than by a Permitted Holder (as such term is defined in the Company’s articles), such holder, without any further action, shall automatically be deemed to have exercised his, her or its rights to convert all of the Multiple Voting Shares held by such holder into fully paid and non-assessable Subordinate Voting Shares, on a share for share basis.

In addition, all Multiple Voting Shares, regardless of the holder thereof, will convert automatically into Subordinate Voting Shares at such time as Permitted Holders that hold Multiple Voting Shares no longer hold and own, collectively, directly or indirectly, more than 15% of the beneficial ownership interests in the aggregate number of outstanding Multiple Voting Shares and Subordinate Voting Shares (it being understood that the number of Multiple Voting Shares shall be added to the number of Subordinate Voting Shares for the purposes of such calculation).

Under applicable Canadian law, an offer to purchase Multiple Voting Shares would not necessarily require that an offer be made to purchase Subordinate Voting Shares. In accordance with the rules of the Toronto Stock Exchange (the “**TSX**”) designed to ensure that, in the event of a take-over bid, the holders of Subordinate Voting Shares will be entitled to participate on an equal footing with holders of Multiple Voting Shares, Beaudier Inc.

("Beaudier"), 433618 Canada Inc. ("433618" and, together with Beaudier, the "Beaudier Group"), Bain Capital Luxembourg Investments S.à.r.l. ("Bain") and Caisse de dépôt et placement du Québec ("CDPQ" and, together with Beaudier Group and Bain, the "Principal Shareholders"), as the holders of all the outstanding Multiple Voting Shares, entered into a coattail agreement dated May 29, 2013 with the Company and Computershare Trust Company of Canada (the "Coattail Agreement"). The Coattail Agreement contains provisions customary for dual class, TSX listed companies designed to prevent transactions that otherwise would deprive the holders of Subordinate Voting Shares of rights under applicable provincial take-over bid legislation to which they would have been entitled if the Multiple Voting Shares had been Subordinate Voting Shares. Additional information relating to the Coattail Agreement can be found in the Company's annual information form available on SEDAR at [www.sedar.com](http://www.sedar.com).

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### ***Who can I call with questions?***

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If you have questions about the information contained in this Circular or require assistance in completing your form of proxy, please contact Computershare Investor Services Inc. ("Computershare"), the Company's transfer agent, toll-free at 1-800-564-6253, or by mail at:

**Computershare Investor Services Inc.**

100 University Avenue  
8<sup>th</sup> Floor  
Toronto, Ontario M5J 2Y1

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### ***How do I vote?***

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- If you are eligible to vote and you are registered as a shareholder on the books of the Company as of the close of business on the Record Date, you can vote your Shares in person at the Meeting or by proxy, as explained below.
- If your Shares are held in the name of a depository or a nominee such as a trustee, financial institution or securities broker, please see the instructions below under "How do I vote if I am a non-registered shareholder?" (see page 10).

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### ***How do I vote if I am a registered shareholder?***

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#### ***1. Voting in person***

If you wish to vote in person, you may present yourself to a representative of Computershare at the registration table at the Meeting. Your vote will be taken and counted at the Meeting.

#### ***2. Voting by proxy***

**Whether or not you attend the Meeting, you may appoint someone else to vote for you as your proxyholder. Your vote will thus be counted at the Meeting. You may use the enclosed form of proxy, or any other proper form of proxy, in order to appoint your proxyholder. The persons named in the enclosed form of proxy, namely Messrs. José Boisjoli and Martin Langelier, are respectively President and Chief Executive Officer, and Senior Vice-President, General Counsel and Secretary, of the Company. However, you may choose another person to act as your proxyholder, including someone who is not a holder of Shares of the Company, by inserting another person's name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy.**

Registered shareholders may vote by proxy as follows: by mail or fax, by telephone or over the Internet.

Submitting a proxy by mail or fax or over the Internet are the only methods by which a registered shareholder may appoint a person other than the members of the management of the Company named on the form of proxy as proxyholder.

#### ***Mail or Fax***

Registered shareholders electing to submit a proxy by mail or fax must complete, date and sign the form of proxy. It must then be returned to the Company's transfer agent, Computershare, either in the postage pre-paid



return envelope provided or by fax at 1-866-249-7775 (for shareholders in Canada and in the United States) or at (416) 263-9524 (for shareholders outside Canada and the United States), no later than 4:00 p.m. (Eastern time) on June 10, 2014.

#### *Telephone*

Registered shareholders electing to submit a proxy by telephone must do so by using a touchtone telephone. The telephone number to call for shareholders in Canada and in the United States is 1-866-732-VOTE (8683). For shareholders outside Canada and the United States, the telephone number to call is 312-588-4290. Shareholders must follow the instructions, use the form of proxy received from the Company and provide the 15-digit control number located on the form of proxy. Instructions are then conveyed by use of the touchtone selections over the telephone.

#### *Internet*

Registered shareholders electing to submit a proxy over the Internet must access the following website: [www.investorvote.com](http://www.investorvote.com).

Registered shareholders must then follow the instructions and refer to the form of proxy received from the Company which contains a 15-digit control number located on the form of proxy. Voting instructions are then conveyed electronically by the shareholder over the Internet.

Non-registered shareholders will be provided with voting instructions by their nominees. Please see further instructions below under the heading “How do I vote if I am a non-registered shareholder?” (see page 10).

#### ***How will my proxyholder vote?***

On the form of proxy, you may indicate either how you want your proxyholder to vote your Shares, or you can let your proxyholder decide for you.

If you have specified on the form of proxy how you want your Shares to be voted on a particular issue (by marking **FOR** or **WITHHOLD**), then your proxyholder must vote your Shares accordingly.

If you have not specified on the form of proxy how you want your Shares to be voted on a particular issue, then your proxyholder can vote your Shares as he or she sees fit.

**Unless contrary instructions are provided, the voting rights attached to Multiple Voting Shares and/or Subordinate Voting Shares represented by proxies received by the management of the Company will be voted:**

- **FOR the election of all the nominees proposed as directors; and**
- **FOR the appointment of Deloitte LLP as auditor of the Company.**

#### ***What if there are amendments or if other matters are brought before the Meeting?***

The enclosed form of proxy gives the persons named in it authority to use their discretion in voting on amendments or variations to matters identified in the Notice of Meeting.

As of the date of this Circular, the management of the Company is not aware of any other matter to be presented at the Meeting. If, however, other matters properly come before the Meeting, the persons named in the enclosed form of proxy will vote on them in accordance with their judgment, pursuant to the discretionary authority conferred upon them by the form of proxy with respect to such matters.

#### ***What if I change my mind and want to revoke my proxy?***

You may revoke your proxy at any time before it is acted upon in any manner permitted by law, including stating clearly, in writing, that you wish to revoke your proxy and by delivering this written statement to

Computershare, no later than the last business day before the day of the Meeting, or to the Chairman of the Meeting on the day of the Meeting or any postponement or adjournment thereof.

***Who counts the proxies?***

Proxies are counted by Computershare, the Company's transfer agent.

***Is my vote confidential?***

Computershare preserves the confidentiality of individual shareholder votes, except (i) where a shareholder clearly intends to communicate his or her individual position to the management of the Company, and (ii) as necessary in order to comply with legal requirements.

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***How do I vote if I am a non-registered shareholder?***

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In many cases, Shares beneficially owned by a shareholder (a "**non-registered shareholder**") are registered in the name of a depository or a nominee such as a trustee, financial institution or securities broker. For example, Shares listed in an account statement provided by the broker of a shareholder, are, in all likelihood, not registered in the shareholder's name. If you are a non-registered shareholder, you can vote your Shares in person at the Meeting or by giving your voting instructions, as explained below.

***Voting in person***

BRP and/or Computershare do not have a record of the names of the non-registered shareholders of the Company.

If you are a non-registered shareholder and you attend the Meeting, BRP and/or Computershare will have no knowledge of your shareholdings or your entitlement to vote, unless your nominee has appointed you as proxyholder.

If you are a non-registered shareholder and wish to vote in person at the Meeting, you have to insert your own name in the space provided on the form of proxy or voting instruction form sent to you by your nominee. By doing so, you are instructing your nominee to appoint you as proxyholder.

It is important that you comply with the signature and return instructions provided by your nominee. It is not necessary to otherwise complete the form of proxy or voting instruction form as you will be voting at the Meeting.

***Giving voting instructions***

Applicable securities laws and regulations require nominees of non-registered shareholders to seek the latter's voting instructions in advance of the Meeting. Therefore, unless you have previously informed your nominee that you do not wish to receive material relating to shareholders' meetings, you will have received this Circular in a mailing from your nominee, together with a proxy form or voting instruction form, as the case may be.

The Company does not send proxy-related materials directly to non-registered shareholders and is not relying on the notice-and-access provisions of securities laws for delivery to either registered or non-registered shareholders.

BRP intends to pay for proximate intermediaries to send the proxy-related materials to objecting beneficial owners.

Each nominee has its own signature and return instructions. It is important that you comply with these instructions if you want the voting rights attached to your Shares to be exercised.

If you are a non-registered shareholder who has submitted a proxy and you wish to change your voting instructions, you should contact your nominee to find out whether this is possible and what procedure to follow.

## Voting Shares Outstanding and Principal Shareholders

The Company's authorized share capital consists of an unlimited number of Multiple Voting Shares and Subordinate Voting Shares and an unlimited number of preferred shares issuable in series. As of May 2, 2014, there were 39,135,723 Subordinate Voting Shares and 79,023,344 Multiple Voting Shares issued and outstanding, and no preferred shares were issued and outstanding. Under the Company's articles, each Subordinate Voting Share carries the right to one vote and each Multiple Voting Shares carries the right to six votes.

The following table discloses the names of the persons or companies who, to the knowledge of the Company, as of May 2, 2014, beneficially owned, or controlled or directed, directly or indirectly, more than 10% of any class or series of the voting securities of the Company:

Name	Number of Multiple Voting Shares Owned	Percentage of Outstanding Multiple Voting Shares	Number of Subordinate Voting Shares Owned	Percentage of Outstanding Subordinate Voting Shares	Percentage of Outstanding Shares	Percentage of Total Voting Power
Bain <sup>(1)</sup>	31,744,393	40.1%	—	—	26.8%	37.1%
Beaudier Group						
Beaudier <sup>(2)</sup>	24,743,163	31.3%	—	—	20.9%	28.9%
4338618 <sup>(3)</sup>	16,494,313	20.9%	—	—	13.9%	19.3%
Fidelity Management & Research Company, Pyramis Global Advisors, LLC, Pyramis Global Advisors Trust Company, Strategic Advisers Incorporated, FIL Limited, Crosby Advisors LLC, and Fidelity SelectCo, LLC <sup>(4)</sup>	—	—	4,295,900	10.9%	3.6%	0.8%
1832 Asset Management L.P. <sup>(5)</sup>	—	—	5,102,530	13.0%	4.3%	1.0%

- (1) Represents shares held by Bain, which is owned by Bain Capital International Investments, S.à r.l., which in turn is owned by Bain Capital International Holdings, S.à r.l., which in turn is owned by Bain Capital Integral Investors II, L.P. ("**Integral**"). Bain Capital Investors, LLC ("**BCI**") is the general partner of Integral. The governance, investment strategy and decision-making process with respect to investments held by Bain is directed by BCI's Global Private Equity Board ("**GPEB**"), which is comprised of the following individuals: Steven Barnes, Joshua Bekenstein, John Connaughton, Paul Edgerley, Stephen Pagliuca, Michel Plantevin, Dwight Poler, Jonathan Zhu and Stephen Zide. By virtue of the relationships described in this footnote, GPEB may be deemed to exercise voting and dispositive power with respect to the shares held by Bain. Each of the members of GPEB disclaims beneficial ownership of such shares to the extent attributed to such member solely by virtue of serving on GPEB. The address of each of BCI and Integral is c/o Bain Capital Investors, LLC, John Hancock Tower, 200 Clarendon Street, Boston, MA 02116.
- (2) Beaudier is a portfolio holding company of the Beaudoin family and is controlled by Mr. Laurent Beaudoin, Chair of the Board of Directors, and his wife Mrs. Claire Bombardier Beaudoin, through holding companies which they control.
- (3) 4338618 is a portfolio holding company which is owned by Mrs. Janine Bombardier, Mrs. Huguette B. Fontaine and Mr. J.R. André Bombardier, through respective holding companies which they control and, in the case of Mrs. Janine Bombardier, a trust to her benefit and the benefit of her issue. Mr. J.R. André Bombardier is a director of the Company.
- (4) Based upon an alternative monthly report dated October 9, 2013.
- (5) Based upon an alternative monthly report dated February 6, 2014.

## BUSINESS OF THE MEETING

As part of the business set out in the Notice of Meeting, the consolidated financial statements of the Company for Fiscal 2014, together with the notes thereto and the independent auditor's report thereon, will be placed before shareholders by the Company and shareholders will be asked to consider and vote on:

- the election of the directors of the Company who will serve until the next annual meeting of shareholders or until their successors are elected or appointed;
- the appointment of the auditor of the Company; and
- such other business as may properly be brought before the Meeting or any adjournment thereof.

The consolidated financial statements of the Company for Fiscal 2014, together with the notes thereto and the independent auditor's report thereon, will be submitted at the Meeting, but no vote thereon is required or expected. These consolidated financial statements, together with the related management's discussion and analysis, are available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **Election of Directors**

The Company's articles provide that its board of directors (the "**Board of Directors**") shall consist of not less than three (3) and not more than fifteen (15) directors. The Company's directors are elected annually at the annual meeting of shareholders, except that the Board of Directors can appoint directors in certain circumstances between annual meetings. Each director is expected to hold office until the next annual meeting of shareholders or until his or her successor is elected or appointed.

The Board of Directors is currently comprised of thirteen (13) directors and it is proposed that thirteen (13) directors be elected at the Meeting. The persons identified in the section "Nominees for Election to the Board of Directors" will be nominated for election as directors at the Meeting. Except for Ms. Métayer, who is proposed to be elected in replacement of Mr. Luc Houle, all such nominees are presently directors of the Company. Shareholders may vote for each proposed director nominee individually.

Pursuant to the nomination rights agreement entered into on May 29, 2013 between the Company and the Principal Shareholders (the "**Nomination Rights Agreement**"), each of Bain, Beaudier Group and CDPQ was entitled to designate four, three and one member(s) of the Board of Directors, respectively. The member(s) of the Board of Directors so designated were Joshua Bekenstein, Yvonne Hao, Nicholas Nomicos and Joseph Robbins for Bain, Laurent Beaudoin, J.R. André Bombardier and Louis Laporte for the Beaudier Group, and Luc Houle for CDPQ. As a result of the sale of an aggregate of 15,122,031 Subordinate Voting Shares following the closing of the Company's initial public offering on May 29, 2013 (the "**IPO**"), Bain is now only entitled to designate three members of the Board of Directors as it now holds less than 75% of the number of Multiple Voting Shares it held upon closing of the Company's IPO. The human resources, nomination and governance committee of the Board of Directors (the "**Human Resources, Nomination and Governance Committee**" or the "**HRNGC**") has initiated a selection process to identify a candidate to replace one of the members of the Board of Directors designated by Bain. For purposes of identifying a replacement director who possesses skills which are complementary to those of the current directors, the HRNGC considers, among other things, what competencies and skills the Board of Directors as a whole should possess as well as the competencies and skills each existing director currently possesses. Once the replacement director is identified, one of the current directors designated by Bain will resign and such replacement director will be appointed as an independent member of the Board of Directors. See "Disclosure of Corporate Governance Practices — Nomination Rights Agreement".

Mr. Luc Houle has notified the Company that he will not stand for re-election at the Meeting and that he will resign effective as of the Meeting. Pursuant to the terms of the Nomination Rights Agreement and subject to the election at the Meeting, CDPQ has designated Ms. Estelle Métayer to replace him as a member of the Board of Directors.

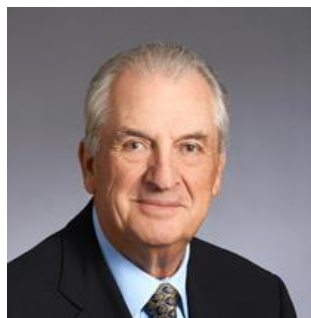
**Unless a proxy specifies that the Shares it represents should be withheld from voting in respect of the election of one or more directors or voted in accordance with the specification in the proxy, the persons named in the enclosed form of proxy intend to vote FOR the election of each of the nominees listed in this Circular.**

Management of the Company does not expect that any of the nominees will be unable, or for any reason, will become unwilling, to stand for election as director at the Meeting. However, if, for any reason, at or before the time of the Meeting, any of the nominees becomes unable to serve and unless otherwise specified, it is intended that the persons designated in the form of proxy will vote in their discretion for a substitute nominee or nominees.

Description of Proposed Director Nominees

**LAURENT BEAUDOIN**

**Chairman of the Board of Directors**



Mr. Beaudoin is Chair of the Board of Directors since December 2003. Mr. Beaudoin, who was the Chief Executive Officer and Chairman of Bombardier Inc. since 1966, handed over his responsibilities as Chief Executive Officer in June 2008, and remained Chairman of the Board of Directors of Bombardier Inc. He joined Bombardier Inc. in 1963 as Comptroller. From 2002 to 2012, he has been a member of the International Business Council of the World Economic Forum based in Geneva, Switzerland. Since October 2010, he has been President of FIRST Robotics Quebec. Mr. Beaudoin is also President of Beaudier Inc., one of the Principal Shareholders. Mr. Beaudoin holds honorary doctorates from various universities and he received many awards and honours as a business leader, including Canada's Outstanding CEO of the Year by the *Financial Post*. He is a Chartered Accountant and a Fellow of the *Ordre des comptables agréés du Québec*.

Age: 75

Québec, Canada

Not independent<sup>(1)</sup>

Director since 2003

Board/Committee Membership	Attendance <sup>(3)</sup>	Other Public Board Membership	
Board of Directors <sup>(2)</sup>	4/4 100%	<u>Entity</u>	<u>Since</u>
	<b>Total: 100%</b>	Bombardier Inc.	1975
Value of Total Compensation Received as Director <sup>(4)</sup>			
Fiscal 2014:	Nil		

**Securities Held as of January 31, 2014**

Subordinate Voting Shares (#)	Market Value of Subordinate Voting Shares (\$)	Multiple Voting Shares <sup>(5)</sup> (#)	Market Value of Multiple Voting Shares <sup>(6)</sup> (\$)	Options (#)	Value of Vested In-the-Money Options (\$)	Deferred Share Units (#)	Market Value of Deferred Share Units (\$)	Total Market Value of Securities Held (\$)
-	-	24,743,163	693,055,995.63	-	-	-	-	693,055,995.63

**Notes**

- (1) Mr. Beaudoin is not considered independent as he is part of the management of Beaudier, a Principal Shareholder.
- (2) Mr. Beaudoin is the Chairman of the Board.
- (3) Reflects attendance to meetings held following the closing of the Company's IPO on May 29, 2013.
- (4) No compensation is paid to directors who are not independent.
- (5) These Multiple Voting Shares are held by Beaudier, a portfolio holding company of the Beaudoin family controlled by Mr. Laurent Beaudoin and his wife Mrs. Claire Bombardier Beaudoin, through holding companies which they control. For details regarding Beaudier's ownership of voting securities of the Company, see "General Information - Voting Shares Outstanding and Principal Shareholders".
- (6) Based on the closing price of the Subordinate Voting Shares on the TSX (\$28.01) on January 31, 2014.

**JOSHUA BEKENSTEIN****Director**

Age: 55

Massachusetts, U.S.A.

**Not independent<sup>(1)</sup>**

Director since 2003

Mr. Bekenstein is a Managing Director at Bain Capital Partners, LLC (a private equity fund). Prior to joining Bain Capital Partners, LLC in 1984, Mr. Bekenstein spent several years at Bain & Company, Inc., where he was involved with companies in a variety of industries. Mr. Bekenstein is a member of the board of directors, the Chair of the Human Resources and Compensation Committee and a member of the Nominating and Governance Committee of Dollarama Inc. He also serves as a director of several other corporations, including Bob's Discount Furniture, Bright Horizons Family Solutions Inc., Burlington Coat Factory Investments Holdings, Inc., Canada Goose Inc., The Gymboree Corporation, Michaels Stores, Inc., Toys "R" Us, Inc. and Waters Corporation, and sits on the compensation committee of four of those corporations. Mr. Bekenstein received a Bachelor of Arts from Yale University and a Master of Business Administration (MBA) from Harvard Business School.

Board/Committee Membership	Attendance <sup>(3)</sup>	Other Public Board Membership	
		<u>Entity</u>	<u>Since</u>
Board of Directors	4/4 100%		
Human Resources, Nomination and Governance Committee <sup>(2)</sup>	2/2 100%	Bright Horizons Family Solutions Inc.	2013
	<b>Total: 100%</b>	Dollarama Inc.	2004
		Waters Corporation	1994
Value of Total Compensation Received as Director <sup>(4)</sup>			
Fiscal 2014:	Nil		

**Securities Held as of January 31, 2014<sup>(5)</sup>**

Subordinate Voting Shares (#)	Market Value of Subordinate Voting Shares (\$)	Multiple Voting Shares (#)	Market Value of Multiple Voting Shares (\$)	Options (#)	Value of Vested In-the-Money Options (\$)	Deferred Share Units (#)	Market Value of Deferred Share Units (\$)	Total Market Value of Securities Held (\$)
-	-	-	-	-	-	-	-	-

**Notes**

- (1) Mr. Bekenstein is not considered independent because of his relationship with BCI. For details regarding BCI, see "General Information – Voting Shares Outstanding and Principal Shareholders".
- (2) Mr. Bekenstein is the Chairman of the Human Resources, Nomination and Governance Committee.
- (3) Reflects attendance to meetings held following the closing of the Company's IPO on May 29, 2013.
- (4) No compensation is paid to directors who are not independent.
- (5) Mr. Bekenstein does not personally own any voting securities of the Company. Mr. Bekenstein is a Managing Director of BCI and a member of GPEB and as a result may be deemed to share beneficial ownership of the shares held by Bain. For details regarding BCI and Bain's ownership of voting securities of the Company, see "General Information – Voting Shares Outstanding and Principal Shareholders".

**JOSÉ BOISJOLI****Director, President and Chief Executive Officer**

Age: 57

Québec, Canada

**Not independent<sup>(1)</sup>**

Director since 2011

Mr. Boisjoli is President and Chief Executive Officer of BRP since December 2003, when BRP became a standalone company. In October 1998, Mr. Boisjoli was named President of the Snowmobile and Watercraft division, the largest division of Bombardier Recreational Products Inc. In April 2001, he was given the added responsibility of managing the ATV division. Mr. Boisjoli joined Bombardier Recreational Products Inc. in 1989, after eight years in the pharmaceutical and road safety equipment industries. Mr. Boisjoli received a Bachelor of Engineering from the Université de Sherbrooke. In April 2005, Mr. Boisjoli received the prestigious title of Executive of the Year by Powersports Magazine, the most important powersports magazine in the United States.

Board/Committee Membership	Attendance <sup>(2)</sup>		Other Public Board Membership	
Board of Directors	4/4	100%	<u>Entity</u>	<u>Since</u>
Investment and Risk Committee	6/6	100%	N/A	N/A
<b>Total: 100%</b>				
Value of Total Compensation Received as Director <sup>(3)</sup>				
Fiscal 2014:	Nil			

**Securities Held as of January 31, 2014**

Subordinate Voting Shares (#)	Market Value of Subordinate Voting Shares <sup>(4)</sup> (\$)	Multiple Voting Shares (#)	Market Value of Multiple Voting Shares <sup>(4)</sup> (\$)	Options (#)	Value of Vested In-the-Money Options (\$)	Deferred Share Units (#)	Market Value of Deferred Share Units (\$)	Total Market Value of Securities Held (\$)
1,012,350	28,355,923.50	-	-	271,500	-	-	-	28,355,923.50

**Notes**

- (1) Mr. Boisjoli is not independent as he is President and Chief Executive Officer of the Company.
- (2) Reflects attendance to meetings held following the closing of the Company's IPO on May 29, 2013.
- (3) No compensation is paid to directors who are not independent.
- (4) Based on the closing price of the Subordinate Voting Shares on the TSX (\$28.01) on January 31, 2014.

**J.R. ANDRÉ BOMBARDIER****Director**

Age: 71

Québec, Canada

**Not independent<sup>(1)</sup>**

Director since 2003

Mr. Bombardier is the Vice Chairman of Bombardier Inc., a position he has held since 1978. He joined Bombardier Inc. in 1969 as Vice President, Industrial Division, and then successively held the positions of Vice President, Research and Development, Ski-Doo Division; Assistant to the President in charge of new products, Vice President of Marketing, Marine Products Division, and President of the Roski Ltd. subsidiary, before taking the position he now holds. Mr. Bombardier is also President of 4338618 Canada Inc., one of the Principal Shareholders. Mr. Bombardier holds a Bachelor of Arts from the *Séminaire de Sherbrooke* as well as a Bachelor of Commerce with a major in Finance from the *Université de Sherbrooke*. He is also a graduate of the Harvard International Senior Managers Program. He is the brother-in-law of Chairman Laurent Beaudoin.

Board/Committee Membership	Attendance <sup>(2)</sup>	Other Public Board Membership
Board of Directors	4/4 100%	<b>Entity</b> <b>Since</b>
	<b>Total: 100%</b>	Bombardier Inc. 1975

**Value of Total Compensation Received as Director<sup>(3)</sup>**

Fiscal 2014: Nil

**Securities Held as of January 31, 2014**

Subordinate Voting Shares (#)	Market Value of Subordinate Voting Shares (\$)	Multiple Voting Shares <sup>(4)</sup> (#)	Market Value of Multiple Voting Shares <sup>(5)</sup> (\$)	Options (#)	Value of Vested In-the-Money Options (\$)	Deferred Share Units (#)	Market Value of Deferred Share Units (\$)	Total Market Value of Securities Held (\$)
-	-	5,498,104	154,001,893.04	-	-	-	-	154,001,893.04

**Notes**

- (1) Mr. Bombardier is not considered independent as he is part of the management of 4338618, a Principal Shareholder.
- (2) Reflects attendance to meetings held following the closing of the Company's IPO on May 29, 2013.
- (3) No compensation is paid to directors who are not independent.
- (4) These Multiple Voting Shares are held by 4338618, a portfolio holding company which is owned by Mrs. Janine Bombardier, Mrs. Huguette B. Fontaine and Mr. J.R. André Bombardier, through respective holding companies which they control and, in the case of Mrs. Janine Bombardier, a trust to her benefit and the benefit of her issue. For details, see "General Information – Voting Shares Outstanding and Principal Shareholders".
- (5) Based on the closing price of the Subordinate Voting Shares on the TSX (\$28.01) on January 31, 2014.



**MICHAEL HANLEY****Director**

Mr. Hanley is a corporate director with many years of experience in senior management roles and corporate governance. Between 2009 and 2011, Mr. Hanley was Senior Vice-President, Operations and Strategy Initiatives and a member of the Office of the President at National Bank of Canada. Prior to this, he spent ten years with Alcan Inc. in positions that included President and Chief Executive Officer of the global Bauxite and Alumina business and Executive Vice-President and Chief Financial Officer at the time of Alcan Inc.'s acquisition by Rio Tinto plc. Mr. Hanley also held the positions of Chief Financial Officer at two publicly traded Canadian companies, St-Laurent Paperboard Inc from 1995-1997, and Gaz Metro from 1997-1998. He has worked as an external auditor with a large international accounting firm, and as an internal auditor with CP Forest Products Ltd. As an independent director with First Quantum Minerals Ltd, Mr. Hanley sits on the Audit Committee and chairs the Funding Committee. He has a Bachelor of Business Administration and Accounting from HEC Montréal, and is a member of the Québec Order of Chartered Accountants (CPA, CA) since 1987.

Age: 48

Québec, Canada

**Independent**

Director since 2012

<b>Board/Committee Membership</b>	<b>Attendance<sup>(2)</sup></b>		<b>Other Public Board Membership</b>	
			<b>Entity</b>	<b>Since</b>
Board of Directors	4/4	100%		
Audit Committee <sup>(1)</sup>	4/4	100%	First Quantum Minerals Ltd.	2012
Human Resources, Nomination and Governance Committee	2/2	100%		
<b>Total: 100%</b>				
<b>Value of Total Compensation Received as Director<sup>(3)</sup></b>				
Fiscal 2014:	\$131,250			

**Securities Held as of January 31, 2014**

<b>Subordinate Voting Shares (#)</b>	<b>Market Value of Subordinate Voting Shares<sup>(4)</sup> (\$)</b>	<b>Multiple Voting Shares (#)</b>	<b>Market Value of Multiple Voting Shares (\$)</b>	<b>Options (#)</b>	<b>Value of Vested In-the-Money Options (\$)</b>	<b>Deferred Share Units (#)</b>	<b>Market Value of Deferred Share Units<sup>(4)</sup> (\$)</b>	<b>Total Market Value of Securities Held (\$)</b>
40,862	1,144,544.62	-	-	-	-	2,687	75,262.87	1,219,807.49

**Notes**

- (1) Mr. Hanley is the Chair of the Audit Committee.
- (2) Reflects attendance to meetings held following the closing of the Company's IPO on May 29, 2013.
- (3) Reflects the total compensation received for acting as a director for the period commencing on closing of the Company's IPO on May 29, 2013 and ending as of the end of Fiscal 2014. For details regarding the allocation of the fees earned, see "Compensation of Directors - Fees Earned by Independent Directors".
- (4) Based on the closing price of the Subordinate Voting Shares on the TSX (\$28.01) on January 31, 2014.

**YVONNE HAO**

**Director**



Ms. Hao joined Bain Capital Partners, LLC (a private equity fund) in 2008 and is an Operating Partner in the North American Private Equity Portfolio Group. In this role, she has worked with several portfolio companies, and has held interim Chief Executive Officer and Chief Operating Officer operating roles. Prior to joining Bain Capital Partners, LLC, Ms. Hao held several roles at Honeywell International Inc., including VP/GM of the ADI NA division, VP Global Marketing, and Director of Corporate Strategy. In addition, Ms. Hao was an Associate Partner at McKinsey & Company, and focused on growth projects. Ms. Hao is also a director of The Gymboree Corporation. She holds a Master of Philosophy in Development Economics from Cambridge University, England and a Bachelor of Arts in Economics and Asian Studies from Williams College (highest honors).

Age: 39  
 Massachusetts, U.S.A.  
**Not independent<sup>(1)</sup>**  
 Director since 2013

Board/Committee Membership	Attendance <sup>(2)</sup>	Other Public Board Membership	
		<u>Entity</u>	<u>Since</u>
Board of Directors	4/4 100%		
Investment and Risk Committee	6/6 100%	N/A	N/A
<b>Total: 100%</b>			
<b>Value of Total Compensation Received as Director<sup>(3)</sup></b>			
Fiscal 2014:	Nil		

**Securities Held as of January 31, 2014**

Subordinate Voting Shares (#)	Market Value of Subordinate Voting Shares (\$)	Multiple Voting Shares (#)	Market Value of Multiple Voting Shares (\$)	Options (#)	Value of Vested In-the-Money Options (\$)	Deferred Share Units (#)	Market Value of Deferred Share Units (\$)	Total Market Value of Securities Held (\$)
-	-	-	-	-	-	-	-	-

**Notes**

- (1) Ms. Hao is not considered independent because of her relationship with BCI. For details regarding BCI, see “General Information – Voting Shares Outstanding and Principal Shareholders”.
- (2) Reflects attendance to meetings held following the closing of the Company’s IPO on May 29, 2013.
- (3) No compensation is paid to directors who are not independent.

**LOUIS LAPORTE****Director**

Mr. Laporte has been the Executive Vice-President of Beaudier Inc., a private holding company and one of the Principal Shareholders, since 2004. Mr. Laporte managed for Beaudier Group the acquisition of the recreational products business of Bombardier Inc. in 2003, and since then provides various consulting and management advisory services to the Company pursuant to the management agreement entered into by the Company and the Principal Shareholders on December 18, 2003, as same was amended and restated effective as of May 29, 2013. Prior to 2003, Mr. Laporte was the owner and operator of a number of privately held companies, such as Dudley Inc., one of Canada's leading lock manufacturers and distributors, and AMT Marine Inc., a manufacturer, subcontractor and supplier of *Sea-Doo* jet boats, where he contributed to the production and participated in the initial design and engineering of the *Sea-Doo* jet boat for BRP. Mr. Laporte is and has been director of several privately-owned companies. Mr. Laporte holds a Bachelor of Accounting Sciences from the *Université du Québec à Montréal* (UQAM) and a Bachelor of Commerce from McGill University. Mr. Laporte is a Chartered Accountant.

Age: 53

Québec, Canada

**Not independent<sup>(1)</sup>**

Director since 2013

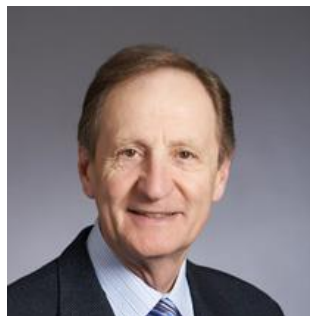
Board/Committee Membership	Attendance <sup>(3)</sup>	Other Public Board Membership
		<u>Entity</u> <u>Since</u>
Board of Directors	4/4    100%	
Human Resources, Nomination and Governance Committee	2/2    100%	N/A                      N/A
Investment and Risk Committee <sup>(2)</sup>	6/6    100%	
<b>Total: 100%</b>		
<b>Value of Total Compensation Received as Director<sup>(4)</sup></b>		
Fiscal 2014:	Nil	

**Securities Held as of January 31, 2014<sup>(5)</sup>**

Subordinate Voting Shares (#)	Market Value of Subordinate Voting Shares (\$)	Multiple Voting Shares (#)	Market Value of Multiple Voting Shares (\$)	Options (#)	Value of Vested In-the-Money Options (\$)	Deferred Share Units (#)	Market Value of Deferred Share Units (\$)	Total Market Value of Securities Held (\$)
-	-	-	-	-	-	-	-	-

**Notes**

- (1) Mr. Laporte is not considered independent as he is part of the management of Beaudier, a Principal Shareholder.
- (2) Mr. Laporte is the Chairman of the Investment and Risk Committee.
- (3) Reflects attendance to meetings held following the closing of the Company's IPO on May 29, 2013.
- (4) No compensation is paid to directors who are not independent.
- (5) Mr. Louis Laporte does not personally own any voting securities of the Company. For details regarding Beaudier's ownership of voting securities of the Company, see "General Information - Voting Shares Outstanding and Principal Shareholders".

**CARLOS MAZZORIN****Director**

Age: 72

Michigan, U.S.A.

**Independent**

Director since 2004

Mr. Mazzorin is a corporate director. Mr. Mazzorin was President and Chief Operating Officer of Magna Electronics and President and Chief Operating Officer of Magna Mirrors both wholly-owned subsidiaries of Magna International Inc. Mr. Mazzorin joined Magna International Inc. in December 2002 after 30 years at Ford Motor Company. At Ford Motor Company, Mr. Mazzorin served as Group Vice-President of Asia Pacific Operations, South America Operations and Global Purchasing and previous to that as Group Vice-President Ford, Mexico Operations and Global Purchasing. He also served in a variety of Supply Management activities with General Motors Co. in Argentina and Cadillac Motor Car Division of General Motors Co. in the United States. He is a member of the board of directors of Gentherm Inc. and of the International Advisory Board of Komatsu Inc.

Board/Committee Membership	Attendance <sup>(1)</sup>	Other Public Board Membership	
		Entity	Since
Board of Directors	4/4 100%	Gentherm Incorporated	2011
Audit Committee	4/4 100%		
Investment and Risk Committee	6/6 100%		
<b>Total: 100%</b>			
<b>Value of Total Compensation Received as Director<sup>(2)</sup></b>			
Fiscal 2014:	\$127,500		

**Securities Held as of January 31, 2014**

Subordinate Voting Shares (#)	Market Value of Subordinate Voting Shares <sup>(3)</sup> (\$)	Multiple Voting Shares (#)	Market Value of Multiple Voting Shares (\$)	Options (#)	Value of Vested In-the-Money Options (\$)	Deferred Share Units (#)	Market Value of Deferred Share Units <sup>(3)</sup> (\$)	Total Market Value of Securities Held <sup>(3)</sup> (\$)
77,025	2,157,470.25	-	-	-	-	2,687	75,262.87	2,232,733.12

**Notes**

- (1) Reflects attendance to meetings held following the closing of the Company's IPO on May 29, 2013.
- (2) Reflects the total compensation received for acting as a director for the period commencing on closing of the Company's IPO on May 29, 2013 and ending as of the end of Fiscal 2014. For details regarding the allocation of the fees earned, see "Compensation of Directors - Fees Earned by Independent Directors".
- (3) Based on the closing price of the Subordinate Voting Shares on the TSX (\$28.01) on January 31, 2014.

**ESTELLE MÉTAYER**
**Director Nominee**


Age: 44

Geneva, Switzerland

**Independent**

Director Nominee

Ms. Métayer is a corporate director, public speaker, an adjunct professor at McGill University and is the president of EM Strategy Inc. Ms. Métayer joined the international strategic consulting firm McKinsey & Company (Montreal) as a consultant in 1993 and worked in strategic planning, competitive intelligence and business development at CAE from 1996 to 1998. From 1998 to 2004, Ms. Métayer founded, grew and was president of Competia inc. until the sale of the company in 2004. Ms. Métayer is currently an adjunct professor at McGill University, member of the faculty for the Institute of Canadian Directors and teaches advanced leadership programs, including the “High Performance Boards” program of the IMD Business School (Switzerland), and previously in programs co-led by INSEAD (France) and the Massachusetts Institute of Technology (United States). Since 2012, Ms. Métayer serves as an independent director of Ubisoft Entertainment SA and chairs its compensation committee since 2013. Ms. Métayer has served on the boards of the *Grands Ballets Canadiens* and of World Canada Youth and was the recipient in 2000 of the Arista Sunlife Award for “Entrepreneur of the Year - 2000”. Ms. Métayer is a certified director and member of the *Institut des Administrateurs Français* and is the co-chair of the Québec chapter of Women Corporate Directors. Ms. Métayer was trained in the Netherlands, where she obtained her MBA and Drs. from the University of Nijenrode.

Board/Committee Membership	Attendance		Other Public Board Membership	
			Entity	Since
N/A	N/A	N/A	Ubisoft Entertainment SA	2012

**Value of Total Compensation Received as Director**

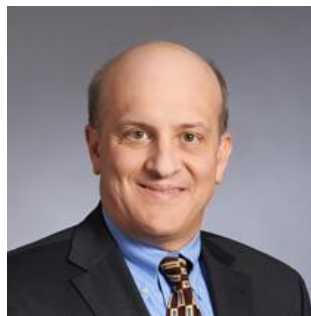
Fiscal 2014: N/A

**Securities Held as of January 31, 2014**

Subordinate Voting Shares (#)	Market Value of Subordinate Voting Shares (\$)	Multiple Voting Shares (#)	Market Value of Multiple Voting Shares (\$)	Options (#)	Value of Vested In-the-Money Options (\$)	Deferred Share Units (#)	Market Value of Deferred Share Units (\$)	Total Market Value of Securities Held (\$)
-	-	-	-	-	-	-	-	-

**NICHOLAS NOMICOS**

**Director**



Mr. Nomicos is a Managing Director at Sankaty Advisors, LLC, the credit arm of Bain Capital, LLC, and heads its Portfolio Group. Prior to joining Sankaty Advisors, LLC in 2011, he was an Operating Partner at Bain Capital Partners, LLC where he worked since 1999 in a variety of investments in the manufacturing and consumer product sectors. Previously, Mr. Nomicos was a senior corporate development and manufacturing executive at Oak Industries Inc., and he spent several years at Bain & Company, Inc. where he was a manager. Mr. Nomicos serves as a director of Dollarama Inc. and Penn Foster College. He received a Master of Business Administration (MBA) from Harvard Business School and a Bachelor of Science in Engineering from Princeton University.

Age: 51

Massachusetts, U.S.A.

**Not independent<sup>(1)</sup>**

Director since 2003

Board/Committee Membership	Attendance <sup>(2)</sup>	Other Public Board Membership	
		Entity	Since
Board of Directors	4/4 100%	Dollarama	2004
	<b>Total: 100%</b>		

**Value of Total Compensation Received as Director<sup>(3)</sup>**

Fiscal 2014: Nil

**Securities Held as of January 31, 2014**

Subordinate Voting Shares (#)	Market Value of Subordinate Voting Shares (\$)	Multiple Voting Shares (#)	Market Value of Multiple Voting Shares (\$)	Options (#)	Value of Vested In-the-Money Options (\$)	Deferred Share Units (#)	Market Value of Deferred Share Units (\$)	Total Market Value of Securities Held (\$)
-	-	-	-	-	-	-	-	-

**Notes**

- (1) Mr. Nomicos is not considered independent because of his relationship with BCI. For details regarding BCI, see “General Information – Voting Shares Outstanding and Principal Shareholders”.
- (2) Reflects attendance to meetings held following the closing of the Company’s IPO on May 29, 2013.
- (3) No compensation is paid to directors who are not independent.

**DANIEL J. O'NEILL****Director**

Age: 62

Alberta, Canada

**Independent**

Director since 2004

Mr. O'Neill is the President of the O & L Sport Consultant Group, which he founded in January 2013 to provide management expertise to both professional sports organizations and athletes. Prior to that, he was the President and Chief Executive Officer of WinSport Canada, a not-for-profit organization that owns and operates the Canada Olympic Park in Calgary (Alberta). In 2005, Mr. O'Neill served as Vice-Chairman, Synergies & Integration of Molson Coors Brewing Company. He was President and Chief Executive Officer of Molson Inc. from 2000 to 2005, prior to its merger with Adolph Coors Company. Before that, he was Executive Vice-President of H.J. Heinz Company and President and Chief Executive Officer of Star-Kist Foods. He also worked at S.C. Johnson, a consumer products company. He was a director of H.J. Heinz Company from 1998 to 1999. Mr. O'Neill holds a Bachelor of Arts from Carleton University and a Master of Business Administration (MBA) from Queen's University. He also attended the Program for Management Development at Harvard Business School.

Board/Committee Membership	Attendance <sup>(1)</sup>	Other Public Board Membership	
		<u>Entity</u>	<u>Since</u>
Board of Directors	4/4 100%		
Audit Committee	4/4 100%	N/A	N/A
Human Resources, Nomination and Governance Committee	2/2 100%		
<b>Total: 100%</b>			
Value of Total Compensation Received as Director <sup>(2)</sup>			
Fiscal 2014:	\$127,500		

**Securities Held as of January 31, 2014**

Subordinate Voting Shares (#)	Market Value of Subordinate Voting Shares <sup>(3)</sup> (\$)	Multiple Voting Shares (#)	Market Value of Multiple Voting Shares (\$)	Options (#)	Value of Vested In-the-Money Options (\$)	Deferred Share Units (#)	Market Value of Deferred Share Units <sup>(3)</sup> (\$)	Total Market Value of Securities Held <sup>(3)</sup> (\$)
58,432	1,636,680.32	-	-	-	-	2,687	75,262.87	1,711,943.19

**Notes**

- (1) Reflects attendance to meetings held following the closing of the Company's IPO on May 29, 2013.
- (2) Reflects the total compensation received for acting as a director for the period commencing on closing of the Company's IPO on May 29, 2013 and ending as of the end of Fiscal 2014. For details regarding the allocation of the fees earned, see "Compensation of Directors - Fees Earned by Independent Directors".
- (3) Based on the closing price of the Subordinate Voting Shares on the TSX (\$28.01) on January 31, 2014.

**EDWARD PHILIP****Director**

Mr. Philip is the Chief Operating Officer of Partners in Health (a non-profit health care organization) since January 2013. In addition, Mr. Philip is a Special Partner at Highland Consumer Fund, serving in this role since 2013. He served as Managing General Partner at Highland Consumer Fund since 2006. Prior thereto, Mr. Philip served as President and Chief Executive Officer of Decision Matrix Group, Inc. from May 2004 to November 2005. Prior thereto, he was Senior Vice President of Terra Networks, S.A. from October 2000 to January 2004. In 1995, Mr. Philip joined Lycos, Inc. (an Internet service provider and search company) as one of its founding members. During his time with Lycos, Inc., Mr. Philip held the positions of President, Chief Operating Officer and Chief Financial Officer at different times. Prior to joining Lycos, Inc., Mr. Philip spent time as the Vice President of Finance for the Walt Disney Company, and prior thereto Mr. Philip spent a number of years in investment banking. Mr. Philip serves as a director of Hasbro Inc. and sits on its compensation committee as well as on its nominating, governance and social responsibility committee. Mr. Philip holds a Master of Business Administration from Harvard Business School.

Age: 48

Massachusetts, U.S.A.

**Independent**

Director since 2005

Board/Committee Membership	Attendance <sup>(1)</sup>	Other Public Board Membership
Board of Directors	4/4 100%	<u>Entity</u> <u>Since</u>
Audit Committee	4/4 100%	Hasbro Inc. 2002
Human Resources, Nomination and Governance Committee	2/2 100%	
<b>Total: 100%</b>		
<b>Value of Total Compensation Received as Director<sup>(2)</sup></b>		
Fiscal 2014:	\$127,500	

**Securities Held as of January 31, 2014**

Subordinate Voting Shares (#)	Market Value of Subordinate Voting Shares <sup>(3)</sup> (\$)	Multiple Voting Shares (#)	Market Value of Multiple Voting Shares (\$)	Options (#)	Value of Vested In-the-Money Options (\$)	Deferred Share Units (#)	Market Value of Deferred Share Units <sup>(3)</sup> (\$)	Total Market Value of Securities Held <sup>(3)</sup> (\$)
77,025	2,157,470.25	-	-	-	-	2,687	75,262.87	2,232,733.12

**Notes**

- (1) Reflects attendance to meetings held following the closing of the Company's IPO on May 29, 2013.
- (2) Reflects the total compensation received for acting as a director for the period commencing on closing of the Company's IPO on May 29, 2013 and ending as of the end of Fiscal 2014. For details regarding the allocation of the fees earned, see "Compensation of Directors - Fees Earned by Independent Directors".
- (3) Based on the closing price of the Subordinate Voting Shares on the TSX (\$28.01) on January 31, 2014.



**JOSEPH ROBBINS****Director**

Mr. Robbins is a Principal at Bain Capital Partners, LLC (a private equity fund). Since joining the firm in 2008, he has worked with a number of companies in the energy, technology and consumer sectors. Previously, Mr. Robbins worked at Sentient Jet, LLC, a leading provider of jet membership services, and at the Boston Consulting Group. Mr. Robbins holds a Master of Business Administration (MBA) (with high distinction) from Harvard Business School, where he was a Baker Scholar, and a Bachelor of Arts in Social Studies from Harvard College.

Board/Committee Membership	Attendance <sup>(2)</sup>		Other Public Board Membership	
			Entity	Since
Board of Directors	3/4	75%	N/A	N/A
	<b>Total: 75%</b>			

**Value of Total Compensation Received as Director<sup>(3)</sup>**

Fiscal 2014: Nil

Age: 34

Massachusetts, U.S.A.

**Not independent<sup>(1)</sup>**

Director since 2013

**Securities Held as of January 31, 2014**

Subordinate Voting Shares (#)	Market Value of Subordinate Voting Shares (\$)	Multiple Voting Shares (#)	Market Value of Multiple Voting Shares (\$)	Options (#)	Value of Vested In-the-Money Options (\$)	Deferred Share Units (#)	Market Value of Deferred Share Units (\$)	Total Market Value of Securities Held (\$)
-	-	-	-	-	-	-	-	-

**Notes**

- (1) Mr. Robbins is not considered independent because of his relationship with BCI. For details regarding BCI, see “General Information – Voting Shares Outstanding and Principal Shareholders”.
- (2) Reflects attendance to meetings held following the closing of the Company’s IPO on May 29, 2013.
- (3) No compensation is paid to directors who are not independent.

### *Cease Trade Orders*

To the knowledge of the Company and based upon information provided by the proposed director nominees, none of the Company's proposed director nominees is, as at the date of this Circular, or has been, within the 10 years prior to the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity), was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation, in each case, for a period of more than 30 consecutive days.

### *Bankruptcies*

To the knowledge of the Company and based upon information provided by the proposed director nominees, none of the Company's proposed director nominees is, as at the date of this Circular, or has been, within the 10 years prior to the date of this Circular, a director or executive officer of any company (including the Company), that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of the Company and based upon information provided by the proposed director nominees, none of the Company's proposed director nominees has, within the 10 years prior to the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his or her assets.

### *Securities Penalties or Sanctions*

To the knowledge of the Company and based upon information provided by the proposed director nominees, none of the Company's proposed director nominees has (i) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed nominee director.

### **Appointment of Auditor**

At the Meeting, shareholders will be asked to appoint the firm of Deloitte LLP to hold office as the Company's auditor until the close of the next annual meeting of shareholders.

Deloitte LLP has served as auditor of the Company since 2005 and has informed the Company that it is independent with respect to the Company within the meaning of the Code of Ethics of the *Ordre des comptables agréés du Québec*.

**Unless a proxy specifies that the Shares it represents should be withheld from voting in respect of the appointment of the auditor or voted in accordance with the specification in the proxy, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Deloitte LLP as auditor of the Company.**

For Fiscal 2014 and the fiscal year ended January 31, 2013 (“**Fiscal 2013**”), the Company was billed the following fees by its independent auditor, Deloitte LLP:

	<b>Fiscal 2014</b>	<b>Fiscal 2013</b>
Audit Fees <sup>(1)</sup> .....	\$2,175,392	\$1,497,965
Audit-Related Fees <sup>(2)</sup> .....	70,988	158,235
Tax Fees <sup>(3)</sup> .....	206,710	112,385
All Other Fees <sup>(4)</sup> .....	360,844	453,445
<b>Total Fees Paid</b> .....	<b>\$2,813,934</b>	<b>\$2,222,030</b>

- (1) “Audit Fees” include fees necessary to perform the annual audit or reviews of the consolidated financial statements. For Fiscal 2014, an aggregate amount of \$593,500 in Audit Fees was incurred in connection with the IPO of the Company and the bought deal secondary offerings which closed on October 9, 2013 and January 31, 2014, respectively.
- (2) “Audit Related Fees” include fees for assurance and related services by the independent auditor that are reasonably related to the performance of the audit or review of the Company’s financial statements other than those included in “Audit Fees”.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax advice and tax planning.
- (4) “Other Fees” include fees for products and services provided by the independent auditor other than those included above, including consulting services.

The audit committee of the Company (the “**Audit Committee**”) is responsible for the pre-approval of all and any non-audit services to be provided to the Company or its subsidiary entities by the independent auditor. At least annually, the Audit Committee shall review and confirm the independence of the independent auditor by obtaining statements from the independent auditor on any non-audit services.

Additional details with respect to the Audit Committee and the above-mentioned fees can be found in the section entitled “Audit Committee” of the Company’s annual information form, available on SEDAR at [www.sedar.com](http://www.sedar.com).

## COMPENSATION OF DIRECTORS

The director compensation program of the Company is designed to (i) attract and retain qualified individuals who possess the relevant experience of board membership with other international successful Canadian and U.S. listed corporations, and (ii) align the compensation of the directors with the interest of the Company’s shareholders through security-based compensation.

The following table outlines the annual compensation payable to the non-executive directors and the independent directors of the Company. The directors of the Company who are not independent for the purposes of National Instrument 52-110 – *Audit Committees*, as amended from time to time (“**NI 52-110**”), as a result of their functions with Bain, Beaudier Group or CDPQ or, in the case of José Boisjoli, as a result of also acting as President and Chief Executive Officer of the Company, are not receiving compensation as directors of the Company.

<b>Independent Board Member:</b>	
Cash Retainer .....	\$50,000
Equity Retainer .....	\$100,000
<b>Committee Chair:</b>	
Audit Committee .....	\$15,000
Human Resources, Nomination and Governance Committee .....	—
Investment and Risk Committee .....	—
<b>Committee Member:</b>	
Audit Committee.....	\$10,000
Human Resources, Nomination and Governance Committee .....	\$10,000
Investment and Risk Committee .....	\$10,000
<b>Per-Meeting Fees</b> .....	—

The retainers set forth above are paid in U.S.\$ or Canadian dollars based on the residency of the director. BRP vehicles are made available to the directors in accordance with the policy applicable to Vice-Presidents of the Company.

To encourage directors to better align their interests with those of the shareholders by having an investment in the Company, a Deferred Share Unit Plan (the “**DSU Plan**”) was implemented on May 29, 2013. The DSU Plan provides that the entirety of the equity retainer to be received by each director who is an independent director for purposes of NI 52-110 is to be paid in deferred share units (“**DSUs**”), and further provides that each such director may also elect to receive up to 100% of his or her cash retainer in the form of DSUs. The cash and equity retainers are paid on a quarterly basis with the number of DSUs to be issued based on the volume weighted average trading price on the TSX for the five trading days prior to such issuance. The DSUs vest immediately and take the form of a bookkeeping entry credited to the eligible director’s account for as long as he/she remains a director, only to be paid following the director’s resignation or retirement from the Board of Directors, or death. DSUs earn dividend equivalents in the form of additional DSUs at the same rate as the dividends paid on the Subordinate Voting Shares. The DSU Plan is not dilutive.

The Company does not offer a meeting fee for Board of Directors members. The total retainer is deemed to be full payment for the role of director.

*Fees Earned by Independent Directors*

The table below shows the allocation of fees and the total fees earned by the independent directors of the Company for the period commencing on the closing of the IPO and ending as of the end of Fiscal 2014. As described above, the directors of the Company who are not independent are not receiving compensation, including any option-based or share-based awards, as directors of the Company. As President and Chief Executive Officer, Mr. José Boisjoli’s compensation is disclosed under “Executive Compensation — Discussion and Analysis”.

**Fees Earned by Independent Directors**

Directors	Board Cash Retainer			Board Equity Retainer		Committees Cash Retainer		Total Fees Earned (\$)	All Other Compensation (\$)	Total (\$)	
	Dollar Value (\$)	Amount Elected to be Received in Cash (\$)	Amount Elected to be Received in DSUs	Equivalent Number of DSUs	Dollar Value (\$)	Equivalent Number of DSUs	Chair of Audit Committee (\$)				Committee Member (\$)
Michael Hanley .....	37,500	37,500	-	-	75,000	2,687	11,250	7,500	131,250	-	131,250
Carlos Mazzorin .....	37,500	37,500	-	-	75,000	2,687	-	15,000	127,500	-	127,500
Daniel O’Neill .....	37,500	37,500	-	-	75,000	2,687	-	15,000	127,500	-	127,500
Edward Philip .....	37,500	37,500	-	-	75,000	2,687	-	15,000	127,500	-	127,500

## EXECUTIVE COMPENSATION — DISCUSSION AND ANALYSIS

The following discussion describes the significant elements of the Company's executive compensation program, with particular emphasis on the process for determining compensation payable to the Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO") and the three other most highly compensated executive officers of the Company (collectively with the CEO and CFO, the "Named Executive Officers" or "NEOs"). For Fiscal 2014, the Company's NEOs were:

- José Boisjoli, President and CEO;
- Claude Ferland, former CFO;
- Yves Leduc, former Vice President and General Manager, North America;
- Gerd Ohrnberger, Vice President and General Manager, Product Engineering and Manufacturing Operations; and
- Alain Villemure, Vice President and General Manager, Marine Propulsion Systems Division.

### Executive Compensation Philosophy and Objectives

The Company's compensation program is designed to retain, motivate and reward the executive officers for their performance and contribution to the Company's long-term success. The Board of Directors seeks to compensate the executive officers by combining short-and long-term cash and equity incentives. It also seeks to reward the achievement of corporate and individual performance objectives and to align executive officers' incentives with shareholder value creation.

In order to support the Company's vision and mission, the executive officers must be fully engaged to innovate and deliver results that meet or exceed expectations from all the Company's stakeholders, including its shareholders. The Company must also prioritize the proper management of its investment in total executive compensation. The Company's philosophy is to pay fair, reasonable and competitive compensation with a particular emphasis on share-based compensation in order to best align the interests of the Company's executive officers with those of its shareholders. The Company's executive officer compensation policy:

- supports and promotes successful execution of the business strategy;
- provides executives with competitive rewards and an appropriate pay mix based on a pay for performance philosophy;
- is designed to attract and engage talented and results-oriented executives with experience in a global business environment;
- drives desired performance and encourages discretionary effort; and
- promotes flexibility and agility in managing the business to succeed as a global organization and to adapt to local requirements and culture.

### Role and Accountabilities of the Human Resources, Nomination and Governance Committee

The Human Resources, Nomination and Governance Committee is composed of Messrs. Bekenstein, Hanley, Laporte, O'Neill and Philip. Mr. Bekenstein acts as chair of the HRNGC. All members of the HRNGC have a working familiarity with corporate governance, human resources and compensation matters. The relevant experience of each member of the HRNGC is described as part of their respective biographies. See "Business of the Meeting — Election of Directors — Description of Proposed Director Nominees". Messrs. Hanley, O'Neill and Philip are independent under the standards set forth under Section 1.4 of National Instrument 52-110 — *Audit Committees*, as amended from time to time. Messrs. Bekenstein and Laporte are not considered independent under such standards. See "Disclosure of Corporate Governance Practices — Board of Directors — Independence" for a discussion on the independence of the members of the Board of Directors.

The HRNGC plays a critical role in the oversight and governance of the executive compensation policies and programs of the Company. The Board of Directors adopted a written charter describing the mandate of the HRNGC prior to the closing of the IPO. Under its charter, the HRNGC assumes the following responsibilities on matters that are specific to executive compensation:

- establishes the Company’s general compensation philosophy in consultation with management and external independent consultants;
- reviews the general compensation structures of the Company;
- reviews the components of overall compensation of senior executives consisting of base salary, short-term incentives, long-term incentives, benefits, pension and perquisites;
- reviews the corporate goals and objectives for which the CEO is responsible and which are relevant to his compensation and reviews the suggested level of and/or changes in the CEO’s overall compensation taking into consideration performance in light of those corporate goals and objectives and competitive compensation practices to ensure that such compensation realistically reflects the CEO’s responsibilities and performance;
- reviews the recommendations of the CEO with respect to the suggested level of and/or changes in the overall compensation of other senior executives, taking into consideration individual performance and competitive compensation practices;
- identifies any risk that may arise from the Company’s compensation policies or practices that could have a material adverse effect on the Company or that could encourage an executive officer to take inappropriate or excessive risks;
- makes recommendations to the Board of Directors on any new incentive plan or on any material change to the Company’s short-term and long-term incentive plans and to discharge any responsibilities imposed on the HRNGC under these plans; and
- reviews annually the extent to which designated senior executives are meeting the minimum share ownership requirements.

### Compensation Consulting Services

Under its charter, the HRNGC has the authority to retain and does retain, from time to time, the services of executive compensation consultants to provide independent advice on executive compensation and related governance issues. The HRNGC also has the authority to determine and pay the fees of its consultants. All compensation and non-compensation services provided by independent advisors, consultant and experts to the Company must be pre-approved by the HRNGC.

During Fiscal 2014, the HRNGC retained the services of Towers Watson. Towers Watson was originally retained in May of 2012 to provide independent advice on executive compensation and related governance issues. Towers Watson’s services typically include advising on compensation policies and assessing compensation-related market developments for senior executives and directors. Towers Watson also provides from time to time non-executive compensation-related services, which include advices related to non-executive compensation policy, market pricings and employee engagement-related mandates.

The aggregate fees billed to the Company for Fiscal 2014 and Fiscal 2013 for executive compensation-related services and all other services provided by Towers Watson are as set out below:

	<b>Fiscal 2014</b>	<b>Fiscal 2013</b>
Executive Compensation-Related Fees <sup>(1)</sup> .....	\$571,938	\$247,126
All Other Fees <sup>(2)</sup> .....	235,461	105,600
<b>Total Fees Paid</b> .....	<b>\$807,399</b>	<b>\$352,726</b>

(1) Executive compensation-related fees for Fiscal 2014 include fees incurred in connection with the IPO of the Company which closed on May 29, 2013.

(2) Fees related to non-executive compensation policy, market pricings and employee engagement-related mandates.

## Market Positioning and Benchmarking

The HRNGC adopted a compensation policy that is specific to the executive officers of the Company and provides for a positioning of each element of total compensation within a well-defined group of comparable companies (the “**Comparator Group**”).

Periodic market surveys within specific reference markets determine total reward competitiveness. The HRNGC reviews the compensation practices of the Comparator Group. Companies included in the Comparator Group operate in relevant industries, have revenues substantially similar to the Company, have global operations and are mostly publicly-traded corporations. Additionally, such companies share similar economic and business challenges as the Company, making relative performance and compensation comparisons meaningful.

The following table presents the companies included in the Comparator Group for Fiscal 2014 and outlines the main selection criteria:

<u>Company</u>	<u>Competitor</u>	<u>Competitor Comparators</u>	<u>Engineering/ Technology</u>	<u>Product Development &amp; Innovation</u>	<u>Consumer Focused</u>	<u>International Operations</u>	<u>Autonomous</u>	<u>Publicly Traded</u>
Aecon Group Inc. ....			✓			✓	✓	✓
Arctic Cat Inc. ....	✓	✓	✓	✓	✓	✓	✓	✓
Bell Helicopter Textron Inc. ....			✓	✓		✓		
Bombardier Transportation Americas .....			✓	✓				
Briggs & Stratton Corporation .....		✓	✓	✓		✓	✓	✓
Brunswick Corporation .....	✓	✓	✓	✓	✓	✓	✓	✓
CAE Inc. ....			✓	✓		✓	✓	✓
Canadian Pacific Railway .....						✓	✓	✓
Canam Group Inc. ....			✓	✓		✓	✓	✓
Cascades, Inc. ....			✓	✓	✓	✓	✓	✓
CGI Group, Inc. ....			✓			✓	✓	✓
Ericsson Canada Inc. ....			✓	✓	✓			
Finning International Inc. ....						✓	✓	✓
Flowserve Corp .....		✓	✓	✓		✓	✓	✓
General Electric Canada Company .....			✓	✓				
Harley-Davidson, Inc. ....	✓	✓	✓	✓	✓	✓	✓	✓
IBM Canada .....			✓	✓	✓			
Molson Canada Inc. ....				✓	✓			
Polaris Industries, Inc. ....	✓	✓	✓	✓	✓	✓	✓	✓
Procter & Gamble Inc. (Canada) .....				✓	✓			
Quebecor Inc. ....			✓	✓	✓		✓	✓
SNC-Lavalin Group Inc. ....			✓			✓	✓	✓
Thor Industries Inc. ....		✓	✓	✓	✓		✓	✓
Toro Co. ....		✓	✓	✓		✓	✓	✓
Toyota Motor Manufacturing Canada Inc. ....					✓			
Transat A.T. Inc. ....					✓	✓	✓	✓
Woodbridge Foam Corporation....			✓	✓		✓	✓	

The following table outlines the statistical distribution of the revenues and number of employees of companies included in the Comparator Group:

<u>Statistical Distribution</u>	<u>Revenues (\$M)</u>	<u>Employees</u>
25th percentile	1,661	3,700
Median	3,085	6,600
75th percentile	4,876	14,106
BRP	3,194	7,100

The compensation market comparison is done using regression analysis which enables the Company to predict the “size-adjusted” competitive level of its compensation as a function of its size in relation to that of other companies included in the Comparator Group. This methodology mitigates the impact that much larger companies may have on the competitive compensation levels for the Company.

The following table summarizes the market positioning for each element of the Company’s compensation program and in aggregate on a total compensation basis:

Compensation Element	Market Positioning	
	For Performance Meeting Expectations	For Top Performer Achieving Superior Performance
<b>Direct Compensation</b>		
Base Salary .....	Market median	Above market median
Short Term Incentives .....	Market median	Maximum can reach up to twice target
Long Term Incentives .....	Set as balancing item to bring total compensation to market median	Set as balancing item to bring total compensation up to 75 <sup>th</sup> percentile
<b>Indirect Compensation</b>		
Group insurance benefits ....	Competitive (market median)	Competitive (market median)
Pension and retirement benefits .....	Competitive (market median)	Competitive (market median)
Perquisites .....	Competitive (market median)	Competitive (market median)
<b>Total Compensation.....</b>	<b>Median</b>	<b>Up to 75<sup>th</sup> percentile</b>



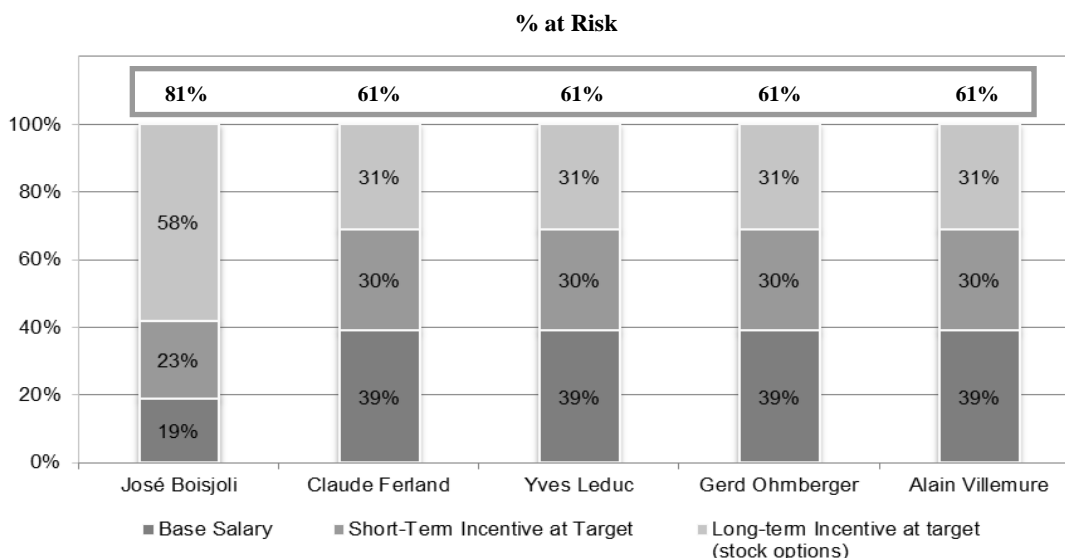
## Elements of Compensation

The Company's executive compensation program consists primarily of six elements: base salary, short-term incentives, long-term equity incentives, group benefits, retirement benefits and perquisites, as illustrated in the following table:

Compensation Element	Total Direct Compensation			Indirect Compensation		
	Base salary	Annual short-term incentive	Long-term incentive	Group benefits	Retirement benefits	Perquisites
Mission	Pay for individual contribution and competencies	Pay for annual corporate performance	Pay for future performance with ultimate goal of creating value for the shareholders	Investment in executive health and well-being	Investment in financial security of long-service executives after retirement	Facilitate business conduct and promotion of BRP's products
Performance Criteria	Individual contribution and competencies	Corporate performance	Corporate performance and individual contribution	Individual contribution and competencies		Level of responsibilities attached to the role
Performance Outcome	Salary increase and position within the salary structure	Cash payment	Ultimate payout of grant and size of annual grant of options	Some benefits increase in proportion to salary		None
Performance Period	1 year	1 year	Multi-year	1 year		N/A
Impact on pay	Career-long	Annual	Multi-year	Career-long		Annual

Variable pay-for-performance

The following chart sets forth the relative weight attributable to each element of direct compensation, namely base salary, target short-term incentives and target long-term incentives, in the total direct compensation awarded to the NEOs in Fiscal 2014 as well as, at the top of the chart, the percentage of each NEO's total compensation which was considered at risk (not guaranteed) for Fiscal 2014. The chart includes at the top the percentage of compensation which is at risk (not guaranteed) for each NEO:



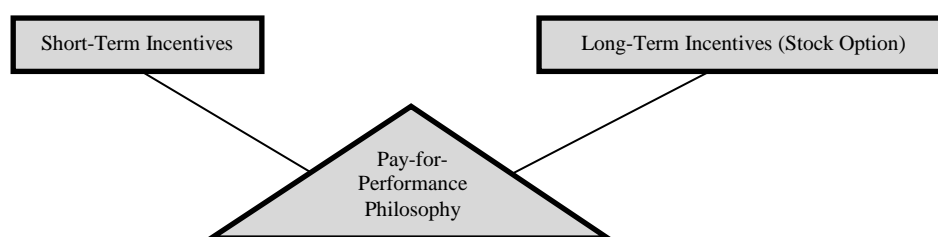
## Base Salary

Base salary established for each of the Company's executive officers is intended to reflect each executive officer's ability to contribute to the Company's success through expertise, experience and know-how. Base salary is not contingent on short-term variation in operating performance, and therefore sustains individual performance and competency development.

The amount payable to an executive officer is determined based on the scope of his/her responsibilities and relevant experience, while taking into account competitive market compensation within the Company's Comparator Group for similar positions and overall market demand for such executive. Base salaries are targeted at or above the market median of the competitive market depending on executive experience and performance.

Base salaries are reviewed on an annual basis by the HRNGC. The CEO provides individual performance ratings which are reviewed with the Corporate Vice President, Human Resources, and recommendations are then provided to the HRNGC. The HRNGC assesses if adjustments are required considering market changes, individual performance, corporate performance, change in role or responsibilities and other considerations deemed relevant.

## Incentive Programs that Support a Strong Pay-for-Performance Philosophy



The Company sponsors two incentive programs for its executive officers and other key employees. Each program supports and promotes successful execution of the business strategy, drives desired performance and encourages discretionary effort. The following presents an overview of the two programs and illustrates how they contribute in supporting a robust pay-for-performance philosophy.

### Short-Term Incentive Program

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- The objectives of the short-term incentive program are to:
  - share in the Company's success;
  - reward collective performance and results;
  - drive employee engagement as a foundation for high performance;
  - align employee contribution to the Company's objectives; and
  - encourage employees in successfully executing the Company's strategic plan.
- The program rewards the attainment of financial and other key performance indicators.

### Long-Term Incentive Program (Stock Option)

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- The objectives of the long-term incentive program are to:
  - promote the Company's long-term growth;
  - share in the creation of economic value;
  - share the risk;
  - retain key employees; and
  - offer potential reward to high contributors and high potential candidates.
- Stock options were chosen as the preferred long-term incentive vehicle to ensure that value was delivered to shareholders.
- Size of annual grant is subject to individual and Company performance conditions at time of grant.

- Stock options vest in tranches over a 4-year period to promote strong retention.
- Stock options offer a stronger incentive leverage to reward long-term appreciation in shareholder value.

#### *Short-Term Incentive Plan*

The Company's short-term incentive plan is ultimately under the responsibility of the HRNGC which may establish, amend or repeal, from time to time and at its own discretion, rules that are incompatible with the Company's executive compensation policy. The payout grid, articulating performance thresholds and multipliers for levels of achievement, is also reviewed annually by the HRNGC to assess the appropriate level of targets based on past performances and future outlook. The HRNGC has broad discretion in its administration of the short-term incentive plan and the amounts of awards to be paid thereunder.

The Company's short-term incentive plan for Fiscal 2014 was an additive plan with three categories of performance measures. The following table summarizes the details of the plan:

<b>Performance Measures</b>	<b>Weighting</b>	<b>Definition</b>	<b>Threshold Levels</b>
EBIT .....	70%	Earnings before interest and taxes	Threshold set at or above previous year's EBIT level
Cash Generation.....	15%	Free cash flow generated	Threshold set at or above previous year's Cash Generation level
Consumer Visit Index .....	15%	Consumer satisfaction	–

EBIT is defined as earnings before interest and taxes. EBIT is a non-IFRS measure of operational profitability and is a recognized indicator for measuring a Company's performance. The Company believes that EBIT is a reliable metric as it takes into account both revenues, which are directly impacted by the scope and effectiveness of the Company's distribution network and its global sales, and operating expenses, which are generally influenced by the Company's operational efficiencies.

Cash Generation is defined as free cash flow generated on a monthly, quarterly and annual basis adjusted for certain long-term debt and dividends. Cash generation is considered a relevant metric as it provides an indication of the Company's success at managing cash inflows and outflows.

Consumer Visit Index is a measure that monitors the frequency of normal warranty experienced by the consumer by measuring the proportion of consumers who had at least one warranty claim during the normal warranty period. Consumer Visit Index has been identified as an effective tool to mobilize the BRP workforce to enhance the consumer experience.

The HRNGC has concluded that it would be seriously prejudicial to the Company's interests to publicly disclose the level of performance that is associated with threshold, target and maximum achievement for each performance measure of the short-term incentive program, namely: EBIT, Cash Generation and Consumer Visit Index. The levels of these metrics could be used by competitors to infer conclusions about confidential strategic priorities of the Company. In addition, the disclosure of these metrics may generate confusion with the financial guidance provided to shareholders in the Company's annual and quarterly earnings releases. The targets are intended to be challenging – neither impossible nor easy to achieve.

Each executive is provided with an individual bonus payout target for a given fiscal year, established as a percentage of such executive's base salary on the assumption that all of the performances measures used under the short-term incentive plan are met. Targets are aligned at or above the market median of the competitive market and the maximum bonus payout is set at two times the predetermined bonus payout target for exceptional results. For Fiscal 2014, the bonus payout target and the maximum bonus payout, as a percentage of base salary, for each of the NEOs were as follows:

Title	Bonus Payout Target as a Percentage of Base Salary	Maximum Bonus Payout as a Percentage of Base Salary
<b>José Boisjoli</b> ..... President and CEO	125%	250%
<b>Claude Ferland</b> <sup>(1)</sup> ..... Former CFO	75%	150%
<b>Yves Leduc</b> <sup>(2)</sup> ..... Former Vice President and General Manager, North America	75%	150%
<b>Gerd Ohrnberger</b> ..... Vice President and General Manager, Product Engineering and Manufacturing Operations	75%	150%
<b>Alain Villemure</b> ..... Vice President and General Manager, Marine Propulsion Systems Division	75%	150%

(1) Mr. Ferland ceased to serve as the Company's CFO on May 1, 2014. Effective as of the same date, Mr. Sébastien Martel was appointed as CFO.

(2) Mr. Leduc ceased to serve as the Company's Vice President and General Manager, North America, on May 1, 2014.

For Fiscal 2014, the EBIT objective generated a payout at 112.7% of target, the Cash Generation objective generated a payout at 26.7% of target and the Consumer Visit Index objective generated a payout at 80% of target for a total bonus payout at 94.9% of target. The following table outlines the actual bonus payouts made under the Company's short-term incentive plan for each of the NEOs for Fiscal 2014:

Title	Actual Bonus Payout as a Percentage of Base Salary
<b>José Boisjoli</b> ..... President and CEO	118.625%
<b>Claude Ferland</b> ..... Former CFO	71.175%
<b>Yves Leduc</b> ..... Former Vice President and General Manager, North America	71.175%
<b>Gerd Ohrnberger</b> ..... Vice President and General Manager, Product Engineering and Manufacturing Operations	71.175%
<b>Alain Villemure</b> ..... Vice President and General Manager, Marine Propulsion Systems Division	71.175%

The HRNGC has broad discretion in its administration of the short-term incentive plan and the amounts of awards to be paid thereunder.

### *Short-Term Incentive Plan for the Fiscal Year Ending on January 31, 2015*

The HRNGC has approved specific changes to the performance measures to be used under the short-term incentive plan for the fiscal year ending on January 31, 2015. The key drivers of the plan will be: Profitability, Working Capital and Consumer Satisfaction. The performance measure EBIT will be changed to Normalized Earnings Per Share and the performance measure Cash Generation will be changed to Working Capital.

The relative weighting and the performance measure attributed to each key driver will be as follows:

<b>Key Drivers</b>	<b>Weighting</b>	<b>Performance Measure</b>	<b>Reason for Change</b>
Profitability .....	70%	Normalized Earnings Per Share (EPS)	Better alignment with shareholder interests
Working Capital.....	15%	Inventory 10% - Accounts Receivable 5%	A focus on working capital management for its impact on cash generation
Consumer Satisfaction .....	15%	Consumer Visit Index (CVI)	No change

### *Long-Term Incentive Plans*

The Company believes that share-based awards are an important component of its executive compensation program and should represent a significant portion of its compensation package.

Two distinct long-term incentive plans are currently in force:

- The “Legacy Long-Term Incentive Plan” or “Legacy LTIP”, which was established in 2003. Under the Legacy LTIP, options to purchase shares of the Company were granted to certain employees and officers. This plan and the options granted thereunder were maintained at the time of the Company’s IPO in May 2013. However, no additional options have been or will be granted under the Legacy LTIP since the Company’s IPO. The details of this plan are described below under the heading “Legacy LTIP”.
- The “New Long-Term Incentive Plan” or “Stock Option Plan”, which was established in May 2013 in connection with the Company’s IPO, pursuant to which stock options may be granted to officers, employees and, in limited circumstances, consultants of the Company. The details of this plan are described under the heading “Stock Option Plan” below.

### *Pension and Retirement Benefits*

Pension and retirement benefits made available by the Company to the NEOs are described below under the heading “Pension Plan Benefits”. Pension and retirement benefits aim at providing financial protection upon retirement to their participants.

### *Group Insurance Benefits*

The Company offers medical, dental, life, accidental death and dismemberment and short and long-term disability insurance coverage to executives, including the NEOs.

### *Perquisites*

Perquisites include leased automobiles, availability of Company products, financial counseling services and an annual medical plan.

### **Share Ownership Guidelines**

The Company has adopted share ownership guidelines which provide that certain executives, including the NEOs, are required to maintain minimum holdings of Subordinate Voting Shares based on their compensation and

position. The share ownership guidelines aim at ensuring that interests of executives remain aligned with those of shareholders and demonstrate that NEOs are financially committed to the Company through personal equity ownership.

The HRNGC monitors executives' share ownership to ensure that the share ownership requirements are met. Under the share ownership guidelines, the requirements are based on the highest of the market value and the cost base of the Subordinate Voting Shares owned by the executive and there is no set time to satisfy the requirements. Options, whether vested or not, are not taken into account in assessing whether the share ownership guidelines are satisfied. Participants must, however, retain the after-tax long-term incentive plan gains in Subordinate Voting Shares until the share ownership requirements are met.

The following table highlights the minimum holding requirements as a multiple of base salary applicable under the share ownership guidelines for each of the NEOs as well as the total number of Subordinate Voting Shares held by each NEO as at the end of Fiscal 2014:

NEOs	Share Ownership Guideline		Subordinate Voting Shares Held	Equity Ownership is Met (Yes or No)
	As a Multiple of Base Salary	(\$)	Market Value <sup>(1)</sup> (\$)	
<b>José Boisjoli</b> ..... President and CEO	4x	3,700,000	28,355,924	Yes
<b>Claude Ferland</b> ..... Former CFO	2x	887,696	5,233,725	Yes
<b>Yves Leduc</b> ..... Former Vice President and General Manager, North America	2x	901,806	12,032,760	Yes
<b>Gerd Ohrnberger</b> ..... Vice President and General Manager, Product Engineering and Manufacturing Operations	2x	955,490	4,010,388	Yes
<b>Alain Villemure</b> ..... Vice President and General Manager, Marine Propulsion Systems Division	2x	878,472	13,558,325	Yes

(1) Based on the closing price of the Subordinate Voting Shares on the TSX (\$28.01) on January 31, 2014.

### Hedging / Anti-Hedging Policy

The NEOs and the directors are, under the terms of the Company's insider trading policy, prohibited from purchasing financial instruments designed to hedge or offset a decrease in the market value of shares, including shares granted as, or underlying, share-based compensation or otherwise held directly or indirectly by a NEO or a director.

### Compensation Risk Management

As the Company recently completed its IPO, the Board of Directors and the HRNGC have not yet conducted a formal review of the implications of risks associated with the Company's compensation policies and practices. However, the current compensation structure attempts to ensure that compensation and incentive plans do not promote unwanted behaviour and unnecessary risk-taking based on:

- a well-balanced mix of base salary, short-term incentive plan and long-term incentive plan;

- a short-term incentive plan with the same performance measures applied to all employees in the organization, including the executives;
- maximums being applied to short-term incentive payouts (two times target);
- the use of performance metrics aligned with the Company's business strategy and the creation of long-term value for the shareholders, with no measure being related to aggressive revenue growth that could encourage excessive risk-taking detrimental to the long-term profitability of the business of the Company;
- share ownership guidelines requiring NEOs and other executives to maintain a meaningful equity ownership in the Company and also prohibiting hedging of equity-based compensation; and
- policies and practices being generally applied on a consistent basis to all executive officers.

## Performance Results

Given that the Company's Subordinate Voting Shares have only been publicly traded since May 29, 2013, there is insufficient historical data to provide a pertinent performance graph showing the Company's cumulative total shareholder return over a given period of time versus the trend in the Company's compensation to executive officers over the same period. However, the closing price of the Subordinate Voting Shares on the TSX on January 31, 2014 was \$28.01, which represented an increase of 30.3% from the initial offering price of \$21.50 per Subordinate Voting Share. Over the same period of time, the S&P/TSX Composite Total Return Index has increased by 7.6%.

## Summary Compensation Table

The following table sets forth information concerning the compensation paid by the Company to the NEOs during Fiscal 2014.

Name and Principal Position	Fiscal Year	Base Salary (\$)	Share-Based Awards (\$)	Option-Based Awards <sup>(1)</sup> (\$)	Non-Equity Incentive Plan Compensation		Pension Value <sup>(3)</sup> (\$)	All Other Compensation <sup>(4)</sup> (\$)	Total Compensation (\$)
					Annual Incentive Plans <sup>(2)</sup> (\$)	Long-Term Incentive Plans (\$)			
<b>José Boisjoli</b> ..... President and CEO	2014	925,000	–	2,842,009	1,097,281	–	326,000	34,113	5,224,403
<b>Claude Ferland</b> <sup>(5)</sup> ..... Former CFO	2014	443,848	–	460,583	315,909	–	272,000	75,832	1,568,172
<b>Yves Leduc</b> <sup>(6)</sup> ..... Former Vice President and General Manager, North America	2014	450,903	–	471,051	320,930	–	117,000	468,684	1,828,568
<b>Gerd Ohrnberger</b> .... Vice President and General manager, Product Engineering and Manufacturing Operations	2014	477,745 <sup>(7)</sup>	–	439,648	340,035 <sup>(7)</sup>	--	32,100	164,766	1,454,294
<b>Alain Villemure</b> ..... Vice President and General Manager, Marine Propulsion Systems Division	2014	440,425 <sup>(8)</sup>	–	423,946	313,472 <sup>(8)</sup>	–	110,000	369,423	1,657,266

(1) Represent grants of options made to the NEOs under the Stock Option Plan effective as of the closing of the Company's IPO on May 29, 2013. Messrs. Boisjoli, Ferland, Leduc, Ohrnberger and Villemure were granted 271,500, 44,000, 45,000, 42,000 and 40,500 stock options, respectively. The grant date fair value of such options was based on the IPO's offering price of \$21.50 and has been calculated using the Black-Scholes method. The grant date fair value of \$10.4678 per option is the same as the fair value determined for accounting purposes. See "Executive Compensation — Discussion and Analysis — Elements of Compensation — Long-Term Incentive Plans" and "Executive Compensation — Discussion and Analysis — Stock Option Plan".

- (2) Includes amounts earned pursuant to the Company’s short-term incentive plan. For the purposes of this table, awards are deemed to be earned in the fiscal year relating to the applicable performance target, even if the payments are not made in such fiscal year. See “Executive Compensation — Discussion and Analysis — Elements of Compensation — Short-Term Incentive Plan”.
- (3) See “Executive Compensation — Discussion and Analysis — Pension Plan Benefits”. Dollar values disclosed in this column correspond to the dollar values in the “Compensatory Change” column of the Defined Benefit Plan table and to the “Compensatory” column of the Defined Contribution Plan table.
- (4) None of the NEOs are entitled to perquisites or personal benefits which, in the aggregate, are worth over \$50,000 or 10% of their base salary. The amount of \$34,113 included under “All Other Compensation” for Mr. Boisjoli represents a benefit realized on the sale of an automobile from the Company. The amount of \$75,332 included under “All Other Compensation” for Mr. Ferland represents a special bonus to compensate for a dividend on options that vested in November 2013. The amount of \$468,684 included under “All Other Compensation” for Mr. Leduc represents a payment made to Mr. Leduc in Fiscal 2014 in order to compensate him for double taxation in Austria and Canada as a result of the exercise of stock options which were granted to him during his foreign assignment in Austria on behalf of the Company. The amount of \$164,766 included under “All Other Compensation” for Mr. Ohrnberger represents payments made to him in connection with his foreign assignment on behalf of the Company, including a foreign assignment premium and related allowances for housing and transportation, together with gross-up for related taxes. The amounts included under “All Other Compensation” for Mr. Villemure represent \$369,423 of payments made to him in connection with his foreign assignment on behalf of the Company, including a foreign assignment premium and related allowances for housing and transportation, together with gross-up for related taxes.
- (5) Mr. Ferland ceased to serve as the Company’s CFO on May 1, 2014. Effective as of the same date, Mr. Sébastien Martel was appointed as CFO.
- (6) Mr. Leduc ceased to serve as the Company’s Vice President and General Manager, North America, on May 1, 2014.
- (7) Represents an annualized base salary of 318,263 Euros and amount earned under the short-term incentive plan of 226,524 Euros converted to Canadian dollars using an exchange rate of 1.5011, being the noon rate of exchange posted by the Bank of Canada for conversion of Euros into Canadian dollars on January 31, 2014.
- (8) Represents a base salary of U.S.\$396,101 and an amount earned under the short-term incentive plan of U.S.\$281,925 converted to Canadian dollars using an exchange rate of 1.1119, being the noon rate of exchange posted by the Bank of Canada for conversion of U.S.\$ into Canadian dollars on January 31, 2014.

## Incentive Plan Awards

### *Outstanding Share-Based Awards and Option-Based Awards Table*

The table below summarizes, for each of the NEOs, the number of stock options to purchase Subordinate Voting Shares which were held as at January 31, 2014, being the end of Fiscal 2014. As at the same date, the Company had no share-based awards outstanding.

Name and Principal Position	Option-Based Awards			Share-Based Awards			
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options <sup>(1)</sup> (\$)	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (\$)
<b>José Boisjoli</b> ..... President and CEO	271,500	21.50	May 29, 2023	1,767,465	—	—	—
<b>Claude Ferland</b> ..... Former CFO	44,000 79,680 <sup>(2)</sup>	21.50 0.151 <sup>(2)</sup>	May 29, 2023 Nov. 1, 2019	286,440 2,219,805	—	—	—
<b>Yves Leduc</b> ..... Former Vice President and General Manager, North America	45,000	21.50	May 29, 2023	292,950	—	—	—
<b>Gerd Ohrnberger</b> ..... Vice President and General Manager, Product Engineering and Manufacturing Operations	42,000	21.50	May 29, 2023	273,420	—	—	—
<b>Alain Villemure</b> ..... Vice President and General Manager, Marine Propulsion Systems Division	40,500	21.50	May 29, 2023	263,655	—	—	—

(1) Based on the closing price of the Subordinate Voting Shares on the TSX (\$28.01) on January 31, 2014.



- (2) Represents stock options granted under the Legacy LTIP, which were granted at an exercise price equal to the fair market value of the underlying shares at the time of initial grant. The exercise price was subsequently adjusted in accordance with the terms of the Legacy LTIP to reflect dividends paid or capital distributions made by the Company prior to its IPO.

*Incentive Plan Awards – Value Vested or Earned During the Year*

The following table provides, for each of the NEOs, a summary of the value of the stock option-based and share-based awards vested or non-equity incentive plan compensation earned during Fiscal 2014.

Name	Option-Based Awards – Value Vested During the Year <sup>(1)</sup> (\$)	Share-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year <sup>(2)</sup> (\$)
<b>José Boisjoli</b> ..... President and CEO	3,238,500	–	1,097,281
<b>Claude Ferland</b> ..... Former CFO	2,234,739	–	315,909
<b>Yves Leduc</b> ..... Former Vice President and General Manager, North America	1,805,250	–	320,930
<b>Gerd Ohrnberger</b> ..... Vice President and General Manager, Product Engineering and Manufacturing Operations	1,179,300	–	340,035 <sup>(3)</sup>
<b>Alain Villemure</b> ..... Vice President and General Manager, Marine Propulsion Systems Division	1,905,000	-	313,472 <sup>(4)</sup>

- (1) Calculated as the difference between the market price of the Subordinate Voting Shares on the date of vesting and the exercise price payable in order to exercise the vested stock options. Except for Mr. Ferland, all amounts included in this column relate to options which were exercisable for Class B non-voting common shares of the Company prior to the Company's IPO and which vested on April 16, 2013 prior to the completion of the Company's IPO. In the case of Mr. Ferland, \$1,134,000 relates to options which were exercisable for Class B non-voting common shares of the Company prior to the Company's IPO and which vested on April 16, 2013 prior to the completion of the Company's IPO, and \$1,100,739 relates to options exercisable for Subordinate Voting Shares which vested on November 1, 2013.
- (2) Total amounts earned are equal to the sum of the cumulative amounts shown in the "Non-equity incentive plan compensation" columns in the Summary Compensation Table.
- (3) Represents the amount of 226,524 Euros earned under the short-term incentive plan converted in Canadian dollars using an exchange rate of 1.5011, being the noon rate of exchange posted by the Bank of Canada for conversion of Euros into Canadian dollars on January 31, 2014.
- (4) Represents the amount of U.S.\$281,925 earned under the short-term incentive plan converted in Canadian dollars using an exchange rate of 1.1119, being the noon rate of exchange posted by the Bank of Canada for conversion of U.S.\$ into Canadian dollars on January 31, 2014.

## Securities Authorized for Issuance under Equity Compensation Plans

The following table provides a summary, as of January 31, 2014, of the security-based compensation plans or individual compensation arrangements pursuant to which equity securities of the Company may be issued:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Appearing in First Column)
Equity Compensation Plans Approved by Securityholders:			
Stock Option Plan .....	1,093,000	\$21.50	4,721,828
Legacy LTIP .....	754,375	\$1.17	-
DSU Plan .....	-	-	-
Equity Compensation Plans not Approved by Securityholders .....	-	-	-
<b>Total</b> .....	<b>1,847,375</b>	<b>\$13.20</b>	<b>4,721,828</b>

See “Executive Compensation — Discussion and Analysis — Elements of Compensation — Long-Term Incentive Plans” and the sections “Executive Compensation — Discussion and Analysis — Stock Option Plan” and “Executive Compensation — Discussion and Analysis — Legacy LTIP” for descriptions of the Stock Option Plan and the Legacy Long-Term Incentive Plan. See “Compensation of Directors” for a description of the DSU Plan.

### Stock Option Plan

In connection with the Company’s IPO, the Board of Directors approved the Stock Option Plan effective as of May 29, 2013, pursuant to which options may be granted to officers, employees and, in limited circumstances, consultants of the Company.

Stock options are generally granted under the Stock Option Plan on an annual basis according to the Company’s compensation policy and pre-established target awards adjusted according to individual performance. The first grants of options under the Stock Option Plan were made as of May 29, 2013 in connection with the closing of the Company’s IPO. The stock options granted under the Stock Option Plan in Fiscal 2014 have the following features:

- time-based vesting, whereby 25% of the options vest on each of the first, second, third and fourth anniversary of the grant; and
- a ten-year term at the end of which the options expire.

Stock options are intended to align the interests of executive officers with those of shareholders towards an increase in the price of the Subordinate Voting Shares of the Company, while the ten-year expiry term and the four-year ratable vesting periods promote retention.

A maximum of 5,814,828 Subordinate Voting Shares may be issued to participants, at any time, under the Stock Option Plan (the “**Stock Option Plan Reserve**”), which represented approximately 5% of the Company’s issued and outstanding Shares as of the closing of the Company’s IPO on May 29, 2013.

During Fiscal 2014, a total of 1,111,500 stock options were granted under the Stock Option Plan to a total of 126 eligible participants, representing (i) 2.84% of the issued and outstanding Subordinate Voting Shares as at January 31, 2014, and (ii) 0.94% of the issued and outstanding Shares as at January 31, 2014. As of January 31, 2014, there were 1,093,000 issued and outstanding stock options under the Stock Option Plan, representing (i) 2.79% of the issued and outstanding Subordinate Voting Shares, and (ii) 0.93% of the issued and outstanding Shares. As of January 31, 2014, 4,721,828 stock options remained available for future issuance under the Stock Option Plan, representing (i) 12.07% of the issued and outstanding Subordinate Voting Shares, and (ii) 4% of the issued and outstanding Shares.

To the extent options granted under the Stock Option Plan terminate for any reason prior to their exercise in full or are cancelled, the Subordinate Voting Shares subject to such options shall be added back to the Stock Option Plan Reserve and such Subordinate Voting Shares will again become available for grant under the Stock Option Plan, the whole without increasing the Stock Option Plan Reserve.

The following additional limitations apply to grants under the Stock Option Plan: (i) the maximum number of Subordinate Voting Shares issuable to insiders and their associates and affiliates at any time under the Stock Option Plan, the Legacy LTIP and any other share compensation arrangements of the Company may not exceed 5% of the issued and outstanding Shares; (ii) the maximum number of Subordinate Voting Shares issued to insiders and their associates and affiliates within any one year period under the Stock Option Plan, the Legacy LTIP and any other share compensation arrangements of the Company may not exceed 5% of the issued and outstanding Shares; and (iii) the total number of Subordinate Voting Shares issuable to any one participant at any time under the Stock Option Plan, the Legacy LTIP and any other share compensation arrangement of the Company may not exceed 5% of the issued and outstanding Shares.

All stock options granted have an exercise price determined and approved by the HRNGC at the time of grant, which may not be less than the market value of the Subordinate Voting Shares at such time.

The Stock Option Plan also provides that appropriate substitutions or adjustments, if any, shall be made by the Board of Directors, subject to any required approval of the TSX, in connection with a reclassification, reorganization or other change of shares, consolidation, distribution, merger or amalgamation, in order to maintain the optionees' economic rights in respect of their options in connection with such change, including adjustments to the exercise price and/or the number of Subordinate Voting Shares to which an optionee is entitled upon exercise of stock options, adjustments permitting the immediate exercise of any outstanding stock options that are not otherwise exercisable or adjustments to the number or kind of shares reserved for issuance pursuant to the Stock Option Plan.

The Board of Directors may in its discretion accelerate the vesting of any outstanding stock options notwithstanding the previously established vesting schedule, regardless of any adverse or potentially adverse tax consequences resulting from such acceleration.

The following table describes the impact of certain events upon the rights of holders under the Stock Option Plan, including resignation, termination for cause, termination other than for cause, termination other than for cause within 12 months following a change of control or retirement, death or disability:

<b>Event</b>	<b>Provisions</b>
Termination for cause or resignation.....	Forfeiture of all vested and unvested options on date of termination for cause or resignation
Termination without cause .....	60 days after termination to exercise vested options / Forfeiture of all unvested options on termination date
Termination without cause within 12 months of a Change of Control <sup>(1)</sup> .....	Immediate vesting of all unvested options / 180 days after termination to exercise options
Retirement.....	Forfeiture of all unvested options on date of retirement / 12 months after date of retirement to exercise vested options
Disability, Death.....	Forfeiture of all unvested options on date of disability or death / 12 months after date of disability or death to exercise vested options

(1) For the purposes of the Stock Option Plan, "Change of Control" is defined as the acquisition by any person or group of persons acting jointly or in concert (other than holders of Multiple Voting Shares and their affiliates) of securities of the Company carrying the right to elect a majority of the Board of Directors of the Company.

The Board of Directors may amend the Stock Option Plan or any stock option at any time without the consent of the optionees provided that such amendment will (i) not adversely alter or impair any stock option previously granted except as permitted by the terms of the Stock Option Plan, (ii) be in compliance with applicable law and subject to any regulatory approvals including, where required, the approval of the TSX, and (iii) be subject to shareholder approval, where required, by law, the requirements of the TSX or the Stock Option Plan, provided

however that shareholder approval is not required for the following amendments and the Board of Directors may make any changes which may include but are not limited to:

- amendments of a “housekeeping” nature;
- a change to the provisions of any stock option governing vesting, assignability and effect of termination of a participant’s employment;
- the introduction or amendment of a cashless exercise feature payable in cash or securities, whether or not such amendment provides for a full deduction of the number of underlying securities from the Stock Option Plan Reserve;
- the addition of a form of financial assistance and any amendment to a financial assistance provision which is adopted;
- a change to advance the date on which any stock option may be exercised under the Stock Option Plan; and
- a change to the eligible participants of the Stock Option Plan, provided that no such change results in members of the Board of Directors who are not otherwise employees of the Company becoming eligible participants.

For greater certainty, the Board of Directors is required to obtain shareholder approval to make the following amendments:

- any increase to the maximum number of Subordinate Voting Shares issuable from treasury pursuant to stock options granted under the Stock Option Plan, other than an adjustment pursuant to a change in capitalization;
- any reduction in the exercise price of a stock option after the stock option has been granted or any cancellation of such stock option and the substitution of that stock option by a new stock option with a reduced exercise price, except in the case of an adjustment pursuant to a change in capitalization;
- any extension of the expiry date of a stock option, except in case of an extension due to a black-out period;
- any amendment to remove or to exceed the percentage limits with respect to (i) the maximum number of Subordinate Voting Shares issuable to insiders and their associates and affiliates at any time; (ii) the maximum number of Subordinate Voting Shares issued to insiders and their associates and affiliates within any one year period; or (iii) the total number of Subordinate Voting Shares issuable to any one participant at any time; and
- any amendment to the amendment provisions of the Stock Option Plan.

Stock options granted under the Stock Option Plan are not transferable, except that an optionee may, with the prior approval of the Company, transfer stock options to (i) such optionee’s family or retirement savings trust for *bona fide* tax planning purposes, and (ii) registered retirement savings plans or registered retirement income funds of which the optionee is the annuitant.

No financial assistance is currently provided by the Company to participants under the Stock Option Plan.

### **Legacy LTIP**

The Legacy LTIP was established in 2003 in connection with the acquisition by the Company of the recreational products division of Bombardier Inc. Pursuant to the Legacy LTIP, stock options to purchase shares of the Company were previously granted to certain employees and officers of the Company.

The stock options issued under the Legacy LTIP were granted at exercise prices equal to the fair market value of the underlying shares at the time of initial grant. The exercise price was subsequently adjusted in accordance with the terms of the Legacy LTIP to reflect dividends paid or capital distributions made by the Company prior to its IPO. The exercise price, the class and the number of shares underlying each option were also adjusted in the context of the Company’s IPO to reflect the exchange of shares and the share consolidation implemented immediately prior to the closing of the IPO in order to create a class of multiple voting shares and a class of subordinate voting shares.

During Fiscal 2014, but prior to the IPO, 6,905 stock options were granted under the Legacy LTIP to one eligible participant and no additional stock options have been granted under the Legacy LTIP since the Company's IPO nor will stock options be granted in the future thereunder. A total of 754,375 stock options were outstanding under the Legacy LTIP as of January 31, 2014, and the Subordinate Voting Shares issuable upon exercise of such stock options represented as of such date in the aggregate: (i) 1.93% of the issued and outstanding Subordinate Voting Shares, and (ii) 0.64% of the issued and outstanding Shares. As of January 31, 2014, there were 1,847,375 stock options outstanding under the Stock Option Plan and the Legacy LTIP and the Subordinate Voting Shares issuable upon exercise of such stock options represented as of such date in the aggregate: (i) 4.72% of the issued and outstanding Subordinate Voting Shares, and (ii) 1.56% of the issued and outstanding Shares.

The Legacy LTIP provides that appropriate adjustments may be made by the Board of Directors in connection with a reclassification, reorganization or other change of shares, a consolidation, a distribution, a merger or an amalgamation in order to maintain the optionees' economic rights in respect of their stock options, including adjustments to the exercise price and/or the number of Subordinate Voting Shares to which an optionee is entitled upon exercise of stock options or permitting the immediate exercise of any outstanding stock options that are not otherwise exercisable.

The Legacy LTIP includes terms and conditions required by the TSX for a stock option plan such as provisions and restrictions relating to amendment of the plan or stock options similar to those applicable to the Stock Option Plan summarized above under "Stock Option Plan", and the restrictions on insider or individual participation summarized above under "Stock Option Plan".

### **Pension Plan Benefits**

The Canadian executives of the Company, including the NEOs, participate in two defined benefit pension plans: a basic plan and a supplemented plan. Executives are not required to make mandatory contributions under the defined benefit pension plans. However, these NEOs may make optional ancillary contributions in order to provide for additional ancillary benefits at retirement or termination, subject to applicable legislation.

Benefits payable from the basic plan correspond to 2% of average base salary in the three continuous years of service during which the executives are paid their highest salary (up to the maximum earnings for each year, which was set at \$138,500 for Fiscal 2014) multiplied by the number of years of credited service.

The supplemental plan provides for additional benefits, depending on the management level of each executive, of:

- 2% of average base salary up to \$138,500 plus 1.75% of average base salary in excess of that amount;
- 2.25% of average base salary; or
- 2.50% of average base salary;

multiplied by the number of years of credited service (up to 40) less the pension payable under the basic plan.

Bonuses and any other compensation are not considered in the computation of pension benefits. Benefits are reduced by 0.33% for each month between the date of early retirement and the date of a participant's 60th birthday or, if earlier, the date at which the participant's age plus his/her years of service total 85. No benefits are payable from the supplemental plan if a participant has not completed five years of service. Upon the death of a participant, the spouse of the participant will be entitled to a benefit equal to 60% of the benefit to which such participant was entitled. If the participant has no spouse at the time of retirement, the benefits will be paid, after death, to the designated beneficiary until such time as 120 monthly installments, in the aggregate, have been paid to the participant and/or to the designated beneficiary.

All pension benefits payable from these plans are in addition to government social security benefits.

For Fiscal 2014, under the supplemental plan, Messrs. Ferland, Leduc and Villemure were entitled to an accrual rate of pension of 2.25% and Mr. Boisjoli was entitled to an accrual rate of pension of 2.50%.

Until February 1, 2013, Mr. Gerd Ohrnberger participated in the Austrian Rotax Pension Plan providing for benefits equal to 2% of base salary multiplied by the number of years of service credited. The pension benefits are partially offset by the government social security benefit. As of February 1, 2013, Mr. Gerd Ohrnberger transferred his defined benefit pension value to a funded defined contribution plan. This plan is also offered to other employees. Under this plan, the employer's contribution is 1.6% of base salary up to the social security covered compensation (Euro 62,160 in Fiscal 2014 plus 8.7% of his base salary above the social security covered compensation).

*Defined Benefit Plan Table*

Name	Number of Years of Credited Service <sup>(1)</sup> (#)	Annual Benefit Payable		Opening Present Value of Defined Benefit Obligation <sup>(2)</sup> (\$)	Change in Benefit Obligation During the Year		Closing Present Value of Defined Benefit Obligation <sup>(5)</sup> (\$)
		At Year End (\$)	At Age 65 (\$)		Compensatory Change <sup>(3)</sup> (\$)	Non-Compensatory Change <sup>(4)</sup> (\$)	
<b>José Boisjoli</b> ..... President and CEO	24.92	537,700	767,000	7,806,000	326,000	517,000	8,649,000
<b>Claude Ferland</b> <sup>(6)</sup> ..... Former CFO	4.33	79,800	217,200	905,000	272,000	53,000	1,230,000
<b>Yves Leduc</b> ..... Former Vice President and General Manager, North America	15.58	150,800	320,400	1,710,000	117,000	42,000	1,869,000
<b>Alain Villemure</b> <sup>(7)</sup> ..... Vice President and General Manager, Marine Propulsion Systems Division	18.17	157,600	277,300	1,762,000	110,000	85,000	1,957,000

(1) As of January 31, 2014.

(2) For the purpose of our calculations, we used the closing January 31, 2013 assumptions described in our March 13, 2013 accounting report entitled "Employee Future Benefits".

(3) The compensatory change includes the annual service cost as well as the change in accrued obligation attributable to the impact of the differences between actual earnings for the year, and those assumed in the previous year's calculations.

(4) The non-compensatory change amount represents the change in the accrued benefit obligation during the year attributable to items that are not related to earnings, such as assumption changes and interest on the accrued obligation. Key assumptions include a discount rate of 4.40% per year to calculate the accrued benefit obligation at start of year and the annual service cost and a discount rate of 4.60% to calculate the accrued benefit obligation at year end. UP-1994 Generational Mortality tables are used to calculate the accrued benefit obligation at start of year and the annual service cost. The CPM-RPP 2014 Private Sector Mortality tables (Scale A1-2014) are used to calculate the benefit obligation at year end.

(5) For the purpose of our calculations, we used the closing January 31, 2014 assumptions described in our February 17, 2014 accounting report entitled "Employee Future Benefits".

(6) In addition, this participant is credited two (2) years of service for the first four 4 years of regular participation in the supplementary pension plan.

(7) This participant was also credited 3,25 additional years of service in both the supplementary pension plan and the employee pension plan.

Defined Contribution Plan Table

Name	Accumulated Value at Start of Year (\$)	Compensatory (\$)	Accumulated Value at Year End <sup>(1)</sup> (\$)
<b>Gerd Ohrnberger</b> <sup>(2)</sup> ..... Vice President and General Manager, INTL	1,016,800	32,100	1,048,900
<b>Alain Villemure</b> <sup>(3)</sup> ..... Vice President and General Manager, Marine Propulsion Systems Division	25,200	—	29,200

(1) As of January 31, 2014.

(2) This participant chose to transfer his defined benefit value to the new defined contribution plan as at January 31, 2013. The real accumulated value as at January 31, 2014 is unknown. The accumulated value at year end was estimated based on the sum of the transfer value at the beginning of year plus the compensatory item without interest.

(3) Value accumulated during his participation in the U.S. plans, from February 1, 1998 to August 1, 2004.

**Termination and Change of Control Benefits**

The Company has entered into executive employment agreements with each of the NEOs. These agreements provide for, among other things, the continuation of the executive's employment for an indeterminate term in accordance with applicable law, as well as such NEO's base salary, bonus entitlement, vacations, insurance coverage, pension benefits, perquisites and other matters related to the NEO's employment.

The following table describes the entitlement of NEOs in the event of a termination without cause within 12 months following a Change of Control (see table below for definition).

	CEO	CFO and Vice-Presidents and General Managers
<b>Triggering events (double trigger)</b> .....	Termination of employment without cause within 12 months following a Change of Control <sup>(1)</sup>	Termination of employment without cause within 12 months following a Change of Control <sup>(1)</sup>
<b>Severance calculation</b> .....	24 months of base salary + target bonus	18 months of base salary + target bonus
<b>Method of severance payment</b> .....	Lump sum	Lump sum
<b>Continuation of benefits (health care, but excluding disability)</b> <sup>(2)(3)</sup> .....	24 months	18 months
<b>Vesting of stock option awards</b> .....	Immediate vesting of all unvested stock options  180 days after termination to exercise stock options	Immediate vesting of all unvested stock options  180 days after termination to exercise stock options

(1) Change of Control under the relevant employment agreements has the same meaning as ascribed thereto under the Stock Option Plan, meaning the acquisition by any person or group of persons acting jointly or in concert (other than holders of Multiple Voting Shares and their affiliates) of securities of the Company carrying the right to elect a majority of the board of directors of the Company.

(2) Car benefits, Company products allowance, financial services and annual medical services cease after 12 months following the termination.

(3) Health care coverage ceases earlier if new employment found before end of severance period.

The following table describes the entitlement of NEOs in the event of a termination without cause:

	<b>CEO</b>	<b>CFO and Vice-Presidents and General Managers</b>
<b>Triggering event</b> .....	Termination without cause	Termination without cause
<b>Severance calculation</b> .....	24 months of base salary + target bonus	12 months of base salary + target bonus
<b>Method of severance payment</b> .....	Monthly instalments	Monthly instalments
<b>Continuation of benefits (health care, but excluding disability)<sup>(1)(2)</sup></b> .....	24 months	12 months
<b>Retirement plan – credit of years of service</b> .....	Credit with an additional 24 months of service	Credit with an additional 12 months
<b>Vesting of stock option awards</b> .....	Forfeiture of all unvested stock options 60 days after termination to exercise vested stock options	Forfeiture of all unvested stock options 60 days to exercise vested stock options after termination

(1) Car benefits, Company products allowance, financial services and annual medical services cease after 12 months following the termination.

(2) Health care coverage ceases earlier if new employment found before end of severance period.

The following table sets forth estimates of the amounts payable to each of the NEOs upon a termination without cause or upon a termination without cause within 12 months following a Change of Control:

<b>Name of the NEO</b>	<b>Termination Without Cause<sup>(1)</sup> (\$)</b>	<b>Termination Without Cause Within 12 months of a Change of Control<sup>(2)</sup> (\$)</b>
<b>José Boisjoli</b> .....	4,950,672	5,982,837
President and CEO		
<b>Claude Ferland</b> .....	1,127,939	2,609,840
Former CFO		
<b>Yves Leduc</b> .....	952,089	1,524,972
Former Vice President and General Manager, North America		
<b>Gerd Ohrnberger</b> .....	921,932 <sup>(3)</sup>	1,581,431 <sup>(3)</sup>
Vice President and General Manager, PEMO		
<b>Alain Villemure</b> .....	938,645 <sup>(4)</sup>	1,472,014 <sup>(4)</sup>
Vice President and General Manager, Marine Propulsion Systems Division		

(1) Amounts represent payment based on such NEO's base salary and entitlement under the Company's short-term incentive plan, if any (based on target amount). The amounts assume a termination as of January 31, 2014.

(2) Amounts represent payment based on such NEO's base salary and entitlement under the Company's short-term incentive plan, if any (based on target amount) and value of unvested stock options. The amounts assume a termination as of January 31, 2014.

(3) Represent amounts of 614,171 Euros (termination without cause) and 1,053,515 Euros (termination without cause within 12 months of Change of Control) converted in Canadian dollars using an exchange rate of 1.5011, being the noon rate of exchange posted by the Bank of Canada for conversion of Euros into Canadian dollars on January 31, 2014.

(4) Represent amounts of U.S.\$ 844,181 (termination without cause) and U.S.\$ 1,323,873 (termination without cause within 12 months of Change of Control) converted in Canadian dollars using an exchange rate of 1.1119, being the noon rate of exchange posted by the Bank of Canada for conversion of U.S.\$ into Canadian dollars on January 31, 2014.

The Company has also entered into non-competition, non-solicitation and non-disclosure agreements with each of the NEOs. These agreements contain contractual covenants in favour of the Company, which includes a perpetual confidentiality covenant and a non-competition covenant which applies for a period of two years after the NEO's termination of employment. NEOs are also subject to non-solicitation covenants in respect of employees and customers which apply for a period of two years after the NEO's termination of employment.



## DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

### Board of Directors

#### *Independence*

As of the date hereof, the Board of Directors is comprised of 13 directors, four of whom are independent. Subject to the election at the Meeting of all of the proposed nominee directors, the Board of Directors will be comprised of 13 directors, five of whom will be independent. Pursuant to NI 52-110, an independent director is one who is free from any direct or indirect relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with a director's exercise of independent judgment. Messrs. Hanley, O'Neill, Philip and Mazzorin and Ms. Métayer, who is designated by CDPQ to replace Mr. Houle as a member of the Board of Directors, are independent under these standards. Mr. Boisjoli is not independent under these standards as he is the President and Chief Executive Officer of the Company. Ms. Hao, Mr. Bekenstein, Mr. Nomicos and Mr. Robbins are not considered independent because of their relationship with BCI. Messrs. Beaudoin and Laporte are not considered independent as they are part of the management of Beaudier and Mr. Bombardier is not considered independent as he is part of the management of 433618. See "General Information - Voting Shares Outstanding and Principal Shareholders". Although in the view of the Board of Directors, such directors are not independent for the purposes of NI 52-110, 12 of the 13 directors are not members of the Company's management.

The Company has taken steps to ensure that adequate structures and processes are in place to permit the Board of Directors to function independently of management of the Company. Any independent director within the meaning of NI 52-110 may, at any time, if considered necessary to facilitate open and candid discussion among the independent directors, call a meeting or request an in camera session without management and non-independent directors present. No such meetings were held during Fiscal 2014.

In addition, the Human Resources, Nomination and Governance Committee is charged under its charter with selecting candidates for election as independent directors, including replacements for designees of CDPQ, Beaudier Group and/or Bain, as applicable, as and when they lose the right to designate a member of the Board under the Nomination Rights Agreement. See "Disclosure of Corporate Governance Practices — Board of Directors Committees — Human Resources, Nomination and Governance Committee" and "Business of the Meeting - Election of Directors".

#### *Directorship of Other Reporting Issuers*

Members of the Company's Board of Directors are also members of the boards of other public companies. See "Business of the Meeting - Election of Directors - Description of Proposed Director Nominees". The Board of Directors did not adopt a director interlock policy but is keeping informed of other public directorships held by its members. As at May 2, 2014, none of the Company's directors serve together on any other company's board of directors, other than Messrs. Beaudoin and Bombardier who both serve on the board of directors of Bombardier Inc. and Messrs. Bekenstein and Nomicos who both serve on the board of directors of Dollarama Inc.

#### *Mandate of the Board of Directors*

The Board of Directors is responsible for supervising the management of the Company's business and affairs. The Board of Directors' key responsibilities relate to the stewardship of management, generally through the CEO to pursue the best interests of the Company, and include the following: adopting a strategic planning process, overseeing technologies, capital investments and projects, identifying risks and ensuring that procedures are in place for the management of those risks, reviewing internal controls and reporting, reviewing and approving annual operating plans and budgets, overseeing corporate social responsibility and ethics, reviewing the integrity of the CEO and the other executive officers and ensuring that the CEO and other executive officers create a culture of integrity, succession planning, including the appointment, training and supervision of management, overseeing leadership development and executive compensation, overseeing nomination process for new directors (subject to the charter of the HRNGC and the Nomination Rights Agreement), overseeing the Company's corporate governance policies and practices, reviewing and authorizing delegations and general approval guidelines for management, monitoring financial reporting, monitoring internal controls and management information systems, seeking to ensure that the Company has a corporate disclosure and communications policy in place in accordance with the guidance

set out in National Policy 51-201 – *Disclosure Standards*, adopting measures for receiving feedback from stakeholders and adopting key corporate policies designed to ensure that the Company, its directors, officers and employees comply with all applicable laws, rules and regulations and conduct their business ethically, with honesty and integrity and taking into account the Company’s corporate social responsibility.

Under its mandate, the Board of Directors is entitled, among other things, to delegate certain matters it is responsible for to Board committees and to engage outside advisers, at the Company’s expense, where, in its view, additional expertise or advice is required. The text of the Board of Director’s mandate is attached to this Circular as Schedule A.

## **Position Descriptions**

### *The Chairman of the Board of Directors and Committee Chairs*

Mr. Laurent Beaudoin is the Chair of the Board of Directors. The Board of Directors has adopted a written position description for the Chair of the Board of Directors which sets out the chair’s key responsibilities, including duties relating to setting Board of Directors meeting agendas, chairing Board of Directors and shareholder meetings, director development, Board of Directors, committee and director assessment, the chair’s leadership in ensuring that the Board of Directors works as a cohesive team, monitoring the work of the committees to ensure that delegated projects or responsibilities are carried out and reported to the Board of Directors and communicating with shareholders and regulators.

The Board of Directors has also adopted a written position description for each of the committee chairs which sets out each of the committee chair’s key responsibilities, including duties relating to setting committee meeting agendas, chairing committee meetings, working with the respective committee and management to ensure, to the greatest extent possible, the effective functioning of the committee and reporting to the Board of Directors.

### *The CEO*

The primary functions of the CEO are to lead the day-to-day management of the Company’s business and affairs and to lead the implementation of the resolutions and the policies of the Board of Directors.

The Board of Directors has developed a written position description and mandate for the CEO which sets out the CEO’s key responsibilities, including duties relating to providing leadership in managing the Company, ensuring that matters requiring decisions by the Board of Directors are brought to its attention in a timely fashion, fostering a corporate culture that promotes ethical practices, individual integrity and that maintains a positive work climate that is conducive to attracting, retaining and motivating top-quality employees, providing leadership to management in support of the Company’s commitment to corporate social responsibility, ensuring the implementation of the strategic and operating plans approved by the Board of Directors and developing an annual business plan and budget that supports such strategic plan, identifying and managing risks related to the business of the Company, ensuring the accuracy, completeness and integrity of the Company’s corporate disclosure, develop and implement an effective communications policy, serving as a spokesperson for the Company and ensuring proper communication between the Company’s management and the Board of Directors.

## **Board of Directors Committees**

The Board of Directors ensures that the composition of its committees meets applicable statutory independence requirements as well as any other applicable legal and regulatory requirements.

### *Audit Committee*

The Audit Committee must be composed of a minimum of three directors, each of whom is independent and meets the criteria for financial literacy established by applicable laws, including NI 52-110. The Audit Committee is composed of Messrs. Hanley, O’Neill, Philip and Mazzorin, all of whom are independent. Mr. Hanley is the chair of the Audit Committee.

The Board has adopted a written charter describing the mandate of the Audit Committee. The charter of the Audit Committee reflects the purpose of the Audit Committee, which is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to ensuring that adequate procedures are in place for the review of the

Company's public disclosure documents that contain financial information, ensuring that an effective internal audit process has been implemented, ensuring that an effective risk management and financial controls framework has been implemented and tested by the Company's management, providing better communication between directors, management, internal auditors and external auditors, overseeing the work and reviewing the independence of the external auditors and reporting to the Board of Directors on any outstanding issue.

Additional information relating to the Audit Committee can be found in the section entitled "Audit Committee Information" of the Company's annual information form available on SEDAR at [www.sedar.com](http://www.sedar.com).

#### *Human Resources, Nomination and Governance Committee*

The Human Resources, Nomination and Governance Committee must be composed of five directors, a majority of whom are independent. The HRNGC is currently composed of Messrs. Bekenstein, Hanley, Laporte, O'Neill and Philip. All members of the HRNGC have a working familiarity with corporate governance, human resources and compensation matters. Mr. Joshua Bekenstein is the chair of the HRNGC.

The Board of Directors has adopted a written charter describing the mandate of the HRNGC. The charter of the HRNGC reflects the purpose of the HRNGC, which is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to the establishment of key human resources and compensation policies (including all incentive and equity based compensation plans), the performance evaluation of the CEO and the CFO, the determination of the compensation for the CEO, the CFO and other senior executives of the Company, succession planning (including the appointment, training and evaluation of senior management), the compensation of directors, identifying individuals qualified to be nominated as members of the Board of Directors (subject to the terms of the Nomination Rights Agreement), developing corporate governance guidelines and principles for the Company, assessing the structure, composition, performance and effectiveness of Board of Directors committees, evaluating the performance and effectiveness of the Board of Directors and reporting to the Board of Directors on any outstanding issue. In order to encourage an objective process for determining compensation, the HRNGC retains, as needed, the services of a global professional services firm and conducts extensive benchmarking. The HRNGC annually conducts, reviews and reports to the Board of Directors the results of an assessment of the performance and effectiveness of the Board of Directors, the committees of the Board of Directors, the committee chairs and each member of the Board of Directors.

The charter of the HRNGC also provides that the committee is charged with selecting candidates for election as directors, including replacements for designees of CDPQ, Beaudier Group and/or Bain, as applicable, as and when they lose their rights to designate directors under the Nomination Rights Agreement. In identifying new candidates for the Company's Board of Directors, the HRNGC will consider what competencies and skills the Board of Directors, as a whole, should possess, assess what competencies and skills each existing director possesses, considering the Board of Directors as a group, with each individual making his or her own contribution, and the personality and other qualities of each director, as these may ultimately determine the boardroom dynamic. Individuals selected as nominees shall have the highest personal and professional integrity, shall have demonstrated exceptional ability and judgment and shall, in the opinion of the HRNGC, be most effective, in conjunction with the other directors, in collectively serving the long-term interests of the shareholders. In fulfilling its duties regarding the selection of new candidates to the Board of Directors, the HRNGC retains from time to time the services of an outside advisory firm in order to provide additional expertise and encourage an objective nominating process. The charter of the HRNGC may not be amended without the written consent of each Principal Shareholder party to the Nomination Rights Agreement at the relevant time. In addition, for so long as each of Bain and the Beaudier Group continue to have the right to designate at least one member of the Board of Directors, each will have the right to appoint one member of the Board of Directors to the Human Resources, Nomination and Governance Committee. See "Disclosure of Corporate Governance Practices — Nomination Rights Agreement".

#### *Investment and Risk Committee*

The investment and risk committee of the Company (the "**Investment and Risk Committee**") is composed of a minimum of three directors. The Investment and Risk Committee is currently composed of Messrs. Laporte, Mazzorin, Houle and Boisjoli and Ms. Hao. All members of the Investment and Risk Committee have a working familiarity with corporate finance and investment matters. Mr. Louis Laporte is the Chair of the Investment and Risk Committee. Effective as of the Meeting, Mr. Luc Houle will resign as a director of the Company and a member of the Investment and Risk Committee. The Investment and Risk Committee will thereafter be composed of the four remaining members.

The Board of Directors has adopted a written charter describing the mandate of the Investment and Risk Committee. The charter of the Investment and Risk Committee reflects the purpose of the Investment and Risk Committee, which is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to the Company's risk management practices, proposed issues of securities and the utilization of financial instruments, reviewing and then approving or rejecting proposed significant transactions (including proposed acquisitions and dispositions of assets or properties), reviewing and approving or rejecting proposed significant capital expenditures and reporting to the Board of Directors on any outstanding issue.

### **Orientation and Continuing Education**

The Company has implemented an orientation program for new directors under which a new director will meet separately with the Chair of the Board of Directors and members of the senior executive team. A new director will be presented with a director manual that reviews Board of Directors policies and procedures, the Company's current strategic plan, financial plan and capital plan, the most recent annual and quarterly reports and materials relating to key business issues.

The chair of each committee is responsible for coordinating orientation and continuing director development programs relating to the committee's mandate. The Chair of the Board of Directors is responsible for instituting learning programs for directors.

### **Code of Ethics**

The Company has a written code of ethics (the "**Code of Ethics**") that applies to all directors, officers, management and employees of the Company, including those employed by subsidiaries. The objective of the Code of Ethics is to provide guidelines for maintaining the integrity, reputation, honesty, objectivity and impartiality of the Company, its subsidiaries and business units.

The Code of Ethics addresses matters relating to conflicts of interest, political activity, communication with media, corrupt practices, acceptance of gifts, health, safety and environment, alcohol and drugs, protection of the Company's assets, confidentiality, fair dealing with the Company's securityholders, customers, suppliers, competitors and employees, compliance with laws and reporting any illegal or unethical behavior.

As part of the Company's Code of Ethics, any person subject to the Code of Ethics is required to avoid or fully disclose interests or relationships that are harmful or detrimental to the Company's best interests or that may give rise to real, potential or the appearance of conflicts of interest.

Under the Code of Ethics, members of the Board of Directors are required to disclose any conflict of interest or potential conflict of interest to the entire Board of Directors as well as any committee on which they serve. A director who has a material interest in a matter before the Board of Directors or any committee on which he or she serves is required to disclose such interest as soon as the director becomes aware of it. In situations where a director has a material interest in a matter to be considered by the Board of Directors, such director may be required to absent himself or herself from the meeting while discussions and voting with respect to the matter are taking place. Directors will also be required to comply with the relevant provisions of the *Canada Business Corporations Act* regarding conflicts of interest.

The Human Resources, Nomination and Governance Committee will be responsible for assisting the Board of Directors reviewing and updating the Code of Ethics periodically, reviewing the system that the Company's management will establish to enforce the Code of Ethics and reviewing management's monitoring of the Company's compliance with the Code of Ethics.

The Code of Ethics is available on the SEDAR website at [www.sedar.com](http://www.sedar.com).

### **Nomination Rights Agreement**

Bain, Beaudier Group and CDPQ have certain rights to designate members of the Board of Directors pursuant to the Nomination Rights Agreement, which provide that the Principal Shareholders party thereto at the relevant time will cast all votes to which they are entitled to fix the size of the Board of Directors at 13 members and to elect members of the Board in accordance with the provisions thereof.

Bain is entitled to designate three members of the Board of Directors and will continue to be entitled to designate such number of directors for so long as it holds more than 10% of the number of Multiple Voting Shares it held on May 29, 2013 (the “**Bain IPO Shares**”). Bain will only be entitled to designate one member of the Board of Directors once it holds 10% or less of the Bain IPO Shares. In the event that Bain holds 10% or less of the Bain IPO Shares, it will lose the right to designate its final member of the Board of Directors once the Multiple Voting Shares held by Bain represent less than 2.5% of the aggregate number of outstanding Multiple Voting Shares and Subordinate Voting Shares (it being understood that the number of Multiple Voting Shares shall be added to the number of Subordinate Voting Shares for purposes of such calculation).

Beaudier Group is entitled to designate three members of the Board of Directors and will continue to be entitled to designate such number of directors for so long as it holds more than 10% of the number of Multiple Voting Shares it held on May 29, 2013 (the “**Beaudier Group IPO Shares**”). Beaudier Group will only be entitled to designate one member of the Board of Directors once it holds 10% or less of the Beaudier Group IPO Shares. In the event that Beaudier Group holds 10% or less of the Beaudier Group IPO Shares, it will lose the right to designate its final member of the Board of Directors once the Multiple Voting Shares held by Beaudier Group represent less than 2.5% of the aggregate number of outstanding Multiple Voting Shares and Subordinate Voting Shares (it being understood that the number of Multiple Voting Shares shall be added to the number of Subordinate Voting Shares for purposes of such calculation).

CDPQ is entitled to designate one member of the Board of Directors for so long as it holds a number of Multiple Voting Shares that is more than 10% of Beaudier Group IPO Shares. In the event that CDPQ holds a number of Multiple Voting Shares that is 10% or less of the Beaudier Group IPO Shares, it will lose the right to designate its member of the Board of Directors once the Multiple Voting Shares held by it represent less than 2.5% of the aggregate number of outstanding Multiple Voting Shares and Subordinate Voting Shares (it being understood that the number of Multiple Voting Shares shall be added to the number of Subordinate Voting Shares for purposes of such calculation).

In accordance with the terms of the Nomination Rights Agreement, the Human Resources, Nomination and Governance Committee is charged under its charter with selecting candidates for election as independent directors, including replacements for designees of Bain, Beaudier Group and/or CDPQ, as applicable, as and when they lose the right to designate a member of the Board under the Nomination Rights Agreement. See “Disclosure of Corporate Governance Practices — Board of Directors Committees — Human Resources, Nomination and Governance Committee”.

The Nomination Rights Agreement provides that all parties thereto at the relevant time will cast all votes to which they are entitled in favor of each individual nominated for election to the Board of Directors by the Human Resources, Nomination and Governance Committee as an independent director.

Pursuant to the terms of the Nomination Rights Agreement, the Board of Directors will have the Audit Committee, the Investment and Risk Committee and the Human Resources, Nomination and Governance Committee. For so long as Bain and Beaudier Group have the right to designate at least one member of the Board of Directors, each will have the right to appoint one member of the Board of Directors to the Human Resources, Nomination and Governance Committee.

Bain, Beaudier Group and CDPQ will cease to be a party to the Nomination Rights Agreement and to have rights and obligations thereunder immediately upon ceasing to have the right to designate any director pursuant to such agreement. The provisions of the Nomination Rights Agreement will terminate at such time as only one of Bain, Beaudier Group or CDPQ has the right to designate a member of the Board thereunder.

### **Majority Voting Policy**

The TSX Company Manual requires listed companies to disclose whether they have adopted a majority voting policy for the election of directors for non-contested meetings, and if not, to explain their current practices for electing directors to explain why they have decided not to adopt a majority voting policy. A majority voting policy generally provides that a director who has received a majority of “withhold” votes must tender his or her resignation immediately after the meeting, to be effective upon acceptance of the board of directors.

The Company is currently on the verge of completing its first year as a public company. As part of the on-going review of its operations and practices, the Company expects to retain an outside consulting firm and undertake

a review of its corporate governance practices over the following year. Although the Company strongly believes that sound corporate governance is essential to the well-being of the Company, it has decided not to adopt a majority voting policy at this time. The Company is of the view that the proposal of measures such as a majority voting policy sometimes do not take into account differences among companies, such as the presence of controlling shareholders. As of May 2, 2014, Beaudier Group, Bain and CDPQ owned 41,237,476, 31,744,393 and 6,041,475 Multiple Voting Shares, respectively, which represented approximately 48.2%, 37.1% and 7.1%, respectively, of the combined voting power of the Company's outstanding Shares. Further, Beaudier Group, Bain and CDPQ are parties to the Nomination Rights Agreement, which provides, among other things, that they will cast all votes to which they are entitled to elect members of the Board in accordance with the provisions of the Nomination Rights Agreement. As a result, it is the Company's view that the adoption of a majority voting policy for the election of directors would not serve a useful purpose for the shareholders of the Company since Beaudier Group, Bain and CDPQ will necessarily cast a majority of their votes to be cast in favour of the election of the Company's proposed directors.

Moreover, the Company believes that the process followed by the Human Resources, Nomination and Governance Committee allows for the appointment of the most qualified candidates to the Board of Directors. In nominating new directors to the Board of Directors, the Human Resources, Nomination and Governance Committee, in consultation with the CEO and the Chair of the Board of Directors, considers what competencies and skills the Board of Directors, as a whole, should possess and assess what competencies and skills each existing director currently possesses, in order to select candidates who, further to having demonstrated the highest personal and professional integrity and exceptional ability and judgment, will be the most effective, in conjunction with the other directors, in collectively serving the long-term interests of the shareholders. The Company considers that, taken together, the persons standing for election to the Board of Directors at the Meeting do indeed have the required experience, qualifications and skills necessary to enable the Board of Directors to satisfy its obligations. In the event that a director receives a majority of "withhold" votes in respect of his or her election as director at the Meeting, the Company will, in accordance with the TSX's rules, advise the TSX and promptly issue a news release providing detailed disclosure of the voting results for the election of directors.

#### **Advance Notice Requirements for Director Nominations**

In connection with the Company's IPO on May 29, 2013, the Company adopted an advance notice by-law (the "**Advance Notice By-law**") for the purpose of providing shareholders, directors and management of the Company with a clear framework for nominating directors of the Company in connection with any annual or special meeting of shareholders.

The purpose of the Advance Notice By-law is to (i) ensure that all shareholders receive adequate notice of director nominations and sufficient time and information with respect to all nominees to make appropriate deliberations and register an informed vote; and (ii) facilitate an orderly and efficient process for annual or special meetings of shareholders of the Company. The Advance Notice By-law fixes the deadlines by which holders of record of Shares must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in a timely written notice to the Company for any director nominee to be eligible for election at such annual or special meeting of shareholders.

Pursuant to the Advance Notice By-Law, shareholders seeking to nominate candidates for election as directors must provide timely written notice to the Company's Secretary at its principal executive offices. To be timely, a shareholder's notice must be received (i) in the case of an annual meeting of shareholders, not less than 30 days nor more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice by the shareholder may be received not later than the close of business on the 10<sup>th</sup> day following the date of such public announcement; and (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors, not later than the close of business on the 15<sup>th</sup> day following the day on which the first public announcement of the date of the special meeting was made. The Company's by-laws also prescribe the proper written form for a shareholder's notice. The Board of Directors may, in its sole discretion, waive any requirement under these provisions. These provisions shall be automatically repealed and cease to have effect upon the termination of the Nomination Rights Agreement.

For the purposes of the Advance Notice By-law, "public announcement" means disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on SEDAR at [www.sedar.com](http://www.sedar.com). The Advance Notice By-law will be subject to review by the Board, and will

be updated from time to time to reflect changes required by securities regulatory agencies or stock exchange, or to confirm to industry standards.

### Indemnification and Insurance

The Company has implemented a director and officer insurance program. In addition, the Company has entered into indemnification agreements with each of its directors and officers. The indemnification agreements generally require that the Company indemnify and hold the indemnitees harmless to the greatest extent permitted by law for liabilities arising out of the indemnitees' service to the Company as directors and officers, provided that the indemnitees acted honestly and in good faith and in a manner the indemnitees reasonably believed to be in or not opposed to the Company's best interests and, with respect to criminal and administrative actions or proceedings that are enforced by monetary penalty, the indemnitees had no reasonable grounds to believe that his or her conduct was unlawful. The indemnification agreements also provide for the advancement of defence expenses to the indemnitees by the Company.

## ADDITIONAL INFORMATION

### Indebtedness of Directors and Executive Officers

Except as disclosed in the table below, none of the directors or proposed director nominees, executive officers, employees, former directors, former executive officers or former employees of the Company, and none of their associates, is or has, at any time since the beginning of the Company's most recently completed fiscal year, been indebted to the Company or any of its subsidiaries. Additionally, the Company or any of its subsidiaries has not provided any guarantee, support agreement, letter of credit or other similar agreement or understanding in respect of any indebtedness of any such person to any person or entity, except for routine indebtedness as defined under applicable securities legislation.

Aggregate Indebtedness (as of May 2, 2014)		
Purpose	To BRP or its Subsidiaries	To Another Entity
Share Purchase .....	-	-
Other <sup>(1)(2)</sup> .....	\$677,138	-

- (1) Represents short term loans made by the Company to certain of its employees following tax consequences which resulted from the exercise of stock options prior to the closing of the IPO.
- (2) Represents an aggregate amount of U.S.\$617,095 converted to Canadian dollars using an exchange rate of 1.0973, being the noon rate of exchange posted by the Bank of Canada for conversion of U.S.\$ into Canadian dollars on May 2, 2014.

### Interest of Certain Persons and Companies in Matters to be Acted Upon

No director, proposed director nominee or officer of the Company, or any person who has been a director or officer of the Company since the beginning of the Company's last fiscal year, nor any associate or affiliate of any such person, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than as set forth herein.

### Interest of Informed Persons in Material Transactions

Other than as set out below or as described elsewhere in this Circular, management of the Company is not aware of any material interest, direct or indirect, of any informed person of the Company, any proposed director nominee, or any associate or affiliate of any informed person or proposed director nominee, in any transaction since the commencement of the Company's most recently completed fiscal year or in any proposed transaction that has materially affected or would materially affect the Company or any of its subsidiaries.

### *Transactions with Bain, Beaudier Group and CDPQ*

On December 18, 2003, the Company entered into a management agreement with the Principal Shareholders (as amended and restated effective as of May 29, 2013, the “**Second Amended and Restated Management Agreement**”) pursuant to which the Principal Shareholders provide various consulting and management advisory services to the Company and, in exchange therefor, are being reimbursed for certain out-of-pocket expenses. Prior to the closing of the IPO, the Second Amended and Restated Management Agreement provided for the payment by the Company to Bain, Beaudier Group and CDPQ of an annual management fee of U.S.\$2.25 million. In connection with the closing of the IPO, the prior management agreement was amended and restated effective May 29, 2013 to remove the payment of such annual management fee and now only provides for the reimbursement of expenses.

<u>(dollars in millions)</u>	<u>Fiscal 2014<sup>(1)</sup></u>	<u>Fiscal 2013<sup>(2)</sup></u>
Total amount paid to Bain, Beaudier Group and CDPQ.....	\$1.2	\$2.4

- (1) Includes annual management fee (prorated for the period commencing as at the beginning of Fiscal 2014 and ending as at May 29, 2013, being the date the Second Amended and Restated Management Agreement was entered into) and reimbursement of out-of-pocket expenses.
- (2) Includes annual management fee and reimbursement of out-of-pocket expenses.

CDPQ participates in the Company’s term credit facility. CDPQ’s participation under the term credit facility amounted to approximately \$67 million (U.S.\$60.3 million) as at January 31, 2014. Prior to the entering into of certain amendments to the Company’s revolving credit facilities effective as of May 30, 2013, CDPQ also had committed to lend to subsidiaries of the Company an amount of up to \$25 million under such revolving credit facilities. No indebtedness to CDPQ was outstanding thereunder as at January 31, 2014. Following the amendments made effective as of May 30, 2013, CDPQ is no longer a party to the Company’s revolving credit facilities. All of the foregoing transactions were made on terms equivalent to those that have prevailed with other third party lenders that are parties to such arrangements.

### ***Reimbursement to Bombardier Inc., a company related to Beaudier Group***

Pursuant to the purchase agreement entered into in 2003 in connection with the acquisition of the recreational products business of Bombardier Inc., the Company is required to reimburse to Bombardier Inc. income taxes amounting to \$21.6 million as of January 31, 2014. The reimbursement will begin when Bombardier Inc. starts making any income tax payments in Canada and/or the United States.

In addition, in connection with the above-mentioned transaction, the Company entered into a trademark license agreement whereby it has the right to continue to use certain trademarks of Bombardier Inc. which were not otherwise assigned to the Company in connection with such transaction, subject to certain conditions. The license allows the Company to use “Bombardier” in the corporate name of certain subsidiaries of the Company as long as, among other things, Beaudier Group maintains at least a 10% voting or equity interest in the Company.

### **Available Information**

The Company is required under applicable Canadian securities laws to file various documents, including financial statements. Financial information is provided in the comparative consolidated financial statements of the Company for Fiscal 2014, together with the notes thereto, the independent auditor’s report thereon and the related management’s discussion and analysis. Copies of these documents and additional information concerning the Company can be found on SEDAR ([www.sedar.com](http://www.sedar.com)) and may also be obtained upon request made to the Senior Vice-President, General Counsel and Secretary of the Company, Mr. Martin Langelier, at the head office: 726 Saint-Joseph Street, Valcourt, Québec, J0E 2L0.

### **Shareholder Proposals for Next Annual Meeting of Shareholders**

The Company received no shareholder proposal for inclusion in this Circular. The Company will include proposals from shareholders that comply with applicable laws in next year’s management proxy circular for its next annual shareholder meeting to be held in respect of the fiscal year ending on January 31, 2015. The last day for submission of proposals by shareholders is February 1, 2015. Proposals should be sent to the Senior Vice-President, General Counsel and Secretary of the Company, Mr. Martin Langelier, at the head office: 726 Saint-Joseph Street, Valcourt, Québec, J0E 2L0.



## Approval by Directors

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

Dated at Valcourt, this 2<sup>nd</sup> day of May, 2014.

A handwritten signature in black ink, appearing to be 'M. Langelier', written in a cursive style.

Martin Langelier  
Senior Vice-President, General Counsel and Secretary

## SCHEDULE A

### BRP INC. MANDATE OF THE BOARD OF DIRECTORS

#### 1.0 Introduction

The board of directors (the “Board”) of BRP Inc. (the “Company”) is responsible for the stewardship of the Company. Its members (the “Directors”) are elected by shareholders of the Company. The purpose of this mandate is to describe the principal duties and responsibilities of the Board, as well as some of the policies and procedures that apply to the Board in discharging its duties and responsibilities.

#### 2.0 Purpose

Pursuant to applicable laws, in exercising their powers and discharging their duties, Directors must act honestly and in good faith with a view to the best interest of the Company, and must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, both as Directors and as committee members. Directors are ultimately accountable and responsible for providing independent, effective leadership in supervising the management of the business and affairs of the Company. The responsibilities of the Board include:

- adopting a strategic planning process;
- overseeing technologies, capital investments and projects;
- reviewing and approving annual operating plans and budgets;
- monitoring financial reporting and management;
- risk identification and ensuring that procedures are in place for the management of those risks;
- reviewing internal controls and reporting;
- monitoring internal controls and management information systems;
- delegating to management and providing general approval guidelines for management;
- succession planning, including the appointment, training and supervision of management;
- overseeing leadership development and executive compensation;
- corporate disclosure and communications;
- adopting measures for receiving feedback from stakeholders;
- corporate social responsibility, ethics and integrity;
- reviewing the integrity of the Chief Executive Officer (“CEO”) and the other executive officers and ensuring that the CEO and other executive officers create a culture of integrity;
- adopting key corporate policies designed to ensure that the Company, its Directors, officers and employees comply with all applicable laws, rules and regulations and conduct their business ethically and with honesty and integrity;

- overseeing the Company’s corporate governance policies and practices; and
- overseeing the nomination process for new Directors.

### **3.0 Composition and Membership**

The Board shall be comprised of that number of Directors as shall be determined from time to time by the Board upon recommendation of the Human Resources, Nomination and Governance Committee of the Board.

Directors must have an appropriate mix of skills, knowledge and experience in business and an understanding of the industry and the geographical areas in which the Company operates. Directors selected should be able to commit the requisite time for all of the Board’s business. Directors should make all reasonable efforts to attend all Board and committee meetings and should review the materials provided by management in advance of the Board and committee meetings. A Chairman of the Board shall be appointed by the Board.

Without limiting the foregoing, Directors are expected to possess the following characteristics and traits:

- demonstrate high ethical standards and integrity in their personal and professional dealings;
- provide independent judgment on a broad range of issues; and
- understand and challenge the key business plans and the strategic direction of the Company.

### **4.0 Meetings**

Meetings of the Board will be held at such times and places as the Chairman may determine, but in any event not less than five (5) times per year. Directors may attend all meetings either in person, videoconference or by telephone.

The Chairman, if present, will act as the chairman of meetings. If the Chairman is not present at a meeting, the directors will appoint another director to act as Chairman of the meeting. The Secretary of the Company (the “Secretary”) will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Board. If the Secretary is not in attendance at any meeting, the Board will appoint another person who may, but need not, be a Director to act as the secretary of that meeting.

Subject to any agreement between the shareholders of the Company:

- a majority of Directors will constitute a quorum for a meeting of the Board;
- each Director will have one vote and decisions of the Board will be made by an affirmative vote of the majority;
- the Chairman will not have a deciding or casting vote in the case of an equality of votes; and
- the powers of the Board may also be exercised by written resolutions signed by all Directors.

The Board may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Board. On the occasion of each Board meeting, independent Directors will consider if an in camera meeting, under the chairmanship of an independent director, would be appropriate. The Independent Director chairing such in camera meetings will forward to the Chairman and to the CEO any questions, comments or suggestions of the Directors.

In advance of every meeting of the Board, the Chairman, with the assistance of the Secretary, will prepare and distribute to the Directors and others as deemed appropriate by the Chairman, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Board may require officers and employees of the

Company to produce such information and reports as the Board may deem appropriate in order for it to fulfill its duties.

Directors will maintain the absolute confidentiality of the deliberations and decisions of the Board and its committees and information received at any meeting, except as may be required by law or as may be determined, from time to time, by the Board, or if the information is publicly disclosed by the Company.

## **5.0 Duties and Responsibilities**

The Board will delegate responsibility for the day-to-day management of the Company's business and affairs to the Company's senior officers and will supervise such senior officers appropriately.

The Board may delegate certain matters it is responsible for to Board committees, presently consisting of the Audit Committee, the Human Resources, Nomination and Governance Committee and the Investment and Risk Committee.

The principal duties and responsibilities of the Board as they relate to the following matters, include:

### **5.1. Strategic Planning Process**

The Board will adopt, at least on an annual basis, a strategic planning process to establish objectives, goals, vision and mission statement for the Company's business, and which takes into account the opportunities and risks of the Company's business and affairs. The Board will review, approve and modify as appropriate the strategies/business plan proposed by senior management to achieve such objectives and goals, and monitor the implementation of such planning process on an ongoing basis.

The Board will monitor, review and approve all major corporate decisions and transactions and serve as an advisor to management on strategic initiatives.

### **5.2. Technologies, Capital Investment, Projects**

The Board will monitor the development cycle of all new products and technologies to determine whether development is in line with strategic planning and budgets, ensure that sufficient funds are allocated to research and development of new products and technologies and review the compliance of any capital expenditures delegations.

### **5.3. Risk Management**

Periodically, the Board, in conjunction with management and Board committees will identify the principal risks of the Company's business, including those related to compensation and incentive plans and oversee management's implementation of appropriate systems to effectively monitor, manage and mitigate the impact of such risks. The Board shall oversee the timely disclosure of any such material risk and of the process to monitor and mitigate it.

### **5.4. Internal Controls and Reporting**

The Board will oversee the Company's major financial and operational risk and discuss them with management, internal auditors and external auditors. The Board will monitor the adequacy and effectiveness of the accounting and financial controls and the steps taken by management to control risk exposure.

### **5.5. Succession Planning, Appointment and Supervision of Management**

The CEO will be appointed by the Board, after considering the recommendation of the Human Resources, Nomination and Governance Committee, for such term as the Board may determine.

The Board will approve the succession plan for the CEO and the CEO's succession plan for senior management of the Company, including their selection and appointment, and will review the objectives, performance and compensation of the CEO and senior management of the Company.

To the extent feasible, the Board shall satisfy itself as to the integrity of the CEO and the other executive officers and take reasonable measures to ensure that the CEO and other executive officers create a culture of integrity throughout the organization.

The Board will ensure that the compensation plans and programs create and reinforce good conduct, ethical behaviors and promote reasonable risk taking, and will ensure that processes are in place for the recruitment, training, development and retention of senior executives who exhibit high standards of integrity and competence.

#### **5.6. *Communication and Public Disclosure***

The Board shall adopt communication policies, including the Company's Disclosure Policy and Insider Trading Policy, and monitor investor relations programs and communications with analysts, the media and the public, including measures for receiving feedback from the Company's stakeholders. The Company's communications policies should address how the Company interacts with analysts, other key stakeholders and the public, and contain measures for the Company to comply with its continuous and timely disclosure obligations and to avoid selective disclosure. The Company shall approve, and as required, oversee compliance with the Company's communications policies by Directors, officers and other management personnel and employees.

#### **5.7. *Governance and Nomination***

Subject to the terms of any agreement between shareholders of the Company and the Company, the Board will approve the selection criteria and nomination procedure for new Directors, review the independence of Directors, determine the remuneration of Directors and oversee orientation and continuing education of new Directors.

Subject to the terms of any agreement between shareholders of the Company and the Company, the Board will identify the Board nominees for election at the annual meeting of shareholders or the nominees to fill Board vacancies.

Subject to the terms of any agreement between shareholders of the Company and the Company, the Board will monitor the size and composition of the Board to ensure effective decision-making, and oversee management in the competent and ethical operation of the Company.

The Board will review and approve of the Company's governance policies and practices and any update, amendment or restatement thereof and ensure that such policies comply with applicable legislation and stay current with best practices in corporate governance.

#### **5.8. *Pension fund matters***

The Board will monitor and review the Company's pension fund investment policies and practices, in the context of pension plan liabilities.

#### **5.9. *Environmental matters***

The Board will monitor and review, as appropriate, the Company's environmental policies and practices and oversee their compliance with applicable legal and regulatory requirements.

#### **5.10. *Occupational health and safety matters***

The Board will monitor and review, as appropriate, the Company's occupational health and safety policies and practices and oversee their compliance with applicable legal and regulatory requirements.

## **6.0 Limitations on Board's Duties**

Notwithstanding the foregoing and subject to applicable law, nothing contained in this Charter is intended to require the Board to ensure the Company's compliance with applicable laws or regulations.

In contributing to the Board's discharge of its duties under this mandate, each Director shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this mandate is intended or may be construed as imposing on any Director a standard of care or diligence that is in any way more onerous or extensive than the standard to which the Directors are subject.

The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively. The terms contained herein are not intended to give rise to civil liability on the part of the Company or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

## **7.0 Corporate Policies**

The Board will adopt and monitor compliance of the policies and procedures, which are designed to ensure that the Company, its Directors, officers and employees comply with all applicable laws, rules and regulations and conduct the Company's business ethically and with honesty and integrity. Principal policies consist of:

- Code of Ethics;
- Disclosure and Insider Trading Policy; and
- Complaints of Illegal or Unethical Conduct Policy.

## **8.0 Access to Information and Authority**

The Board will be granted unrestricted access to all information regarding the Company that is necessary or desirable to fulfill its duties.

The Board has the authority to retain, at the Company's expense, independent legal, financial, compensation consulting and other advisors, consultants and experts, to assist the Board in fulfilling its duties and responsibilities, including sole authority to retain and to approve any such firm's fees and other retention terms.

## **9.0 Review of Mandate**

The Human Resources, Nomination and Governance Committee will annually review and assess the adequacy of this mandate and recommend any proposed changes to the Board for consideration. The Board may, from time to time, amend this Mandate. The Board will satisfy itself that regular assessments of the Chairman, the Directors as a whole (including any committees) and of individual Directors, if deemed appropriate, are carried out in order to enhance their performance.

Effective Date      May 29, 2013  
Approved by:      Board of Directors on May 21, 2013