

# ANNUAL INFORMATION FORM

FOR THE FISCAL YEAR ENDED FEBRUARY 2, 2025

APRIL 15, 2025





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## 1 EXPLANATORY NOTES

Unless otherwise indicated, the information in this annual information form (the “Annual Information Form”) is stated as at February 2, 2025, the last day of the Corporation’s most recently completed fiscal year, and all dollar amounts are expressed in Canadian dollars.

The Corporation’s fiscal year ends on the Sunday closest to January 31 and usually has 52 weeks. However, as is traditional with the retail calendar, every five or six years, a week is added to the fiscal year. Fiscal 2025 was comprised of 53 weeks. References to “Fiscal 2026” are to the Corporation’s fiscal year ending February 1, 2026, to “Fiscal 2025” are to the Corporation’s fiscal year ended February 2, 2025, to “Fiscal 2024” are to the Corporation’s fiscal year ended January 28, 2024 and to “Fiscal 2023” are to the Corporation’s fiscal year ended January 29, 2023.

Unless otherwise noted or required by the context, references to “Dollarama” or the “Corporation” refer to Dollarama Inc. and all of its subsidiaries, collectively, or to Dollarama Inc. or one or more of its subsidiaries, as applicable. The Corporation manages its business under one reportable segment.

### 1.1 Forward-Looking Statements

This Annual Information Form contains certain forward-looking statements about current and future plans, expectations and intentions, results, levels of activity, performance, goals or achievements or other future events or developments, including the Corporation’s long-term store target, Dollarcity’s long-term store target, the proposed acquisition by the Corporation of TRS (defined hereinafter), including regarding the anticipated timing of the completion of the acquisition and certain anticipated benefits of the proposed acquisition, the intended development of a logistics hub in Western Canada, the planned expansion of the operations of Dollarcity in Mexico, and the Corporation’s ESG strategy. The words “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 information currently available to management and on estimates and assumptions made by management regarding, among other things, general economic and geopolitical conditions and the competitive environment within the retail industry in Canada and in Latin America, in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that are believed to be appropriate and reasonable in the circumstances. However, there can be no assurance that such estimates and assumptions will prove to be correct. Many factors could cause actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking statements, including the following factors which are discussed in greater detail in the “Risk and Uncertainties” section of the Corporation’s management’s discussion and analysis for Fiscal 2025 (“Fiscal 2025 MD&A”): future increases in operating costs (including increases in statutory minimum wages), future increases in merchandise costs (including as a result of rising raw material costs and tariff disputes), future increases in shipping, transportation and other logistics costs (including as a result of freight costs, fuel price increases and detention costs), increase in the cost or a disruption in the flow of imported goods (including as a result of global supply chain disruptions and the geopolitical instability triggered by the increased tensions between China and the Western countries), failure to maintain brand image and reputation, inability to sustain assortment and replenishment of merchandise, disruption of distribution infrastructure, inability to increase warehouse and distribution centre capacity in a timely manner, inability to enter into or renew, as applicable, store and warehouse leases on favourable and competitive terms, inventory shrinkage, seasonality, market acceptance of private brands, failure to protect trademarks and other proprietary rights, foreign operations, foreign exchange rate fluctuations, potential losses associated with using derivative financial instruments, interest rate risk associated with variable rate indebtedness, level of indebtedness and inability to generate sufficient cash to service debt, any exercise by Dollarcity’s founding stockholders of their put right, changes in creditworthiness and credit rating and the potential increase in the cost of capital, increases in taxes and changes in applicable tax laws or the interpretation thereof, competition in the retail industry (including from online retailers), disruptive technologies, general economic conditions, departure of senior executives, failure to attract and retain quality employees, disruption in information technology systems, inability to protect systems against cyber attacks, unsuccessful execution of the growth strategy (including failure to identify and develop new growth

opportunities), any failure to satisfy the necessary closing conditions regarding the proposed acquisition of TRS in a timely manner, or at all, and any delay or failure to close the TRS Acquisition (defined hereinafter), the Corporation's inability to successfully integrate TRS' business upon completion of the proposed acquisition of TRS, any failure to realize anticipated benefits from the acquisition of TRS, holding company structure, adverse weather, earthquakes and other natural disasters, geopolitical events and political unrest in foreign countries, pandemic or epidemic outbreaks, unexpected costs associated with current insurance programs, product liability claims and product recalls, regulatory environment, class action lawsuits and other litigation, environmental compliance, climate change and shareholder activism.

These factors are not intended to represent a complete list of the factors that could affect the Corporation's business or financial situation; however, they should be considered carefully. The purpose of the forward-looking statements is to provide the reader with a description of management's expectations regarding the Corporation's financial performance and may not be appropriate for other purposes. Readers should not place undue reliance on forward-looking statements made herein. Furthermore, unless otherwise stated, the forward-looking statements contained herein are made as at the date of this Annual Information Form, and management 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 law.

All of the forward-looking statements contained in this Annual Information Form are expressly qualified by this cautionary statement.

## **1.2 Accounting Principles, Non-GAAP and Other Financial Measures**

The Corporation's financial statements, available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), are prepared in accordance with generally accepted accounting principles ("GAAP") in Canada as set out in the CPA Canada Handbook – Accounting under Part 1, which incorporates International Financial Reporting Standards, as issued by the International Accounting Standards Board (IFRS Accounting Standards).

This Annual Information Form refers to EBITDA, a non-GAAP financial measure, and other supplementary financial measures, namely comparable store sales and gross margin. EBITDA represents a useful supplemental metric to assess profitability and measure the Corporation's underlying ability to generate liquidity through operating cash flows. Comparable store sales represents sales of Dollarama stores, including relocated and expanded stores, open for at least 13 complete fiscal months, relative to the same period in the prior fiscal year. Gross margin represents gross profit divided by sales, expressed as a percentage of sales. We believe that these measures are important supplemental metrics of operating and financial performance because they eliminate items that have less bearing on our operating and financial performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on GAAP measures. We also believe that securities analysts, investors and other interested parties frequently use non-GAAP and other financial measures in the evaluation of issuers. Our management also uses non-GAAP and other financial measures in order to facilitate operating and financial performance comparisons from period to period, to prepare annual budgets, and to assess our ability to meet our future debt service, capital expenditure and working capital requirements.

However, non-GAAP and other financial measures have important limitations as analytical tools, and should not be considered in isolation, or as a substitute for analysis of the Corporation's results as reported under GAAP. Reference is made to the section entitled "Non-GAAP and Other Financial Measures" of the Corporation's Fiscal 2025 MD&A, available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), for additional information on non-GAAP and other financial measures and for their reconciliation with the most directly comparable GAAP measure.

## **1.3 Market and Industry Data**

The market and industry data presented in this Annual Information Form has been obtained from a combination of internal company surveys, third-party information, including third-party websites, and estimates of management. While those sources are believed to be reliable, they have not been independently verified, and management has no assurance that the information contained in third-party websites is current and up-to-date. While management is not aware of any misstatements regarding the market and industry

data presented in this Annual Information Form, such data involves risks and uncertainties and is subject to change based on various factors, including those discussed under “Forward-Looking Statements” herein and under the “Risk and Uncertainties” section of the Corporation’s Fiscal 2025 MD&A.

## 2 BACKGROUND

The Dollarama business was founded in 1992 by Larry Rossy, a third-generation retailer, and has since grown into a leading Canadian value retailer whose purpose is to provide Canadians from all walks of life with the best quality and value on every dollar they spend. Over the years, a number of key initiatives were introduced that have defined Dollarama's business model. These include (i) adopting a fixed price point retail concept; (ii) pursuing a store network expansion strategy across Canada, leading to stronger brand awareness and increased sales; and (iii) implementing a program to directly source merchandise from overseas vendors, thereby reducing merchandise costs and diversifying and enhancing the product offering.

Today, Dollarama operates more than 1,600 stores, all corporately-operated, counts over 28,000 employees, and provides Canadians with proximity and convenient access to affordable, everyday items that address their needs and exceed their expectations. Merchandise is sold at select fixed price points up to \$5.00.

Dollarama owns a 60.1% equity accounted investment in Central American Retail Sourcing, Inc. ("CARS"), the parent company of entities operating Dollarcity stores located in El Salvador, Guatemala, Colombia and Peru, which offer a broad assortment of general merchandise, consumable products and seasonal items at select, fixed price points up to US\$4.00 (or the equivalent in local currency). The Corporation also owns a 80.05% equity accounted investment in Inversiones Comerciales Mexicanas S.A ("ICM", and together with CARS and their respective subsidiaries, the "Dollarcity Group" or "Dollarcity"), the parent company of entities established for the future expansion of the operations of Dollarcity in Mexico, planned for the summer of 2025. See "Business of the Corporation – Dollarcity".

### Dollarama through the years

| 1992  | 2004   | 2009  | 2011  | 2012  | 2013   |
|---|--|---|---|---|--|
| Dollarama founded as single-price point retail chain by Larry Rossy                                 | Investment by Bain Capital   | Initial public offering (TSX:DOL)<br><br>585 stores in 10 provinces<br><br>Introduction of multi-price point strategy   | Sale by Bain Capital of remaining equity stake<br><br>Declaration of first dividend | Introduction of \$2.50 and \$3.00 price points<br><br>Launch of first NCIB<br><br>Publication of first sustainability statement | Beginning of commercial partnership with LATAM value retailer Dollarcity   |
| 2015  | 2016   | 2019  | 2020  | 2021  | 2022   |
| Opening of 1,000 <sup>th</sup> Dollarama store<br><br>Introduction of first Vendor Code of Conduct  | Introduction of \$3.50 and \$4.00 price points<br><br>Appointment of Neil Rossy as President and CEO   | Launch of online store for bulk sales<br><br>Acquisition of 50.1% of Dollarcity; target of 600 stores by 2029 (excluding Peru)<br><br>Publication of first ESG report | Recognition as essential business amid COVID-19 pandemic                            | New long-term target of 2,000 Dollarama stores in Canada by 2031<br><br>Publication of first SASB-aligned ESG report            | Introduction of price points up to \$5.00<br><br>Publication of first climate strategy and first-generation climate goal<br><br>New target of 850 Dollarcity stores by 2029 (including Peru) |
| 2023  | 2024   | 2025  |   |   |  |
| Opening of 1,500 <sup>th</sup> Dollarama store<br><br>Opening of 500 <sup>th</sup> Dollarcity store | Acquisition of an additional 10% of Dollarcity; planned expansion into Mexico<br><br>New target of 1050 Dollarcity stores by 2031 (excluding Mexico) | New long-term target of 2,200 Dollarama stores in Canada by 2034  | Announcement of the proposed acquisition of The Reject Shop in Australia            |   |  |

## 3 CORPORATE STRUCTURE

### 3.1 Incorporation and Other Information

The Corporation was incorporated under the *Canada Business Corporations Act* (“CBCA”) by articles of incorporation dated October 20, 2004 under the name 4258401 Canada Inc. The Corporation’s name was thereafter changed to Dollarama Capital Corporation pursuant to articles of amendment dated November 16, 2004. The Corporation’s articles were further amended on December 20, 2006 to, among other things, create classes of common and preferred shares, and on September 8, 2009 to change its name to Dollarama Inc. Immediately preceding the closing of its initial public offering on October 16, 2009, the Corporation amalgamated with 4513631 Canada Inc., one of its holding corporations, under the CBCA pursuant to articles of amalgamation dated October 16, 2009. On September 11, 2014, Dollarama declared a share dividend (which had the same effect as a two-for-one share split of Dollarama’s outstanding common shares), with Dollarama’s common shares commencing trading on a split basis on November 18, 2014. On June 19, 2018, the Corporation’s articles were amended to subdivide the number of common shares of the Corporation on a three-for-one basis.

The Corporation’s head and registered office is located at 5805 Royalmount Ave., Montreal, Quebec, H4P 0A1. The Corporation’s common shares trade on the Toronto Stock Exchange (“TSX”) under the symbol “DOL”.

### 3.2 Intercorporate Relationships

The Corporation’s principal subsidiaries, their jurisdiction of incorporation or formation and the Corporation’s share ownership percentage in each as at February 2, 2025 are as follows:

| Subsidiary                             | Jurisdiction of Incorporation or Formation | Ownership Percentage |
|--|--|----------------------|
| Dollarama L.P.                         | Quebec                                     | 100%                 |
| Dollarama International Inc.           | Canada                                     | 100%                 |
| Central American Retail Sourcing, Inc. | Panama                                     | 60.1%                |
| Inversiones Comerciales Mexicanas S.A. | Panama                                     | 80.05%               |

Dollarama L.P. operates the chain of Dollarama stores in Canada and performs related logistical and administrative support activities.

Dollarama International Inc. (“Dollarama International”) holds a 60.1% equity accounted investment in CARS, the parent company of entities operating Dollarcity stores located in El Salvador, Guatemala, Colombia and Peru. Dollarama International also holds a 80.05% equity accounted investment in ICM, the parent company of entities established for the future expansion of the operations of Dollarcity in Mexico. It continues to have joint control over Dollarcity (including CARS and ICM) and accounts for its investments as joint arrangements using the equity method.



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## 4 GENERAL DEVELOPMENT OF THE BUSINESS

As at February 2, 2025, Dollarama operated 1,616 stores across Canada. Dollarama generated sales of \$6.413 billion and EBITDA<sup>1</sup> of \$2.122 billion during the fiscal year ended February 2, 2025.

Over the three most recently completed fiscal years, Dollarama opened a total of 195 net new stores, expanded a total of 39 stores and relocated a total of 8 stores, representing in the aggregate an addition of 2,147,979 square feet to its retail network in Canada, or an increase of 14.6% since January 30, 2022.

Dollarcity operated a total of 632 stores across El Salvador, Guatemala, Colombia and Peru as at December 31, 2024, and generated sales of US\$1,272.9 million (\$1,753.2 million) during its fiscal year ended December 31, 2024.

Highlights relating to the development of the Dollarama business over the three most recently completed fiscal years and for the current fiscal year are described below.

### 4.1 Fiscal 2026 Developments

#### *Quarterly Cash Dividend*

On April 3, 2025, the Corporation announced that its board of directors (the “Board of Directors”) approved a 15% increase of the quarterly cash dividend for holders of common shares, to \$0.1058 per common share.

#### *Proposed Acquisition of TRS and Expansion in Australia*

On March 26, 2025, the Corporation announced that it entered into a definitive agreement to acquire all the issued and outstanding ordinary shares of The Reject Shop Limited (“TRS”), a discount retailer in Australia, for an all cash consideration of A\$6.68 per ordinary share, which values TRS’s ordinary share capital at approximately A\$259.0 million (\$233.0 million)<sup>2</sup> (the “TRS Acquisition”). Headquartered in Melbourne, TRS has a store network of more than 390 locations across Australia. Its offering includes private-label and national brand products. TRS generated consolidated sales of A\$866.0 million (\$779.0 million)<sup>2</sup> for the last twelve-month period ended December 29, 2024, and employs over 5,000 people. The TRS Acquisition aims to establish a new and complementary growth platform in support of the Corporation’s long-term growth strategy.

TRS may, subject to the terms of the definitive agreement entered into in connection with the TRS Acquisition, pay a fully franked special dividend of up to A\$0.77 per share, with the amount of that dividend to be deducted from the cash consideration to be paid by the Corporation in connection with the TRS Acquisition. The cash consideration to be paid by the Corporation in connection with the TRS Acquisition will not be reduced by the fully franked interim dividend of A\$0.12 per share which was determined on February 20, 2025 and is due to be paid by TRS on May 1, 2025. The purchase price will be funded through a mix of cash on hand and available liquidities under the Corporation’s Credit Facility (as hereinafter defined). Completion of the TRS Acquisition is subject to customary closing conditions, including an independent expert concluding that the scheme of arrangement is in the best interests of TRS shareholders, TRS shareholders’ approval, and the receipt of necessary regulatory and court approvals. Closing of the TRS Acquisition is expected to occur in the second half of calendar 2025. The results of the acquired business will be consolidated from the date of closing.

### 4.2 Fiscal 2025 Developments

#### *Acquisition of Land for Development of a Logistics Hub in Western Canada*

On December 18, 2024, the Corporation acquired land in the Calgary, Alberta region for a total cash consideration of \$46.7 million. The Corporation intends to use the land to build a warehouse and second

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<sup>1</sup> EBITDA is a non-GAAP financial measure. Refer to the section entitled “Non-GAAP and Other Financial Measures” of the Corporation’s Fiscal 2025 MD&A for the definition of this item and, where applicable, the reconciliation with the most directly comparable GAAP measure.

<sup>2</sup> All amounts in Australian dollars are converted to Canadian dollars using an exchange rate of A\$1.00 = C\$0.90.



distribution center to service stores in Western Canada, which are expected to be commissioned by the end of calendar 2027. See “Business of the Corporation – Warehousing and Distribution”.

#### *New Long-term Dollarama Store Target in Canada*

On December 4, 2024, following an updated evaluation of the market potential for Dollarama stores across Canada, management announced that it believes that the Corporation can profitably grow its Canadian store network to approximately 2,200 stores by 2034 and maintain an average new store capital payback period of approximately two years. This is an increase from Dollarama's previously disclosed long-term store target of 2,000 stores in Canada by 2031.

Factors taken into consideration and the assumptions relied upon in the establishment of the new long-term store target included the continued positive customer response to Dollarama's value proposition and the relevance of its business model, third-party analysis, the successful management of profit margins, actual and projected census and household income data, rates of per capita store penetration, historical and projected performance of comparable and new stores, the current real estate pipeline and the competitive retail, real estate, labour, economic and geopolitical conditions, and the absence of any significant change in such conditions. See “Forward-Looking Statements”.

#### *Renewal of Normal Course Issuer Bid*

On July 4, 2024, the Corporation announced the renewal of its normal course issuer bid and the approval from the TSX to repurchase up to 16,549,476 common shares, representing 6.0% of the Corporation's public float of 275,824,605 common shares as at June 28, 2024, during the 12 month period from July 7, 2024 to July 6, 2025 (the “2024-2025 NCIB”). As at February 2, 2025, the Corporation had repurchased a total of 5,076,653 common shares (including shares purchased to hedge the Corporation's exposure in respect of grants made under its performance share unit plan) under the 2024-2025 NCIB, at a weighted average price of \$138.90 per common share, for a total cash consideration of \$705.2 million, excluding the tax on share repurchases.

During Fiscal 2024 and Fiscal 2023, the Corporation had previously renewed its normal course issuer bid to repurchase up to 13,695,242 common shares (representing 4.8% of the public float as at June 30, 2023) and 18,713,765 common shares (representing 7.5% of the public float of the common shares as at June 30, 2022), respectively, in each case during the applicable 12-month period. Over the course of Fiscal 2023, Fiscal 2024 and Fiscal 2025, the Corporation repurchased a total of 24,387,609 common shares under its normal course issuer bid programs (including shares purchased to settle grants made under the Corporation's performance share unit plan or to hedge its exposure in respect thereof), at a weighted average price of \$100.14 per common share, for a total cash consideration of \$2,442.3 million, excluding the tax on share repurchases. See “Description of Capital Structure – Normal Course Issuer Bid”.

#### *Amendments to the Credit Agreement*

On June 28, 2024, the Corporation and the lenders party to its Credit Agreement (as hereinafter defined) entered into a seventh amending agreement to the Credit Agreement in order to, among other things, extend the terms of its revolving credit facilities by approximately one year so that the term now ends, for Facility A, on June 28, 2029, for Facility B and Facility C, on June 28, 2027, and for Facility D, on June 27, 2025. See “Description of Material Indebtedness – Credit Facility”.

#### *Acquisition of Additional Equity Interest and Expansion of Partnership in Latin America*

On June 11, 2024, the Corporation acquired, through Dollarama International, an additional 10.0% equity interest in CARS (the “Dollarcity Transaction”), thereby increasing its equity interest in CARS to 60.1%.

As part of the Dollarcity Transaction, Dollarama International and the Dollarcity founding stockholders established a new vehicle within the Dollarcity Group, ICM, the parent company of the entities that will operate the Mexico portion of the business, in which the Corporation and the Dollarcity founding stockholders indirectly have an 80.05% and 19.95% equity interest, respectively. In addition, the parties agreed on updated governance terms providing for the future expansion of the business into Mexico.

In connection with the Dollarcity Transaction, the Corporation also secured an option to acquire, at any time on or before December 31, 2027, an additional 9.89% equity interest in CARS and a corresponding 4.945% equity interest in ICM. See “Business of the Corporation – Dollarcity”.

#### *Renewal of Related Party Lease Agreements*

On April 3, 2024, the Corporation renewed its long-term lease agreements governing its head office and five of its warehouses, which are leased from entities related to the Corporation’s Chief Executive Officer. See “Interest of Management and Others in Material Transactions”.

### **4.3 Fiscal 2024 Developments**

#### *Appointment of New Chief Financial Officer*

Effective December 18, 2023, Patrick Bui was appointed as Chief Financial Officer of the Corporation. See “Directors and Officers”.

#### *Private Offering of \$500 Million Senior Unsecured Notes*

On September 26, 2023, the Corporation issued \$500.0 million aggregate principal amount of fixed rate senior unsecured notes due September 26, 2028 (the “5.533% Fixed Rate Notes”) by way of private placement in Canada. The 5.533% Fixed Rate Notes bear interest at a fixed rate of 5.533% per annum. The Corporation used the net proceeds of the offering to repay, together with cash on hand, its \$500.0 million aggregate principal amount of unsecured notes matured on November 6, 2023 and for general corporate purposes. See “Description of Material Indebtedness – Senior Unsecured Notes” and “Ratings”.

#### *Acquisition of Property Strategically Located Near Logistics Operations*

On August 16, 2023, the Corporation completed the acquisition of an industrial property in the Town of Mount Royal, Quebec, for a total cash consideration of \$88.1 million (taking into account closing price adjustments). See “Business of the Corporation – Warehousing and Distribution”.

#### *Amendments to the Credit Agreement*

On July 5, 2023, the Corporation and the lenders party to the Credit Agreement entered into a sixth amending agreement to the Credit Agreement pursuant to which, among other things, the term of each facility was extended by one year so that the term now ends, for Facility A, on July 5, 2028, for Facility B and Facility C, on July 6, 2026, and for Facility D, on July 3, 2024. See “Description of Material Indebtedness – Credit Facility”.

#### *Appointment of New Director*

On March 29, 2023, the Corporation announced the appointment of Thecla Sweeney as independent director. Ms. Sweeney is also a member of the Audit Committee and the Nominating and Governance Committee. See “Directors and Officers”.

### **4.4 Fiscal 2023 Developments**

#### *Warehouse Capacity Expansion*

On December 23, 2022, the Corporation took possession of a new approximately 500,000 square foot built-to-suit facility located in Laval, Quebec. The Corporation previously announced on March 30, 2022 that it had entered into a long-term lease for this seventh warehouse to increase its near-term warehousing capacity. See “Business of the Corporation – Warehousing and Distribution”.

*Private Offering of \$700 Million Senior Unsecured Notes*

On October 4, 2022, the Corporation issued two tranches of fixed rate senior unsecured notes due, respectively, October 27, 2025 (the “5.084% Fixed Rate Notes”) and April 26, 2030 (the “5.165% Fixed Rate Notes”) by way of private placement in Canada. The 5.084% Fixed Rate Notes were issued at par for aggregate gross proceeds of \$250.0 million and bear interest at a fixed rate of 5.084% per annum. The 5.165% Fixed Rate Notes were issued at par for aggregate gross proceeds of \$450.0 million and bear interest at a fixed rate of 5.165% per annum. See “Description of Material Indebtedness – Senior Unsecured Notes” and “Ratings”.

*Upsize of US Commercial Paper Program*

On July 7, 2022, the Corporation announced the upsize of its commercial paper program in the United States (the “US Commercial Paper Program”) from US\$500.0 million to US\$700.0 million. See “Description of Material Indebtedness – US Commercial Paper Program” and “Ratings”.

*Amendment to the Credit Agreement*

On July 5, 2022, the Corporation and the lenders party to the Credit Agreement entered into a fifth amending agreement to the Credit Agreement in order to, among other things, (i) convert the syndicated credit facilities to sustainability-linked credit facilities (collectively, the “Credit Facility”), (ii) increase the size of Facility B by \$250.0 million for a total amount of \$450.0 million, bringing the total credit available under the Credit Facility up from \$800.0 million to \$1,050.0 million and (iii) extend the term of each tranche by one additional year. See “Description of Material Indebtedness – Credit Facility”.

*Introduction of Additional Price Points*

On March 30, 2022, the Corporation announced the gradual roll out of additional price points up to \$5.00, consistent with its multi-price point strategy in place since 2009.

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## 5 BUSINESS OF THE CORPORATION

### 5.1 Industry Overview

Value retail is a well-established and growing segment of the overall Canadian retail industry. Canadian consumer demand for value-oriented merchandise has grown substantially over the last decades, as evidenced by the increase in the number of mass merchants, smaller value-priced chains, warehouse/club stores, discount food stores, close-out retailers and dollar stores. Management believes that the value retail segment will remain strong as consumers look for convenience, proximity and affordable, everyday goods.

The value retail segment in which Dollarama operates is generally differentiated from that of other retailers by one or more of the following: (i) low fixed price points; (ii) convenient store size and locations; (iii) broad offerings of branded and unbranded merchandise, including a broad assortment of everyday essentials and seasonal items; (iv) small or individual sized product quantities; and (v) no-frills, self-service environment.

Merchandise offered generally includes essential items in the following categories – home cleaning products, personal care products, cosmetics, over-the-counter pharmaceutical products, food, beverages, snacks, confectionery, pet food and pet accessories – as well as household wares, kitchenware, glassware, tableware, linens and towels, storage containers and accessories, home decor products and seasonal ornaments, books, stationery, greeting cards, giftware, party supplies, toys and games, arts and crafts materials, electronics, souvenirs, novelties, jewelry, clothing, footwear, headwear, costumes, hardware, garden tools, artificial flowers and other general merchandise.

The value retail segment in which Dollarama operates in Canada is also differentiated from the U.S. value retail segment, which relies more heavily on the sale of consumable products, including refrigerated goods.

### 5.2 Business Overview

The Corporation operated 1,616 stores in Canada as at February 2, 2025, including 65 net new stores opened during the most recently completed fiscal year, and the Corporation is committed to growing its retail operations within the Canadian market towards a long-term store target of approximately 2,200 stores by 2034. See “Forward-Looking Statements”.

In Canada, the Corporation’s strategy is to grow overall sales and comparable store sales, EBITDA and cash flows by offering a compelling value proposition on a wide variety of merchandise to a broad base of customers.

Management believes that a number of operational advantages contribute to Dollarama’s strong position in the Canadian value retail industry, including:

- the number, location and penetration of stores in new and existing markets, which increase brand recognition, generate word-of-mouth advertising and drive customer traffic;
- the core offering of consistently available products at compelling value, including a broad assortment of everyday necessities;
- the multi-price point strategy, which allows the Corporation to provide customers with a broad assortment of products at compelling value and to selectively adjust the selling price on certain items to address cost increases;
- the store size and consistent store format, which allows for an effective display of the broad assortment of merchandise and an efficient shopping experience for customers;
- the strong and long-standing vendor network, which enables the Corporation to update and diversify its product selection and rapidly respond to customers’ changing needs, and to weather major disruptions;
- the volume of goods directly sourced from low-cost foreign vendors, which allows the Corporation to deliver a strong customer value proposition at attractive margins;
- the in-house product development expertise;

- the size, scale and efficiencies of warehousing and distribution operations;
- key technology-driven initiatives which enable the Corporation to be in a better in-stock position, to optimize in-store labour productivity, warehousing capacity and logistics efficiencies, and to generally maintain a streamlined cost structure as the business continues to grow; and
- the partnerships with leading third-party delivery platforms to bring additional convenience to customers looking to purchase products by the unit and have them delivered at their doorstep across Canada.

### 5.3 Stores

#### *Store Locations and Site Selection*

As at February 2, 2025, the Corporation operated 1,616 stores across Canada as detailed below.

| Province / Territory      | # Stores | Province / Territory | # Stores |
|---------------------------|----------|----------------------|----------|
| Alberta                   | 183      | Nova Scotia          | 45       |
| British Columbia          | 148      | Ontario              | 630      |
| Manitoba                  | 58       | Prince Edward Island | 5        |
| New Brunswick             | 47       | Quebec               | 425      |
| Newfoundland and Labrador | 27       | Saskatchewan         | 46       |
| Northwest Territories     | 1        | Yukon                | 1        |

The Corporation carefully selects its real estate locations with the goal of maximizing chain-wide store profitability and maintaining a disciplined, cost-sensitive approach to store site selection.

Potential store locations are evaluated by management based on a variety of criteria, including (i) the level of retail activity and traffic patterns; (ii) the presence or absence of competitors; (iii) the population and demographics of the area; (iv) the total rent and occupancy costs per square foot; and (v) the location of existing Dollarama stores.

The Corporation opens stores in metropolitan areas, mid-sized cities and small towns. Management believes that stores attract customers from a relatively small shopping radius, which allows the Corporation to profitably operate multiple stores in all markets across Canada and to continue to profitably open stores in areas where existing store count and density are highest, such as in Ontario, Quebec and the Maritimes. Management also believes that the close proximity of stores to customers drives customer loyalty and frequency of visits. New store openings are dependent upon, among other factors, management's ability to locate suitable sites and negotiate favourable lease terms.

#### *Store Leases*

The Corporation typically enters into leases with base terms of ten years and options to renew for one or more periods of five years each. As of February 2, 2025, the average time to expiration of the Corporation's leases was approximately 5.4 years based on management's estimates. As leases expire, management believes that it will be able to either obtain lease renewals as desired or obtain new leases for equivalent or better locations in the same general area. To date, the Corporation has not experienced difficulty in either renewing leases for existing locations or securing suitable leases for new stores. Management believes that this leasing strategy enhances flexibility to pursue various expansion and relocation opportunities resulting from changing market conditions.

#### *Store Relocations, Expansions and Closures*

Stores are relocated from time to time, often within the same mall or complex, or are expanded, based on availability of real estate, to improve store performance or to capture other opportunities. An average of approximately \$10.8 million was spent annually on the relocation or expansion of stores over the last five fiscal years. Store relocations decided by management are not considered store closures. Store closures are generally attributable to mall renovations, property redevelopment, natural disasters or expiry of the lease.

All of the Corporation's stores are leased from unaffiliated third parties, except for four stores that are owned by the Corporation and 19 stores that are leased from entities related to the Corporation's Chief Executive Officer (see "Interest of Management and Others in Material Transactions"). Management expects to continue to primarily lease locations as the store network expands.

### *Store Size and Condition*

Dollarama offers a well-designed and convenient store format with a consistent merchandise offering, which makes it an attractive alternative to large discount and other large-box retail stores. The average store size has increased over the years from 5,272 square feet in 1998 to 10,458 square feet as at February 2, 2025 (of which between 80% and 85% is available selling square footage). Stores are well maintained and well stocked with a broad assortment of consumable products, general merchandise and seasonal items.

See “Though Dollarama’s model remains firmly rooted in brick-and-mortar operations, the Corporation has also developed an online presence over the years through targeted digital initiatives to enhance its omnichannel service model and customer experience, to stimulate sales and to stay abreast of consumer and industry trends.

Over the last several years, the Corporation has been developing and strengthening its strategic partnerships with leading third-party delivery platforms, including Instacart, Uber Eats and Doordash, to enable customers to purchase products online by the unit and with fast delivery. As at February 2, 2025, 1,450 of the Corporation’s stores participate in two or more third-party delivery platforms. While customers have responded positively to the additional convenience provided by Dollarama’s increased presence on such platforms, sales made through these delivery platforms are non-material to the Corporation’s overall sales.

Noting the success of its strategic partnerships described above, the Corporation will discontinue its online store, which only allows for the purchase of goods in large quantity by the case, in Fiscal 2026. Sales made through the online store have always been non-material to the Corporation’s overall sales.

Merchandise”.

### *Store Capital Expenditures*

The Corporation’s expansion model in Canada is generally characterized by a relatively low capital investment to open stores, a rapid sales increase after opening, consistent sales volumes and low ongoing operating costs (including low maintenance capital expenditure requirements), which together result in an attractive return on investment.

A new Dollarama store requires an initial investment of approximately \$0.92 million for capital expenditures and for inventory, net of tenant allowance. Stores generally reach over \$3.2 million in annual sales within the first two years of operation and achieve an average capital payback period of approximately two years. The model has been effective in both rural and small communities as well as in more densely populated and metropolitan areas that typically include a larger number of competitors.

Management believes that the current store network is in good condition and does not require material maintenance capital expenditures. An average of approximately \$14.4 million was spent annually on the maintenance of the Corporation’s stores over the last five fiscal years.

Transformational capital projects in stores over the last five fiscal years have included the following: (i) the roll-out of cameras in more than 1,200 stores to reduce shrinkage caused by theft; (ii) the redesign of the layout of certain stores to improve traffic flow at checkout and optimize merchandising space; (iii) the installation of LED lighting in stores to improve energy efficiency; (iv) the installation of centralized energy management systems for HVAC optimization; and (v) the roll-out of self-checkout terminals in high-traffic stores to accelerate the checkout process.

### *Store Operations*

The Corporation has invested heavily in the past few years in its information technology infrastructure in stores, including network infrastructure, camera systems, self-check out and mobile capabilities. The Corporation’s strategy is to continue leveraging this platform, including through the development of mobile applications, in order to improve operational control and standardization of processes across the chain, labour productivity, employee training, loss prevention and reporting.

## **5.4 Digital Initiatives**

Though Dollarama’s model remains firmly rooted in brick-and-mortar operations, the Corporation has also developed an online presence over the years through targeted digital initiatives to enhance its omnichannel

service model and customer experience, to stimulate sales and to stay abreast of consumer and industry trends.

Over the last several years, the Corporation has been developing and strengthening its strategic partnerships with leading third-party delivery platforms, including Instacart, Uber Eats and Doordash, to enable customers to purchase products online by the unit and with fast delivery. As at February 2, 2025, 1,450 of the Corporation's stores participate in two or more third-party delivery platforms. While customers have responded positively to the additional convenience provided by Dollarama's increased presence on such platforms, sales made through these delivery platforms are non-material to the Corporation's overall sales.

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## 5.5 Merchandise

### *Merchandise Mix*

Dollarama offers a well-balanced targeted mix of merchandise at compelling values, including private label and national brand products from leading manufacturers. The merchandise mix consists of:

- General merchandise, which represented approximately 39% of the product offering in Fiscal 2025 (based on retail value, compared to 40% in the previous fiscal year), including party supplies, office supplies, arts and craft supplies, greeting cards and stationery, giftware, household wares, kitchenware, glassware, hardware, electronics, toys and apparel;
- Consumable products, which represented approximately 48% of the product offering in Fiscal 2025 (based on retail value, compared to 46% in the previous fiscal year), including household consumables such as paper, plastics, foils, cleaning supplies, basic health and beauty care products, pet food, confectionery, drinks, snacks and other food products; and
- Seasonal items, which represented approximately 13% of the product offering in Fiscal 2025 (based on retail value, compared to 14% in the previous fiscal year), including Valentine's Day, St. Patrick's Day, Easter, Halloween and the winter holidays merchandise, along with seasonal summer and winter merchandise.

Stores carry a broad assortment of actively-managed stock keeping units ("SKUs", each a unique number used to identify a specific product). In Fiscal 2025, the assortment was comprised of approximately 5,000 active year-round SKUs and a number of active seasonal SKUs at any one time. The selection of items offered in stores at any one time varies, and Dollarama consistently refreshes its product offering. In Fiscal 2025, the refresh target remained in the range of 25% to 30% of SKUs on an annual basis. Dollarama constantly adjusts the merchandise mix to offer a compelling value and a wide selection of products to its customers, as well as to optimize sales and maintain gross margins. See the "Risks and Uncertainties" section of the Corporation's Fiscal 2025 MD&A (Risks Related to Business Operations – Merchandise Selection and Replenishment).

### *Merchandise Sourcing*

The Corporation's sourcing strategy blends directly imported merchandise from overseas and products sourced from North American vendors. The Corporation directly imports products from over 25 countries, with the vast majority of its imports originating from China. During Fiscal 2025, overseas direct imports accounted for 47% of total procurement volume, while 53% was procured from North American vendors.



Dollarama began developing direct relationships with overseas vendors in 1993. Importing directly from overseas vendors was viewed as an opportunity to gain competitive advantage on two main fronts: (i) offering products that were differentiated and more compelling, and (ii) building a low-cost platform that would give a sustainable long-term economic advantage. By dealing directly with overseas vendors, the Corporation develops product design, packaging and labelling concepts for private label brands, minimizes markups and overhead costs typically associated with intermediaries and importers and increases its bargaining power. This sourcing strategy also provides some flexibility to help mitigate inflation and currency fluctuations. Furthermore, it provides the Corporation with more visibility and control over safety and quality monitoring.

The Corporation purchases merchandise from a broad base of vendors, with the largest vendor accounting for approximately 6.7% of total purchases in Fiscal 2025. For the same period, the top ten vendors represented approximately 33% of total purchases and the top 25 vendors represented approximately 47% of total purchases.

The Corporation generally buys products on an order-by-order basis and does not enter into long-term purchase contracts or arrangements. When it does exceptionally enter into purchase contracts, it is to benefit from fixed prices over a specific term and not to be bound by minimum volume commitments. The Corporation benefits from strong and long-standing relationships with vendors, which, combined with the purchasing scale and direct sourcing capabilities, contribute to the Corporation's competitive cost position and ability to offer a wide selection of products at attractive, low-entry price points. See the "Risks and Uncertainties" section of the Corporation's Fiscal 2025 MD&A (Risks Related to Business Operations – Imports and Supply Chain).

Over the years, Dollarama has built a network of preferred and trusted vendors that meet high quality standards. The Corporation only engages with reputable vendors holding the required certifications and meeting all Canadian federal and, where applicable, provincial consumer product regulations and guidelines for any given product as well as Dollarama's own specifications, which may exceed regulatory requirements. While all products must meet Canadian regulations and Dollarama's specifications and standards, certain product categories carry higher risks in the event of non-compliance, as they may present health or safety-related hazards. Dollarama has a risk-based approach to manage product compliance for specific categories such as toys and other children's products, batteries and electronics, certain health and beauty products and accessories, food, medical devices, over-the-counter drugs and natural health products. Product categories are reviewed on a regular basis and in line with evolving product regulations and frameworks to build or enhance existing compliance programs where relevant.

When they become Dollarama vendors, vendors must also undertake to adhere to Dollarama's Vendor Code of Conduct, a key component of its environmental, social and governance (ESG) strategy. Vendors are expected to meet the standards of their industry, including the OECD Guidelines for Multinational Enterprises, and comply with all applicable laws and regulations. This includes an obligation on the vendors' part to evaluate and uphold the integrity of their respective supply chains, and to ensure that their contractors, authorized subcontractors, service providers, and any other entity that directly or indirectly provides goods or services that are used in the production of products sold to Dollarama likewise operate in accordance with the standards articulated in the Vendor Code of Conduct.

Standards of engagement include specific expectations regarding (i) the quality and safety of the products sold to Dollarama, (ii) vendor workplace standards, as well as (iii) vendor environmental and ethical business practices, including with respect to forced labour and child labour. These expectations are consistent with Dollarama's values, principles and policies and are used to assess new and existing suppliers and their facilities. More information on Dollarama's responsible sourcing practices can be found in its most recent ESG report and its Report under the *Fighting Against Forced Labour and Child Labour in Supply Chains Act*, available for information purposes only on the Corporation's website at [www.dollarama.com](http://www.dollarama.com). Information in our ESG report and our Report under the Modern Slavery Act do not form part of, and are not incorporated by reference in, this Annual Information Form.

## 5.6 Warehousing and Distribution

The Corporation's warehousing, distribution and logistics operations are located in the Montreal area. The tables below describe the Corporation's warehousing and distribution facilities, which consisted of seven warehouses and one distribution centre, as at February 2, 2025.

| Warehouses                  | Size                    | Distribution Centre         | Size            |
|-----------------------------|-------------------------|-----------------------------|-----------------|
| Dorval, Quebec              | 269,950 sq. ft          | Town of Mount Royal, Quebec | *495,686 sq. ft |
| Lachine, Quebec             | 356,675 sq. ft          | *Excluding the mezzanine    |                 |
| Lachine, Quebec             | 499,708 sq. ft          |                             |                 |
| Laval, Quebec               | 512,156 sq. ft          |                             |                 |
| Town of Mount Royal, Quebec | 128,838 sq. ft          |                             |                 |
| Town of Mount Royal, Quebec | 325,000 sq. ft          |                             |                 |
| Town of Mount Royal, Quebec | 88,059 sq. ft           |                             |                 |
| <b>Total</b>                | <b>2,180,386 sq. ft</b> |                             |                 |

The Corporation owns its distribution centre located in the Town of Mount Royal, Quebec and the recently acquired adjacent property, as well as its approximately 500,000 square foot warehouse located in Lachine, Quebec. Except for the warehouse located in Laval, Quebec, which the Corporation leases from a third party, the warehouses leased by the Corporation are leased from entities related to the Corporation's Chief Executive Officer pursuant to long-term lease agreements which were renewed on April 3, 2024. See "Interest of Management and Others in Material Transactions".

The Corporation primarily uses its warehouses to store goods directly imported from overseas, and therefore warehouses a majority of its merchandise. Most goods sourced from North American vendors are delivered directly to the distribution centre or, in some cases, directly to stores. The Corporation distributes a vast majority of its merchandise through the distribution centre. A small portion of the Corporation's merchandise, including among other things greeting cards, chips and soft drinks, is shipped directly to stores by vendors.

On December 18, 2024, the Corporation acquired land in the Calgary, Alberta region for a total cash consideration of \$46.7 million. The Corporation intends to use the land to build a warehouse and second distribution centre (the "Calgary DC") to service stores in Western Canada, which are expected to be commissioned by the end of calendar 2027. Having a two-node logistics model will enable the Corporation to optimize its warehousing and distribution operations and support its growth plans while generating cost savings.

The industrial property purchased by the Corporation during Fiscal 2024 in the Town of Mount Royal, Quebec, strategically situated near the Corporation's centralized logistics operations and adjacent to its distribution centre, will provide optionality for potential future optimization of the Montreal hub and its logistics operations.

See the "Risks and Uncertainties" section of the Corporation's Fiscal 2025 MD&A (Risks Related to Business Operations – Distribution and Warehousing Network).

## 5.7 Transportation

The Corporation must constantly replenish depleted inventory through deliveries of merchandise to the distribution centre, and from the distribution centre to stores. Such process includes various means of transportation, including shipments by sea, mainly from Asia to the port of Vancouver, by train, from Vancouver to Montreal and back, and by truck, to stores located in all ten provinces, the Yukon and the Northwest Territories. Once the Calgary DC becomes operational, it is expected that stores across Western Canada which are currently serviced out of Montreal will be serviced out of Calgary.

The Corporation does not have its own transportation fleet and works in collaboration with third-party carriers and freight forwarders to move products as efficiently as possible, including through enhanced merchandise consolidation, cube optimization and fuel saving route-optimization initiatives and by increasing the amount of merchandise moved via rail instead of road where possible.

Transportation costs are subject to, among other things, fuel cost increases or surcharges and adverse weather events, and therefore fluctuate over time. See the “Risks and Uncertainties” section of the Corporation’s Fiscal 2025 MD&A (Risks Related to Business Operations – Imports and Supply Chain).

## 5.8 Human Capital Resources

As at February 2, 2025, Dollarama’s store employee count was approximately 27,500. Of these store employees, approximately 37% are full-time employees and 63% are part-time or occasional employees. Dollarama hires seasonal employees during busy seasons such as the winter holidays to better address peak periods. Dollarama also employs over 675 head office and field management employees and over 280 warehouse and distribution centre employees, for a total of approximately 28,400 employees in Canada.

The majority of warehouse and distribution centre staffing needs are outsourced to well-established third-party agencies in order to meet the unique and fluctuating staffing requirements of the Corporation’s unautomated logistics operations. Those employment opportunities represent between 4% and 5% of the Corporation’s total workforce requirements, depending on volume and seasonality. The agencies with whom the Corporation works have been diligently selected and must abide by Dollarama’s Vendor Code of Conduct, which outlines our expectations regarding workplace standards and compliance with all applicable labour laws and regulations. In Québec, the Corporation ensures that employment agencies hold the necessary permits from the *Commission des normes, de l’équité, de la santé et de la sécurité du travail* (CNESST), which the Corporation verifies annually for the agencies with whom it works. In compliance with the requirements of the Quebec *Act respecting labour standards* prohibiting wage disparities, the Corporation maintains pay parity between employees and agency workers doing the same work in its distribution centre and warehouses. The Corporation is committed to providing a safe and efficient work environment for all workers, whether Dollarama employees or agency workers, through consistent operating routines and by considering health and safety in every activity. Moreover, Dollarama’s whistleblowing and grievance mechanisms are available and communicated to all workers in its facilities, regardless of their status, and all are encouraged to report any issues or concerns confidentially.

None of Dollarama’s employees is a party to a collective bargaining agreement or represented by a labour union. See the “Risks and Uncertainties” section of the Corporation’s Fiscal 2025 MD&A (Human Resources Risks – Recruitment, Retention and Management of Quality Employees).

## 5.9 Customers

Dollarama customers seek value and convenience and the product offering appeals to all demographics and income ranges. Customers shop at Dollarama to fulfill various levels of basic needs, either as a stand-alone shopping destination or for impulse purchases.

Through the Corporation’s partnerships with third-party delivery platforms, customers can purchase products online by the unit from more than 1,450 stores and have them delivered to their doorstep (see “Digital Initiatives”). See the “Risks and Uncertainties” section of the Corporation’s Fiscal 2025 MD&A (Market Risks – E-Commerce and Disruptive Technologies).

## 5.10 Marketing

The Corporation has generated rapid growth without significant expenditures on marketing and promotions. Management believes that this is primarily due to the strong brand name and success at selecting store locations with high traffic and ease of accessibility. Given the everyday fixed low price points model, there are generally no sales or markdowns to advertise. Dollarama employs practically no traditional advertising but, from time to time, leverages partnerships and social media channels to promote its brand and support recruitment.

## 5.11 Competition

The Canadian dollar store industry is highly fragmented with many privately-owned multi-outlet chains as well as independently-operated dollar stores. In addition to Dollarama, the largest multi-outlet dollar store chains include Dollar Tree Canada, Your Dollar Store With More, Great Canadian Dollar Store and Buck or Two Plus!, all of which are franchise operations except Dollar Tree Canada. The Corporation estimates that these four pure play competitors operated a total of approximately 500 stores in Canada as at February 2, 2025.

In Canada, in addition to the competition from other dollar stores, the Corporation faces competition to an even greater extent from variety and discount stores, convenience stores and mass merchants, many of which operate stores in the areas where Dollarama operates, offer products substantially similar to those offered by Dollarama and engage in extensive advertising and marketing efforts.

Moreover, as a result of Dollarama's broad product offering, the Corporation faces competition from various speciality retailers, including in the stationery, hardware, household ware, health and beauty, and arts and crafts categories, whose product offerings overlap with a subset of Dollarama's product offering.

Management monitors competition from all sources, including online, to ensure that the Corporation's product offering, in terms of variety, quality and pricing, remains compelling for consumers. Although the Corporation has noticed increased competition from online retailers, the current online competition has not posed a significant threat to the Corporation's business to date, given our business model is premised on proximity and convenience. The Corporation continues to monitor evolving retail trends and to implement new initiatives to address consumers' evolving needs and preferences. The Corporation's online store and its partnerships with leading third-party delivery platforms are examples of such initiatives.

Additionally, the Corporation competes with a number of companies for prime retail site locations and for the recruitment of qualified employees. See the "Risks and Uncertainties" section of the Corporation's Fiscal 2025 MD&A (Market Risks – Retail Competition).

## 5.12 Seasonality of Sales

The Corporation's sales generally increase ahead of major holidays, but otherwise experience limited seasonal fluctuations. Historically, the Corporation's lowest sales results have occurred during the first quarter whereas the highest sales results have occurred during the fourth quarter, with December representing the highest proportion of sales. Consequently, the Corporation generally purchases substantial amounts of inventory in the third quarter and incurs higher shipping and payroll costs in anticipation of the increased sales activity during the fourth quarter. Also, it carries merchandise during the fourth quarter that it does not carry during the rest of the year, such as gift sets, holiday decorations, certain baking items, and a broader assortment of toys and candy.

The quarterly results can also be affected by the timing of new store openings, the volume of sales contributed by new and existing stores, the timing of certain holidays and weather conditions. Furthermore, they can be affected by any event beyond the Corporation's control and causing disruption in its business activities or operations during a peak season. See the "Risks and Uncertainties" section of the Corporation's Fiscal 2025 MD&A (Business Continuity Risks – Adverse Weather, Natural Disasters, Climate Change, Geopolitical Events, Wars and Acts of Terrorism, Pandemic and Epidemic Outbreaks).

The following table reflects the seasonality of sales and gross margin for each quarter of Fiscal 2025.

| <b>Fiscal 2025</b><br><i>(in % of total)</i> | <b>1<sup>st</sup> Quarter</b> | <b>2<sup>nd</sup> Quarter</b> | <b>3<sup>rd</sup> Quarter</b> | <b>4<sup>th</sup> Quarter</b> |
|--|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| Sales  | 22.9%                         | 24.4%                         | 24.4%                         | 29.3%                         |
| Gross Margin <sup>(1)</sup>                  | 21.0%                         | 24.4%                         | 24.2%                         | 30.4%                         |

<sup>(1)</sup> Gross Margin is a supplementary financial measure. We refer the reader to the section entitled “Non-GAAP and Other Financial Measures” of the Corporation’s Fiscal 2025 MD&A for additional information on this measure.

### 5.13 Intellectual Property

The Corporation relies on a portfolio of trademarks, the vast majority of which are registered trademarks, to protect certain aspects of its business. Trademarks are divided into two main categories, namely corporate trademarks under which the Corporation conducts its retail operations and product trademarks under which private label lines of products are presented. See the “Risks and Uncertainties” section of the Corporation’s Fiscal 2025 MD&A (Risks Related to Business Operations – Intellectual Property).

### 5.14 Regulatory Matters

The Corporation is subject to a wide array of laws and regulations, including without limitation with respect to permits and licenses, product labelling, product safety, consumer protection, employment and labour matters and environmental laws.

The Corporation works closely with Health Canada, the Canadian Food Inspection Agency, Environment and Climate Change Canada and other federal and provincial regulatory authorities to monitor the compliance of its products and operations with all prescribed standards and regulations.

The Corporation strives to use best practices for the storage, physical safety and distribution of products and, when required, for the disposal of recalled products, and has adopted corresponding safety guidelines and recall procedures. In addition, the Corporation carries liability insurance to mitigate potential product liability claims. See the “Risks and Uncertainties” section of the Corporation’s Fiscal 2025 MD&A (Legal and Regulatory Risks).

### 5.15 Cybersecurity, Technology Management and Risk Oversight

The Corporation has put in place a comprehensive cybersecurity program founded on the practices as defined in the National Institute of Standards and Technology (NIST) Cyber Security Framework 2.0. This program has for main objective to align the Corporation’s efforts in implementing administrative, operational and technological controls to identify, assess, prevent, mitigate, detect and properly respond to cybersecurity threats, as well as ensuring quick recovery in case of a compromise. To achieve its goal, the Corporation has dedicated information technology and information security resources and utilizes specialized third-party technology products and services. The information system is monitored on a proactive basis by a 24/7 security operations center (SOC). Our environment for which credit card payment is in scope is also audited every year to validate compliance with the PCI-DSS norm. Moreover, a regular cybersecurity maturity assessment is also conducted by trusted third parties.

Among others, the Corporation has put in place security controls such as: training and awareness programs including phishing simulations and tabletop exercises for employees and executives, penetration testing, incident response planning and awareness sessions for members of the Board of Directors. Furthermore, the information technology architecture is built to be resilient, relying on redundant material components to prevent material failures, redundant telecommunication links to prevent communication failures, and a synchronous disaster recovery site. However, given the lack of foreseeability of security breaches and cyber incidents and increased remediation costs, such measures may not be entirely adequate or effective to prevent, identify or mitigate attacks by hackers or breaches caused by employee error, malfeasance or other disruptions, which could cause damage in excess of any available insurance, and could materially adversely affect its business and financial results. As well, given the integration of the Corporation’s systems with those of many third-party service providers, a cyber-incident suffered by them may also affect the Corporation. See the “Risks and Uncertainties” sections of the Corporation’s Fiscal 2025 MD&A (Technology Risks).



The Corporation also leverages artificial intelligence (AI) technologies to enhance its business and operations, including to improve information and data analysis, document management and customer support. The Corporation's approach to artificial intelligence is designed to promote ethical deployment, human oversight, effective risk management, and compliance with applicable laws. Although the integration of artificial intelligence can provide significant business advantages, it also presents risks and challenges that could affect the Corporation's business. See the "Risks and Uncertainties" section of the Corporation's Fiscal 2025 MD&A (Technology Risks).

The Corporation has an Information Security Committee chaired by the Chief Information Officer and comprised of representatives from various functions of the organization, including information technology, finance, and legal affairs. This committee meets at least quarterly to review progress made on the Corporation's information security roadmap as well as major developments. From a governance standpoint, the Corporation's Audit Committee oversees emerging information technology risks and cybersecurity risks, which include risks related to the use of artificial intelligence (AI). The Chief Information Officer delivers regular reports to the Audit Committee and to the Board of Directors.

### 5.16 Privacy

The Corporation requires all of its business partners and service providers that collect or process the personal information of the Corporation's employees or customers to sign data protection addendums imposing security requirements that are aligned with applicable data protection laws and allow the Corporation to conduct audits of its outsourcers. Additionally, the Corporation's privacy policy (the "Privacy Policy") outlines the types of personal information the Corporation collects, when and how such information may be collected, how the Corporation uses personal information, and the measures the Corporation takes to ensure that the personal information collected is appropriately protected. The Corporation's privacy officer manages compliance, complaints and inquiries regarding the Privacy Policy, which is available for information purposes only on the Corporation's website at [www.dollarama.com](http://www.dollarama.com).

### 5.17 Environmental, Social and Governance Matters

Dollarama is committed to managing its operations and resources responsibly and serving its customers with purpose to create sustainable long-term value for all its stakeholders. The Board of Directors is the ultimate steward of ESG matters. The oversight of ESG risks and opportunities is formally embedded in the Board of Directors' mandate and in each of its committee charters.

The Management Committee, chaired by the President and Chief Executive Officer, is responsible for the development and implementation of the Corporation's ESG strategy in alignment with business priorities and which takes into account the interests of the Corporation's stakeholders. The Management Committee is also responsible for reporting to the Board of Directors and its committees on ESG risks and opportunities. Both management and the Board of Directors engage proactively with stakeholders on an ongoing basis to better understand their expectations regarding ESG matters.

The Corporation also has a ESG Steering Committee, which is responsible for implementing and tracking projects in support of the Corporation's ESG strategy and for monitoring and identifying ESG and climate-related opportunities, risks, trends and regulations in support of the Management Committee.

All of the Corporation's reporting on ESG and other related information is available on the Corporation's website at [www.dollarama.com](http://www.dollarama.com). The information on the Corporation's website does not form part of this Annual Information Form.

### 5.18 Dollarcity

The Corporation holds, through Dollarama International, a 60.1% equity accounted investment in CARS of which 50.1% was acquired in 2019 and an additional 10% was acquired during Fiscal 2025 in connection with the Dollarcity Transaction. Dollarcity is a value retailer founded in 2009 and headquartered in Panama which operates stores in Latin America and represents the Corporation's second growth platform. Dollarcity has been successful in adapting locally the value retail concept developed by Dollarama in Canada.

The initial acquisition of the Corporation's majority interest in Dollarcity was completed in 2019, being six years after entering into a business relationship with Dollarcity pursuant to which the Corporation agreed, through Dollarama International, to share its business expertise and to provide sourcing services for the operations of the Dollarcity business and future expansion of Dollarcity's activities in agreed upon territories, namely El Salvador, Guatemala, Honduras, Costa Rica, Nicaragua, Panama, Colombia, Peru and Ecuador. Dollarama International also acts as Dollarcity's primary product vendor, either as principal or as intermediary.

Dollarama International and Dollarcity's business relationship is currently governed by a sourcing agreement and a services agreement entered into between the parties on February 4, 2022, each having an initial term of five years, subject to automatic renewal for successive one-year periods, unless terminated by either party at least 60 days before the close of the then-current term.

As part of the Dollarcity Transaction, Dollarama International and the Dollarcity founding stockholders established a new vehicle within the Dollarcity Group, ICM, the parent company of the entities that will operate the Mexico portion of the business, in which the Corporation and the Dollarcity founding stockholders indirectly have an 80.05% and 19.95% equity interest, respectively. In addition, the parties agreed on updated governance terms providing for the future expansion of the business into Mexico. Dollarcity expects to open its first stores in Mexico in the summer of 2025.

In connection with the Dollarcity Transaction, the Corporation also secured an option to acquire, at any time on or before December 31, 2027, an additional 9.89% equity interest in CARS and a corresponding 4.945% equity interest in ICM from Dollarcity's founding stockholders, who currently retain a 39.9% interest in CARS and a 19.95% interest in ICM.

The relationship between the parties is governed by a stockholders agreement entered into in August 2019 and as amended and restated in connection with the Dollarcity Transaction (the "Stockholders Agreement"), which provides for, among other things, certain specified strategic and operational decisions that are subject to the approval of all stockholders. These include, but are not limited to, decisions related to capital structure, nature of the business, merger and acquisition activities, executive officer appointments and remuneration, approval of annual budget and business plan, and any entry into a new country. As a result, Dollarcity is treated as an equity investee, and the Corporation is accounting for this investment as a joint arrangement using the equity method. The Corporation's 50.1% share of Dollarcity's net earnings for the period from January 1, 2024 to June 10, 2024 and its 60.1% share for the period from June 11, 2024 to December 31, 2024 amounted to \$129.9 million.

Under the terms of the Stockholders Agreement, Dollarcity's founding stockholders have a put right pursuant to which they can require, in certain circumstances, that Dollarama International purchase shares of CARS held by them at fair market value. This right may be exercised in the ordinary course by Dollarcity's founding stockholders during specified periods, subject to certain transaction size thresholds, required ownership thresholds and freeze and notice periods, among other conditions and restrictions. The put right may also be exercised upon the occurrence of certain extraordinary events, including a change in control of the Corporation and a sale of Dollarcity. Any exercise of the put right by the Dollarcity founding stockholders must include their corresponding proportionate interests in ICM. The Stockholders Agreement, as amended in connection with the Dollarcity Transaction also includes drag-along and tag-along rights in respect of CARS and ICM. The Corporation cannot predict whether the put right will be exercised or, if exercised, when and to what extent it will be exercised (provided that, subject to limited exceptions, the put right can, prior to February 4, 2027, be exercised for up to 14.9% of all shares of CARS outstanding). In the event that the put is exercised, the consideration payable by the Corporation may, depending on various factors, including those discussed above, be paid using cash on hand or financed in full or in part and, depending on the circumstances, may temporarily impact the Corporation's capital allocation strategy. See the "Risks and Uncertainties" section of the Corporation's Fiscal 2025 MD&A (Financial Risks – Liquidity).

Dollarcity's growth strategy is aligned with Dollarama's. As at December 31, 2024, being Dollarcity's fiscal year-end date, Dollarcity operated a total of 632 stores, including 77 in El Salvador, 108 in Guatemala, 368 in Colombia and 79 in Peru. This represents an increase of 100 to the total of 532 stores operated by Dollarcity as at December 31, 2023. Dollarcity's management currently has a long-term store target of 1050 Dollarcity stores by 2031, which contemplates stores in El Salvador, Guatemala, Colombia and Peru and does not take



into account any future expansion in Mexico. Dollarcity stores average 7,560 square feet and all but five stores are leased. A new Dollarcity store requires a minimal initial investment of approximately US\$0.5 million.

For its fiscal year ended December 31, 2024, Dollarcity's merchandise mix consisted of: (i) general merchandise, which represented approximately 49% of the product offering; (ii) consumable products, which represented approximately 42% of the product offering; and (iii) seasonal items, which represented approximately 9% of the product offering. Merchandise is sold in individual or multiple units at select, fixed price points up to US\$4.00 (or the equivalent in local currency) in El Salvador, Guatemala, Colombia and Peru. Dollarcity generated sales of US \$1,272.9 million (\$1,753.2 million) during its most recently completed fiscal year ended December 31, 2024. The Corporation's 50.1% share of Dollarcity's net earnings for the period from January 1, 2024 to June 10, 2024 and its 60.1% share for the period from June 11, 2024 to December 31, 2024 amounted to US\$94.3 million (\$129.9 million). Dollarcity's logistics network relies on several national warehouses, which also act as distribution centres, in addition to an international warehouse located in a free trade zone in El Salvador.

As at December 31, 2024, Dollarcity's corporate employee count was approximately 930, its store employee count approximately 6,610, and its warehousing and distribution employee count approximately 458, for a total of approximately 7,998 employees.

Management believes that there are significant growth opportunities in the value retail segment in Latin America due to favourable demographics and economic fundamentals in the region. The attractiveness of the retail market is evidenced by the growing presence of global retailers and brands in the area. To date, there is no significant presence of other pure play competitors in the countries where Dollarcity currently operates. However, Dollarcity faces competition from mass merchants, variety and discount stores, various speciality and online retailers and street vendors with respect to, among other things, price, product offering and merchandise quality. Dollarcity also competes with a number of companies for prime retail site locations and for the recruitment of qualified employees. See the "Risks and Uncertainties" sections of the Corporation's Fiscal 2025 MD&A (Risks Related to Business Operations – International Operations and Strategy and Corporate Structure Risks – Growth Strategy).

### **5.19 Risk Factors**

The Corporation's risk factors are discussed in the Fiscal 2025 MD&A and are incorporated by reference in this document. The Fiscal 2025 MD&A is available on the Corporation's website ([www.dollarama.com](http://www.dollarama.com)) and on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)). These risks may not be the only risks the Corporation faces. Other risks of which management is not aware or which are currently deemed to be immaterial may arise and have a material adverse impact on the Corporation, its business, results from operations and financial condition.

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## 6 DESCRIPTION OF CAPITAL STRUCTURE

The authorized capital of the Corporation consists of an unlimited number of common shares and an unlimited number of preferred shares issuable in series. As at February 2, 2025, there were 277,177,329 common shares issued (including 143,699 shares placed under the employee benefit plan trust by the Corporation to hedge its exposure in respect of grants made under its performance share unit plan) and outstanding and no preferred shares were issued and outstanding.

The summary below of the rights, privileges, restrictions and conditions attaching to the shares of the Corporation is subject to, and qualified by reference to, the Corporation's articles and by-laws, available on the Corporation's website at [www.dollarama.com](http://www.dollarama.com).

### 6.1 Common Shares

The holders of the common shares are entitled to one vote in respect of each common share held at all meetings of holders of shares, other than meetings at which only the holders of another class or series of shares are entitled to vote separately as a class or series. The holders of the common shares are entitled to receive any dividend declared by the Corporation in respect of the common shares, subject to the rights of the holders of other classes of shares. The holders of the common shares will be entitled to receive, subject to the rights of the holders of other classes of shares, the remaining property and assets of the Corporation available for distribution, after payment of liabilities, upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary.

### 6.2 Preferred Shares

The preferred shares are issuable at any time and from time to time in one or more series. The Board of Directors is authorized to fix, before any issuance, the number of, the consideration per share of, the designation of, and the provisions attaching to, the preferred shares of each series, which may include voting rights, the whole subject to the issuance of a certificate of amendment setting forth the designation and provisions attaching to the preferred shares of the series. The preferred shares of each series will rank on a parity with the preferred shares of every other series and will be entitled to preference over the common shares and any other shares ranking junior to the preferred shares with respect to payment of dividends and distribution of any property or assets in the event of the Corporation's liquidation, dissolution or winding-up, whether voluntary or involuntary. If any cumulative dividends (whether or not declared), non-cumulative dividends declared or amounts payable on a return of capital are not paid in full, the preferred shares of all series will participate rateably in accordance with the amounts that would be payable on such preferred shares if all such dividends were declared and paid in full or the sums that would be payable on such shares on the return of capital were paid in full, as the case may be.

### 6.3 Normal Course Issuer Bid

On July 4, 2024, the Corporation announced the renewal of its normal course issuer bid and launched the 2024-2025 NCIB to repurchase, during the 12-month period from July 7, 2024 to July 6, 2025, up to 16,549,476 common shares, representing 6.0% of the 275,824,605 common shares issued and outstanding as at the close of markets on June 28, 2024.

On April 3, 2024, the Corporation amended the 2023-2024 NCIB in connection with the establishment of an employee benefit plan trust for purposes of facilitating the holding and administering of common shares that may be purchased from time to time to hedge the Corporation's exposure in respect of grants made under its performance share unit plan, including to settle its obligations under such plan. Such feature also exists under the terms of the 2024-2025 NCIB. Common shares purchased and placed under the employee benefit plan trust are counted towards the maximum number of securities that the Corporation was entitled to acquire or may in the future acquire under the 2023-2024 NCIB and the 2024-2025 NCIB, as applicable.

As at February 2, 2025, the Corporation had repurchased a total of 5,076,653 common shares (including shares purchased to hedge the Corporation's exposure in respect of grants made under its performance

share unit plan) under the 2024-2025 NCIB, at a weighted average price of \$138.90 per common share, for a total cash consideration of \$705.2 million, excluding the tax on share repurchases.

Since the launch of the Corporation's inaugural normal course issuer bid in June 2012 up until March 31, 2025, the Corporation repurchased a total of 194,467,872 common shares (including shares purchased to settle grants made under the Corporations performance share unit plan or to hedge its exposure in respect thereof), at a weighted average price of \$38.35 per common share, for a total cash consideration of \$7.5 billion, excluding the tax on share repurchases.

| NCIB                     | Period of Coverage                            | Number of Common Shares Repurchased for Cancellation | Weighted Average Price per Common Share | Value of Common Shares Repurchased for Cancellation |
|--------------------------|---|--|---|---|
| 2012-2013                | June 15, 2012 to June 14, 2013                | 15,499,584   | \$10.06                                 | \$155.9 million                                     |
| 2013-2014 <sup>(1)</sup> | June 17, 2013 to June 16, 2014                | 39,988,128   | \$13.82                                 | \$552.8 million                                     |
| 2014-2015                | June 17, 2014 to June 16, 2015                | 14,051,574   | \$18.91                                 | \$265.7 million                                     |
| 2015-2016 <sup>(2)</sup> | June 17, 2015 to June 16, 2016                | 28,685,733   | \$28.58                                 | \$820.0 million                                     |
| 2016-2017                | June 17, 2016 to June 16, 2017                | 17,925,486   | \$33.59                                 | \$602.2 million                                     |
| 2017-2018                | June 19, 2017 to June 18, 2018                | 14,061,366   | \$47.89                                 | \$673.4 million                                     |
| 2018-2019 <sup>(3)</sup> | June 20, 2018 to June 19, 2019                | 12,980,884   | \$37.88                                 | \$491.7 million                                     |
| 2019-2020                | July 5, 2019 to July 4, 2020                  | 7,089,040  | \$46.15                                 | \$327.1 million                                     |
| 2020-2021                | July 7, 2020 to July 6, 2021                  | 7,807,079  | \$56.46                                 | \$440.8 million                                     |
| 2021-2022                | July 7, 2021 to July 6, 2022                  | 16,227,177   | \$62.84                                 | \$1,019.7 million                                   |
| 2022-2023                | July 7, 2022 to July 6, 2023                  | 6,791,075  | \$82.10                                 | \$557.6 million                                     |
| 2023-2024 <sup>(4)</sup> | July 7, 2023 to July 6, 2024                  | 8,284,093 <sup>(5)</sup>                             | \$104.54                                | \$866.0 million                                     |
| 2024-2025                | July 7, 2024 to March 31, 2025 <sup>(6)</sup> | 5,076,653 <sup>(7)</sup>                             | \$138.90                                | \$705.2 million                                     |
| <b>Total</b>             |   | <b>194,467,872</b>                                   | <b>\$38.45</b>                          | <b>\$7,478.1 million</b>                            |

<sup>(1)</sup> As amended on January 22, 2014.

<sup>(2)</sup> As amended successively on December 9, 2015 and March 30, 2016.

<sup>(3)</sup> As amended on December 5, 2018.

<sup>(4)</sup> As amended on April 3, 2024.

<sup>(5)</sup> Including shares purchased to settle grants made under the Corporation's performance share unit plan.

<sup>(6)</sup> The 2024-2025 NCIB is ongoing and is set to expire on July 6, 2025.

<sup>(7)</sup> Including shares purchased to hedge the Corporation's exposure in respect of grants made under its performance share unit plan.

## 7 DIVIDENDS

The Corporation has paid quarterly dividends on its common shares since 2011. The most recent increase, to \$0.1058 per common share, was approved on April 2, 2025 and was designated as an “eligible dividend” for Canadian tax purposes. The Board of Directors determined that this latest level of quarterly dividend is appropriate based on the Corporation’s current cash flow, earnings, financial position and other relevant factors.

The payment of each quarterly dividend remains subject to the declaration of that dividend by the Board of Directors. The actual amount of each quarterly dividend, as well as each declaration date, record date and payment date are subject to the discretion of the Board of Directors, which will be dependent upon the Corporation’s capital requirements, financial performance, liquidity, outlook and other factors that the Board of Directors may deem relevant.

The following table sets out the cash dividends declared during Fiscal 2023, Fiscal 2024 and Fiscal 2025.

| Date of Declaration | Date of Payment                 | Amount of Dividend per Common Share |
|---------------------|---------------------------------|-------------------------------------|
| March 29, 2022      | May 6, 2022                     | \$0.0553                            |
| June 7, 2022        | August 5, 2022                  | \$0.0553                            |
| September 8, 2022   | November 4, 2022                | \$0.0553                            |
| December 6, 2022    | February 3, 2023                | \$0.0553                            |
| March 28, 2023      | May 5, 2023                     | \$0.0708                            |
| June 6, 2023        | August 4, 2023                  | \$0.0708                            |
| September 12, 2023  | November 3, 2023                | \$0.0708                            |
| December 12, 2023   | February 2, 2024                | \$0.0708                            |
| April 3, 2024       | May 3, 2024                     | \$0.0920                            |
| June 11, 2024       | August 2, 2024                  | \$0.0920                            |
| September 10, 2024  | November 1, 2024                | \$0.0920                            |
| December 3, 2024    | February 7, 2025 <sup>(1)</sup> | \$0.0920                            |

<sup>(1)</sup> Dividends have historically been paid at the beginning of the quarter following the declaration date. Consequently, the dividend declared in the fourth quarter of Fiscal 2025 was paid at the beginning of the first quarter of Fiscal 2026.

## 8 DESCRIPTION OF MATERIAL INDEBTEDNESS

The table below summarizes the principal amounts outstanding as at February 2, 2025 under the Credit Facility, the Senior Unsecured Notes (as hereinafter defined) and the US Commercial Paper Program, which are described in greater details hereunder.

| Type                         | Maturity   | Principal Amount Outstanding<br>(as at February 2, 2025) |
|------------------------------|--|--|
| Credit Facility – Facility A | 2029-06-28   | Nil  |
| Credit Facility – Facility B | 2027-06-28   |  |
| Credit Facility – Facility C | 2027-06-28   |  |
| Credit Facility – Facility D | 2025-06-27   |  |
| 5.165% Fixed Rate Notes      | 2030-04-26   | \$450.0 million  |
| 2.443% Fixed Rate Notes      | 2029-07-09   | \$375.0 million  |
| 5.533% Fixed Rate Notes      | 2028-09-26   | \$500.0 million  |
| 1.505% Fixed Rate Notes      | 2027-09-20   | \$300.0 million  |
| 1.871% Fixed Rate Notes      | 2026-07-08   | \$375.0 million  |
| 5.084% Fixed Rate Notes      | 2025-10-27   | \$250.0 million  |
| USCP Notes                   | Maturities may range from overnight to 397 days from the date of issue | Nil  |
| <b>Total</b>                 |  | <b>\$2,250.0 million</b>                                 |

### 8.1 Credit Facility

The Credit Facility currently consists of four separate unsecured revolving credit facilities totalling \$1,050.0 million, made available under the Third Amended and Restated Credit Agreement entered into between the Corporation and the lenders on February 14, 2020, as amended on March 13, 2020, September 21, 2020, March 9, 2021, July 6, 2021, July 5, 2022, July 5, 2023 and June 28, 2024 (the “Credit Agreement”).

The June 28, 2024 amendment was entered into in order to, among other things, extend the terms of its revolving credit facilities by one year so that the term now ends, for Facility A, on June 28, 2029, for Facility B and Facility C, on June 28, 2027, and for Facility D, on June 27, 2025.

Under the Credit Agreement, the Corporation may, under certain circumstances and subject to receipt of additional commitments from existing lenders or other eligible institutions, request increases to the Credit Facility up to an aggregate amount, together with all then-existing commitments, of \$1,500.0 billion.

During Fiscal 2023, the Corporation converted its syndicated credit facilities into sustainability-linked credit facilities and introduced, among other things, an annual pricing adjustment which may reduce or increase the borrowing cost applicable thereunder based on the Corporation’s annual performance against specific sustainability-performance targets set for each financial year during the term of the Credit Facility. As a result of a change in the Corporation’s methodology to assess greenhouse gas emissions and the fact that the Corporation is in the process of re-assessing its greenhouse gas emissions intensity reduction target, the Corporation and the lenders party to its Credit Agreement agreed that the performance target relating to Scope 1 and Scope 2 greenhouse gas emissions intensity would not be reported and applied during Fiscal 2025, and that only the target relating to female representation in management level positions would apply.

The margin applicable under the Corporation's Credit Facility, ranging from 0% to 1.70% per annum, is calculated based on a leverage ratio reported on a quarterly basis to the lenders and, pursuant to the sustainability pricing adjustment described above, may be increased or decreased each fiscal year. The Credit Agreement requires the Corporation to respect a minimum interest coverage ratio and a maximum leverage ratio, each tested quarterly on a consolidated basis. The Corporation has the option to borrow in Canadian or U.S. dollars.

The Credit Facility is guaranteed by Dollarama L.P. and Dollarama GP Inc. (collectively, with the Corporation, the “Credit Parties”). The Credit Agreement contains restrictive covenants that, subject to certain exceptions, limit the ability of the Credit Parties to, among other things, incur, assume, or permit to exist senior ranking

indebtedness or liens, engage in mergers, acquisitions, asset sales or sale-leaseback transactions, alter the nature of the business and engage in certain transactions with affiliates. The Credit Agreement also limits the ability of the Corporation, in certain circumstances, to make loans, declare dividends and make payments on, or redeem or repurchase equity interests, including if there exists a default or an event of default thereunder. See “Business of the Corporation – Environmental, Social and Governance Matters” and the “Risks and Uncertainties” section of the Corporation’s Fiscal 2025 MD&A (Financial Risks – Indebtedness).

## 8.2 Senior Unsecured Notes

All of the Corporation’s currently outstanding Senior Unsecured Notes (as defined below) were issued under a trust indenture dated September 18, 2020 between the Corporation and Computershare Trust Company of Canada, as trustee, and supplemental indentures thereto (such indenture, together with the applicable supplemental indentures governing each series of Senior Unsecured Notes, the “Trust Indenture”). Pursuant to the Trust Indenture, the Corporation may issue fixed rate or floating rate senior unsecured notes (the “Senior Unsecured Notes”) from time to time. Proceeds from offerings are generally used to reimburse outstanding indebtedness and/or for general corporate purposes.

The Senior Unsecured Notes are direct unsecured obligations of the Corporation and rank equally and *pari passu* with all other existing and future unsecured and unsubordinated indebtedness of the Corporation. The Senior Unsecured Notes are effectively subordinated to all of the Corporation’s existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness. They will rank senior in right of payment to all future obligations of the Corporation that are, by their terms, expressly subordinated in right of payment thereto and equal in right of payment with all existing and future obligations of the Corporation that are not so subordinated.

The Senior Unsecured Notes are solidarily (jointly and severally) guaranteed, on a senior unsecured basis, as to the payment of principal, interest and premium, if any, and of certain other amounts specified in the Trust Indenture by certain subsidiaries of the Corporation representing combined EBITDA, when aggregated with the EBITDA of the Corporation (on a non-consolidated basis), of at least 80% of the consolidated EBITDA. As at the date hereof, Dollarama L.P. and Dollarama GP Inc. are the only guarantors. So long as any Senior Unsecured Notes remain outstanding and the Credit Facility is in full force and effect, all of the Corporation’s subsidiaries that are guarantors from time to time in respect of indebtedness under the Credit Facility will be guarantors in respect of the Senior Unsecured Notes. If at any time the Credit Agreement is no longer in force and effect, the Corporation’s subsidiaries that would have been required to be guarantors in respect of indebtedness under the Credit Agreement according to the applicable test, conditions or set of criteria will constitute guarantors in respect of the Senior Unsecured Notes.

The Corporation may, at its option, at any time and from time to time, make an offer to purchase the Senior Unsecured Notes for cancellation, which may include purchases from or through an investment dealer or a firm holding membership on a recognized stock exchange or by tender, open market purchases, or by private contract, in each case, at any price.

The Corporation may also, at its option, redeem the Senior Unsecured Notes, in whole or in part, at any time and from time to time, by giving not more than 60 days’ and not less than 10 days’ notice prior to the date fixed for redemption to the holders of the Senior Unsecured Notes to be redeemed, at a redemption price equal to the greater of (a) the Canada Yield Price (as defined in the Trust Indenture) and (b) par, together, in each case, with accrued and unpaid interest, if any, to the date fixed for redemption.

Under the Trust Indenture, if a Change of Control Triggering Event occurs (as defined in the Trust Indenture), the Corporation will be required to make (or arrange for a third party to make) an offer to repurchase all or, at the option of each holder of Senior Unsecured Notes, any part (equal to \$1,000 or an integral multiple thereof) of such holder's notes, at a purchase price payable in cash equal to 101% of the outstanding principal amount thereof, plus accrued and unpaid interest, if any, to the date of purchase.

### 8.3 US Commercial Paper Program

Under the terms of its US Commercial Paper Program, the Corporation may issue, from time to time, USCP Notes, being unsecured commercial paper notes with maturities not in excess of 397 days from their date of issue, on a private placement basis. The aggregate principal amount of USCP Notes that may be outstanding at any one time under the US Commercial Paper Program may not exceed US\$700.0 million. The Corporation uses derivative instruments to convert the net proceeds from the issuance of USCP Notes into Canadian dollars, and uses those proceeds for general corporate purposes.

The USCP Notes are direct unsecured obligations of the Corporation and rank equally and *pari passu* with all other existing and future unsecured and unsubordinated indebtedness of the Corporation. The USCP Notes are effectively subordinated to all of the Corporation's existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness. They will rank senior in right of payment to all future obligations of the Corporation that are, by their terms, expressly subordinated in right of payment thereto and equal in right of payment with all existing and future obligations of the Corporation that are not so subordinated.

The USCP Notes are unconditionally guaranteed by Dollarama L.P. and Dollarama GP Inc., each a wholly-owned subsidiary of the Corporation. The Corporation's Credit Facility serves as a liquidity backstop for the repayment of USCP Notes issued under the US Commercial Paper Program.



## 9 RATINGS

A credit rating generally provides an indication of the risk that the borrower will not fulfill its full obligations in a timely manner with respect to both interest and principal commitments.

The Corporation's ability to raise financing depends on its ability to access the public and private equity and debt capital markets as well as the bank credit market. Its ability to access such markets and the cost and amount of funding available depend partly on the quality of its credit ratings at the time capital is raised. Investment-grade ratings usually mean that when the Corporation borrows money, it qualifies for lower interest rates than corporations that have ratings below investment-grade. Credit ratings are subject to change based on a number of factors including, but not limited to, Dollarama's financial strength, competitive position, liquidity and other factors that may not be completely within Dollarama's control. Any rating downgrade could result in adverse consequences for the Corporation's funding capacity or ability to access the capital markets. See the "Risks and Uncertainties" section of the Corporation's Fiscal 2025 MD&A (Financial Risks – Changes in Creditworthiness).

As at March 31, 2025, the Corporation's USCP Notes are rated by Moody's Investors Service ("Moody's") and S&P Global Ratings ("S&P"), and its Senior Unsecured Notes by DBRS Morningstar ("DBRS"). In addition, the Corporation has long-term issuer ratings provided by DBRS, Moody's and S&P.

The following explanations of the rating categories received for the Corporation's securities and long-term issuer ratings have been published by the applicable rating agencies. The explanations and corresponding rating categories provided below are subject to change by the applicable rating agencies.

| Short-Term Debt Securities | Rating Agency | Rating | Rank        | Explanation of Rating Category Received   |
|----------------------------|---------------|--------|-------------|---|
| USCP Notes                 | Moody's       | P-2    | 2 out of 4  | <ul style="list-style-type: none"> <li>Moody's short-term debt ratings vary between P-1 (highest quality) and NP (lowest quality)</li> <li>A P-2 rating acknowledges a strong ability to repay short-term debt obligations</li> </ul>   |
|                            | S&P           | A-2    | 3 out of 7  | <ul style="list-style-type: none"> <li>S&amp;P's short-term debt ratings vary between A-1+ (highest quality) and D (lowest quality)</li> <li>An A-2 rating means that the issuer's capacity to meet financial commitments on the obligation is considered satisfactory</li> <li>Debt securities rated A-2 are somewhat more susceptible to changing circumstances and economic conditions than obligations rated higher</li> </ul>  |
| Long-Term Debt Securities  | Rating Agency | Rating | Rank        | Explanation of Rating Category Received   |
| Senior Unsecured Notes     | DBRS          | BBB    | 9 out of 26 | <ul style="list-style-type: none"> <li>DBRS' long-term debt ratings vary between AAA (highest quality) to D (lowest quality)</li> <li>Ratings from AA to C may be modified by a "(high)" or "(low)" designation. The absence of either a "(high)" or "(low)" designation indicates the rating is in the middle of the category</li> <li>A BBB rating denotes the following: <ul style="list-style-type: none"> <li>Adequate credit quality</li> <li>Capacity for the payment of financial obligations is considered acceptable</li> <li>May be vulnerable to future events</li> </ul> </li> </ul> |

| Long-Term Issuer Ratings | Rating Agency | Rating | Rank        | Explanation of Rating Category Received  |
|--------------------------|---------------|--------|-------------|--|
|                          | DBRS          | BBB    | 9 out of 26 | <ul style="list-style-type: none"> <li>→ DBRS' long-term issuer ratings vary between AAA (highest quality) to D (lowest quality)</li> <li>→ Ratings from AA to C may be modified by a "(high)" or "(low)" designation. The absence of either a "(high)" or "(low)" designation indicates the rating is in the middle of the category</li> <li>→ A rating of BBB low or higher is an investment grade rating</li> <li>→ A BBB rating denotes the following: <ul style="list-style-type: none"> <li>○ Adequate credit quality</li> <li>○ Capacity for the payment of financial obligations is considered acceptable</li> <li>○ May be vulnerable to future events</li> </ul> </li> </ul>                           |
|                          | Moody's       | Baa2   | 9 out of 21 | <ul style="list-style-type: none"> <li>→ Moody's long-term issuer ratings vary between Aaa (highest quality) and C (lowest quality)</li> <li>→ Numerical modifiers 1, 2, and 3 are appended to ratings from Aa through Caa. The modifier 1 indicates a ranking in the higher end of the generic rating category, the modifier 2 indicates a mid-range ranking and the modifier 3 indicates a ranking in the lower end of the generic rating category</li> <li>→ A rating of Baa3 or higher is an investment grade rating</li> <li>→ A Baa2 rating means that the issuer is subject to moderate credit risk and is considered medium-grade and as such may possess certain speculative characteristics</li> </ul> |
|                          | S&P           | BBB    | 9 out of 22 | <ul style="list-style-type: none"> <li>→ S&amp;P's long-term issuer ratings vary between AAA (highest quality) and D (lowest quality)</li> <li>→ Ratings from AA to CC may be modified by a plus "+" or minus "-" sign to show relative standing within a particular rating category</li> <li>→ A rating of BBB- or higher is an investment grade rating</li> <li>→ A BBB rating denotes the following: <ul style="list-style-type: none"> <li>○ Adequate capacity to meet financial commitments</li> <li>○ Adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments</li> </ul> </li> </ul>                                      |

As at March 31, 2025, the Corporation's credit ratings have a stable outlook from DBRS, Moody's and S&P. The rating outlook indicates the likely direction of an issuer's rating over the medium term.

These ratings provide investors with an independent measure of the credit quality of an issue of securities. However, there is no assurance that a rating will remain in effect for any given period of time or that a rating will not be lowered, withdrawn or revised by either rating agency if, in its judgment, circumstances so warrant. The rating of any debt securities is not a recommendation to buy, sell or hold such securities, inasmuch as such ratings do not comment as to market price or suitability for a particular investor. Each credit rating should be evaluated independently of any other credit rating.

In the past two years, the Corporation has paid fees to rating agencies to obtain ratings and expects to pay similar fees in the future pursuant to service agreements entered into with such rating agencies. No additional payment was made to ratings agencies for other services provided to the Corporation during the last two fiscal years.

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## 10 MARKET FOR SECURITIES

### 10.1 Trading Price and Volume

The common shares are listed for trading on the TSX under the symbol “DOL”. The following table shows the monthly range of high, low and closing prices, as well as total monthly volumes traded on the TSX and alternative trading systems for Fiscal 2025.

| Calendar Month | Monthly High<br>\$ | Monthly Low<br>\$ | Close<br>\$ | Total Monthly<br>Volume |
|----------------|--------------------|-------------------|-------------|-------------------------|
| February 2024  | \$107.79           | \$98.14           | \$104.98    | 15,242,341              |
| March 2024     | \$106.48           | \$100.76          | \$103.19    | 16,520,247              |
| April 2024     | \$117.18           | \$100.26          | \$114.84    | 23,088,735              |
| May 2024       | \$129.16           | \$113.50          | \$129.00    | 19,243,555              |
| June 2024      | \$128.30           | \$115.00          | \$124.91    | 28,583,423              |
| July 2024      | \$132.24           | \$124.39          | \$129.43    | 17,572,945              |
| August 2024    | \$137.84           | \$125.42          | \$136.50    | 17,289,989              |
| September 2024 | \$138.88           | \$124.99          | \$138.54    | 22,114,555              |
| October 2024   | \$145.55           | \$135.44          | \$144.89    | 17,712,593              |
| November 2024  | \$152.97           | \$141.72          | \$145.84    | 21,455,375              |
| December 2024  | \$149.94           | \$137.08          | \$140.28    | 26,045,433              |
| January 2025   | \$142.42           | \$132.68          | \$137.53    | 23,233,697              |

## 11 DIRECTORS AND OFFICERS

### 11.1 Directors

The following table sets out profile information, as at the date hereof, for each director. Directors are elected annually and, unless re-elected, retire from office at the end of the next annual meeting of shareholders.

| Name, Province or State and Country of Residence | Position(s) with the Corporation                        | Director Since | Principal Occupation   | Previously Held Positions (Last Five Years)   |
|--|---|----------------|--|---|
| Stephen Gunn<br>Ontario, Canada                  | Independent Chairman of the Board of Directors          | 2009           | Corporate Director   | —   |
| Joshua Bekenstein<br>Massachusetts, USA          | Independent Director                                    | 2004           | Senior Advisor<br>Bain Capital Partners, LP                              | —   |
| Gregory David<br>Ontario, Canada                 | Director  | 2004           | Chief Executive Officer<br>GRI Capital Inc.                              | —   |
| Elisa D. Garcia C.<br>Florida, USA               | Independent Director                                    | 2015           | Corporate Director   | Chief Legal Officer<br>Macy's, Inc.<br>(from Sept. 2016 to Oct. 2023)   |
| Kristin Mugford<br>Massachusetts, USA            | Independent Director                                    | 2018           | Senior Lecturer of<br>Business Administration<br>Harvard Business School | —   |
| Nicholas Nomicos<br>Massachusetts, USA           | Independent Director                                    | 2004           | Senior Advisor<br>Nonantum Capital<br>Partners, LLC                      | Managing Director<br>Nonantum Capital Partners,<br>LLC<br>(from Apr. 2018 to Dec. 2021)   |
| Neil Rossy<br>Quebec, Canada                     | Director<br>President and<br>Chief Executive<br>Officer | 2004           | President and Chief<br>Executive Officer<br>Dollarama Inc.               | —   |
| Samira Sakhia<br>Quebec, Canada                  | Independent<br>Director                                 | 2021           | President and Chief<br>Executive Officer<br>Knight Therapeutics Inc.     | President and Chief Operating<br>Officer<br>Knight Therapeutics Inc.<br>(from 2016 to 2021)   |
| Thecla Sweeney<br>Ontario, Canada                | Independent<br>Director                                 | 2023           | Partner<br>Alphi Capital Inc.  | Chief Executive Officer<br>Motion LP<br>(from Oct. 2020 to Apr. 2022)<br>Partner<br>Birch Hill Equity Partners<br>Management Inc.<br>(from 2010 to Jul. 2022) |
| Huw Thomas, FCPA, FCA<br>Ontario, Canada         | Independent<br>Director                                 | 2011           | Corporate Director   | —   |

### Composition of the Committees of the Board of Directors

The following table sets out, as at the date hereof, the composition of the committees of the Board of Directors.

| Human Resources and Compensation Committee | Audit Committee               | Nominating and Governance Committee |
|--|-------------------------------|-------------------------------------|
| Kristin Mugford (Chair)                    | Huw Thomas, FCPA, FCA (Chair) | Stephen Gunn (Chair)                |
| Joshua Bekenstein                          | Kristin Mugford               | Elisa Garcia                        |
| Elisa Garcia                               | Nicholas Nomicos              | Thecla Sweeney                      |
| Stephen Gunn                               | Samira Sakhia                 | Huw Thomas, FCPA, FCA               |
|  | Thecla Sweeney                |                                     |

## 11.2 Executive Officers

The following table sets out profile information, as at the date hereof, for each executive officer.

| Name, Province or State and Country of Residence | Position(s) with the Corporation                             | Executive Officer Since | Previously Held Positions (Last Five Years)   |
|--|--|-------------------------|---|
| Neil Rossy<br>Quebec, Canada                     | President and Chief Executive Officer                        | 2016 <sup>(1)</sup>     | —   |
| Patrick Bui<br>Quebec, Canada                    | Chief Financial Officer                                      | 2023                    | Chief Financial Officer<br>Transat A.T. Inc.<br>(from Nov. 2021 to Dec. 2023)<br>Chief Financial Officer<br>Kruger Energy L.P.<br>(from Jan. 2018 to Nov. 2021)                       |
| Johanne Choinière<br>Ontario, Canada             | Chief Operating Officer                                      | 2014                    | —   |
| Nicolas Hien<br>Quebec, Canada                   | Chief Information Officer <sup>(2)</sup>                     | 2021                    | Senior Vice-President,<br>Project Management and Systems<br>Dollarama Inc.<br>(from 2017 to Feb. 2021)  |
| Geoffrey Robillard<br>Quebec, Canada             | Senior Vice-President, Import Division                       | 2004                    | —   |
| Mark Di Pesa<br>Quebec, Canada                   | Senior Vice-President, Human Resources                       | 2021                    | Senior Vice-President,<br>Human Resources<br>Saputo Inc.<br>(from Apr. 2019 to May 2021)  |
| Laurence L'Abbé<br>Quebec, Canada                | Senior Vice-President, Legal Affairs and Corporate Secretary | 2022                    | Deputy General Counsel<br>The Lion Electric Company<br>(from Jan. 2022 to Jul. 2022)<br>Director, Legal Affairs<br>Caisse de dépôt et placement du Québec<br>(from 2018 to Dec. 2021) |
| John Assaly<br>Quebec, Canada                    | Vice-President, Global Procurement                           | 2013                    | —   |

<sup>(1)</sup> Mr. Rossy serves as President and Chief Executive Officer of the Corporation since May 1, 2016. Prior to being appointed to this office by the Board of Directors, he had served as Chief Merchandising Officer of Dollarama since 2010.

<sup>(2)</sup> Since August 14, 2019, Nicolas Hien is also Executive Vice-President of Dollarcity.

As a group, the directors and executive officers of the Corporation beneficially owned, or controlled or directed, directly or indirectly, a total of 6,299,641 common shares, representing approximately 2.27% of the common shares outstanding, on a non-diluted basis, as at March 31, 2025.

### 11.3 Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Corporation, no director or executive officer:

- (a) is, as at the date of this Annual Information Form, or was, within the 10 years before the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any company (including the Corporation) that,
  - (i) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (ii) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

For the purposes of the paragraphs above, “order” means (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days.

To the knowledge of the Corporation, no director or executive officer, or no shareholder holding a sufficient number of common shares to affect materially the control of the Corporation:

- (a) is, as at the date of this Annual Information Form, or has been within the 10 years before the date of this Annual Information Form, a director or executive officer of any company (including the Corporation) 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; or
- (b) has, within the 10 years before the date of this Annual Information Form, 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;

except for:

- (i) Stephen Gunn, a director of the Corporation, who was from 2016 to 2018 a director of Golf Town Canada Inc., which sought and obtained protection under the *Companies’ Creditors Arrangement Act* (Canada) (the “CCAA”) in September 2016, and who was from 2012 to January 2023 a director of Mastermind Toys, which filed for protection under the CCAA in November 2023; and
- (ii) Joshua Bekenstein, a director of the Corporation, who was from 2005 to 2019 a director of Toys “R” Us, Inc., which filed for bankruptcy in the United States and for protection under the CCAA in Canada in September 2017, and who was from 2010 to 2017 a director of The Gymboree Corporation, which filed for bankruptcy in the United States in June 2017 and for protection under the CCAA in Canada in January 2019.

To the knowledge of the Corporation, no director or executive officer, or no shareholder holding a sufficient number of common shares to affect materially the control of the Corporation:

- (a) has 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
- (b) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

## 11.4 Conflicts of Interest

To the best of management's knowledge, other than the real property leases with entities related to the Corporation's Chief Executive Officer, there are no known existing or potential material conflicts of interest among the Corporation and its directors, officers or other members of management as a result of their outside business interests, except that certain directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Corporation and their duties as a director or officer of such other companies. See "Directors and Officers" and "Interest of Management and Others in Material Transactions".

## 11.5 Indemnification and Insurance

The Corporation currently purchases directors and officers insurance coverage. The Corporation also entered into indemnification agreements with each of its directors. The indemnification agreements generally require that the Corporation indemnify and hold the indemnitees harmless to the greatest extent permitted by law for liabilities arising out of the indemnitees' service to the Corporation as directors, 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 Corporation'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 their conduct was unlawful. The indemnification agreements also provide for the advancement of defence expenses to the indemnitees by the Corporation.



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## 12 AUDIT COMMITTEE INFORMATION

### 12.1 Charter of the Audit Committee

The Board of Directors has adopted a written charter (the “Charter of the Audit Committee”) setting out the responsibilities of the Audit Committee, which include, among other things, (i) reviewing the financial statements of the Corporation and public disclosure documents containing financial information and reporting on such review to the Board of Directors, (ii) ensuring that adequate procedures are in place for the review of the Corporation’s public disclosure documents that contain financial information, (iii) overseeing the work and reviewing the independence of the external auditor and (iv) reviewing, evaluating and approving the internal control procedures that are implemented and maintained by management.

As part of its mandate, the Audit Committee has been delegated the primary risk oversight responsibility, including with respect to cybersecurity, ESG risk oversight, and reports periodically to the Board of Directors on its findings. More specifically, the Audit Committee is responsible to ensure that risks or exposures facing the Corporation, including emerging information technology risks and cybersecurity risks, are identified, assessed, monitored and appropriately managed and mitigated, to review and approve the Corporation’s financial and ESG disclosure, including the ESG report, to approve ESG strategies and opportunities driven by management, including with respect to the Corporation’s climate strategy, and to report to the Board of Directors on priorities, challenges and progress.

A copy of the Charter of the Audit Committee, which was last amended on April 3, 2024, is attached to this Annual Information Form as Appendix A and is available on the Corporation’s website at [www.dollarama.com](http://www.dollarama.com).

### 12.2 Composition of the Audit Committee

As at the date hereof, the Audit Committee is composed of five members, namely Huw Thomas (Chair), Kristin Mugford, Nicholas Nomicos, Samira Sakhia and Thecla Sweeney. Each member of the Audit Committee is independent and financially literate within the meaning of *National Instrument 52-110 – Audit Committees*.

### 12.3 Relevant Education and Experience of the Audit Committee Members

Each member of the Audit Committee has (i) an understanding of the accounting principles used by the Corporation to prepare its financial statements, (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions, (iii) experience in the preparation, audit, analysis or evaluation of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation’s financial statements (or experience in actively supervising individuals engaged in same), and (iv) an understanding of the internal controls and procedures necessary for financial reporting.

In addition to their general business experience, the education and experience of each member of the Audit Committee that is relevant to the performance of his or her responsibilities are as follows:

#### Huw Thomas (Chair)

##### Corporate Director

Director since 2011  
Independent

Huw Thomas, FCPA, FCA, served as Chief Executive Officer of SmartCentres Real Estate Investment Trust ("SmartCentres REIT") from 2013 to June 2018 and also occupied the office of President of SmartCentres REIT from 2013 to August 2016. He remained a trustee of SmartCentres REIT until May 2019. Prior to that, from 1996 to 2010, Mr. Thomas served in various senior financial roles at Canadian Tire Corporation, Limited, including nine years as Chief Financial Officer. Mr. Thomas is also chairman of the board of directors of Chartwell Retirement Residences. He holds a Bachelor of Science degree in Economics from the University of London (U.K.) and is a Certified U.K. and Canadian Chartered Professional Accountant. He received his Fellowship designation (FCPA) from the Chartered Professional Accountants of Ontario in 2013.

#### Kristin Mugford

##### Senior Lecturer

Harvard Business School

Director since 2018  
Independent

Kristin Mugford is the Melvin Tukman Senior Lecturer of Business Administration in the Finance Unit at the Harvard Business School and Senior Associate Dean for Culture and Community. Prior to academia, she spent nearly 20 years with Bain Capital Partners, LP, joining their private equity business in 1994, where she focused on the consumer and media industries, before becoming the firm's first female managing director. In 1998, she helped start Bain Capital Credit, LP (formerly known as Sankaty Advisors, LP), the credit affiliate of Bain Capital Partners, LP, where she was a senior member of its management and investment committee. She began her career at the Walt Disney Company. Since June 2022, Ms. Mugford serves as a director of Perella Weinberg Partners LP and as a member of its audit committee and compensation committee. She was also a member of the board of directors of Towne Park, a leading parking and hospitality services provider, from July 2016 up until June 2023. Ms. Mugford graduated from Harvard Business School as a Baker Scholar and holds an AB with honors in economics from Harvard College.

#### Nicholas Nomicos

##### Senior Advisor

Nonantum Capital Partners, LLC

Director since 2004  
Independent

Nicholas Nomicos is a Senior Advisor at Nonantum Capital Partners, LLC, a middle market private equity firm that he founded with other executives in 2018. He served as its Managing Director from April 2018 to December 2021. Mr. Nomicos is also a director of BRP Inc. and a member its audit committee as well as its investment and risk committee. He acted as Chair of BRP's audit committee between July 2022 and May 2024. He also sits on the boards of two private companies, Christianbook, LLC and Luxury Brand Holdings, dba Ross-Simons, a private multi-channel retailer based in the United States. Until December 2016, Mr. Nomicos was Managing Director at Bain Capital Credit, LP (formerly known as Sankaty Advisors, LP), the credit affiliate of Bain Capital Partners, LP. Prior to 2011, he was an Operating Partner at Bain Capital Partners, LP where he worked since 1999 in a variety of investments in the manufacturing and consumer product sectors. Mr. Nomicos received a Bachelor of Science in Engineering from Princeton University and a Master of Business Administration (MBA) from Harvard Business School.

#### Samira Sakhia

##### President and Chief Executive Officer

Knight Therapeutics Inc.

Director since 2021  
Independent

Samira Sakhia is the Chief Executive Officer and President as well as a member of the board of directors of Knight Therapeutics Inc. ("Knight"), a leading Canadian specialty pharmaceutical company, which she joined in August 2016 as President and Chief Operating Officer. She served additionally as its Chief Financial Officer from October 2017 to March 2020. Prior to joining Knight, Ms. Sakhia served as the Chief Financial Officer at Paladin Labs Inc., a specialty pharmaceutical company, from 2001 to 2015. Ms. Sakhia is a member of the Board of Governors of McGill University, where she sits on its finance and infrastructure committee as well as its audit and risk committee. She also serves as an independent Board member at the McGill University Health Centre. Ms. Sakhia holds an MBA, a Bachelor of Commerce and a Graduate Diploma in Accountancy from McGill University.

#### Thecla Sweeney

##### Partner

Alphi Capital Inc.

Director since 2023  
Independent

Thecla Sweeney is a partner and co-founder of Alphi Capital Inc., a private equity firm based in Toronto that invests in mid-market Canadian companies. Prior to founding Alphi Capital in 2022, Ms. Sweeney served as Executive Chair and Chief Executive Officer for Motion LP, a privately-held provider of complex mobility and accessibility solutions in Canada, and as Operating Partner for Birch Hill Equity Partners Management Inc., a private equity firm, both based in Toronto, Ontario. She was with Birch Hill from April 2004 to July 2022, with a number of positions of increasing responsibility and was made Partner in 2010 and became an Operating Partner in November 2020. Prior to joining Birch Hill, Ms. Sweeney worked in business development for Regional Airlines Holdings Inc. (Porter Airlines) and was a consultant for Bain & Company. She currently serves on the board of directors of Restaurant Brands International Inc. Ms. Sweeney received an undergraduate degree (Honours) from the University of Western Ontario and an MBA from Richard Ivey School of Business, from which she graduated as an Ivey Scholar.

## 12.4 Pre-Approval Policies and Procedures

In accordance with the provisions of the Charter of the Audit Committee, the Audit Committee must pre-approve all non-audit services to be provided to the Corporation by its external auditor.

## 12.5 External Auditor Service Fees

For Fiscal 2025 and Fiscal 2024, the Corporation was billed the following fees by its external auditor, PricewaterhouseCoopers LLP:

| Fees                              | Fiscal 2025        | Fiscal 2024        |
|-----------------------------------|--------------------|--------------------|
| Audit Fees <sup>(1)</sup>         | \$1,313,400        | \$970,389          |
| Audit-Related Fees <sup>(2)</sup> | \$495,338          | \$309,223          |
| Tax Fees <sup>(3)</sup>           | \$20,212           | \$51,787           |
| All Other Fees <sup>(4)</sup>     | \$64,514           | \$360,522          |
| <b>Total Fees</b>                 | <b>\$1,893,464</b> | <b>\$1,691,921</b> |

(1) "Audit Fees" includes fees necessary to perform the annual audit of the consolidated financial statements. This category also includes audit fees related to new accounting standards and required procedures in connection with the offering of senior unsecured notes.

(2) "Audit-Related Fees" includes fees for assurance and related services that are reasonably related to the performance of the audit or review of the financial statements and are not reported under "Audit Fees". This category includes fees related to procedures on internal controls.

(3) "Tax Fees" includes fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax advice, tax planning as well as assistance in connection with provincial and federal tax audits conducted in the normal course of business.

(4) "All Other Fees" includes fees for products and services provided by the external auditor other than those included above. This category includes fees related to translation services.

## 13 LEGAL PROCEEDINGS AND REGULATORY ACTIONS

From time to time, the Corporation is involved in legal proceedings and regulatory actions in the normal course of its business. Because of the nature of its retail business, the Corporation may from time to time be exposed to class actions pursuant to which monetary damages may be claimed. For example, the Corporation is currently involved in the following class actions in front of the Quebec Superior Court: (i) an application to authorize the bringing of a class action against several black olives producers and retailers, including Dollarama, alleging that the defendants made false or misleading statements about the use of gluconate to ripen olives, in violation of the Quebec *Consumer Protection Act*, (ii) an application to authorize the bringing of a class action against Dollarama and several other retailers alleging that the defendant retailers falsely advertised the purchase price of Visa, Mastercard and American Express prepaid cards by failing to disclose their activation fees in accordance with the Quebec *Consumer Protection Act* and (iii) an application to authorize the bringing of a class action against Dollarama and several other retailers alleging that the defendants made misrepresentations when advertising bags as "recyclable" in violation of the Quebec *Consumer Protection Act*, the *Civil Code of Quebec* and Canada's *Competition Act*. Subject to the foregoing and based on information currently available, management believes that none of the legal proceedings in which the Corporation is currently involved, or has been involved in since the beginning of the most recently completed fiscal year, individually or in the aggregate, is material to its consolidated financial condition or results of operations. See the "Risks and Uncertainties" section of the Corporation's Fiscal 2025 MD&A (Legal and Regulatory Risks – Litigation).

## 14 INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The Corporation currently leases 19 stores, five warehouses, and its head office from entities related to the Corporation's Chief Executive Officer pursuant to long-term lease agreements. In the case of the five warehouses and the head office, which are the most important among such related party leases, the leases were renewed on April 3, 2024. With respect to each lease entered into with entities related to the Corporation's Chief Executive Officer, the Corporation negotiated a long-term extension and updated terms which, following the review and the recommendation of the Audit Committee, have been approved by the members of the Board of Directors who had no interest in the transaction. Such terms are considered to be no less favorable to the Corporation than those that could have been obtained from third parties based on, among other factors, a review completed with the assistance of counsel as well as rental rate comparison studies prepared by an independent third party.

As at February 2, 2025, the outstanding balance of lease liabilities owed to entities related to the Corporation's Chief Executive Officer totalled \$271.8 million. Rental expenses charged by entities related to the

Corporation's Chief Executive Officer but not included in lease liabilities totalled \$9.5 million for Fiscal 2025. The Board of Directors reviews and approves transactions between the Corporation, on the one hand, and a related party, such as directors, officers, holders of 10% or more of the voting securities and their affiliates and associates, the immediate family members of any of the foregoing persons and any other persons whom the Board of Directors determines may be considered a related party, on the other hand. Prior to the Board of Directors' consideration of a transaction with a related party, the material facts as to the related party's relationship or interest in the transaction are disclosed to the Audit Committee, which then makes a recommendation to the Board of Directors, and the transaction is not considered approved unless a majority of the directors who have no interest in the transaction approve the transaction. Independent valuations or other advice is provided to the Audit Committee and the Board of Directors, as appropriate. Management believes each of the transactions disclosed herein was made on terms no less favorable to the Corporation than could have been otherwise obtained from unaffiliated third parties.

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## 15 TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the common shares is Computershare Investor Services Inc. at its principal offices in Montreal and Toronto.

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## 16 MATERIAL CONTRACTS

Other than the contracts entered into in the ordinary course of business and the Trust Indentures entered into with Computershare Trust Company of Canada, as trustee, in connection with each offering of Senior Unsecured Notes (copies of which are available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca)), there are no material contracts that were entered into by the Corporation during Fiscal 2025 or entered into prior to Fiscal 2025 but which are still in effect. See "Description of Material Indebtedness – Senior Unsecured Notes" for a description of the main terms and conditions of the Trust Indentures.

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## 17 INTERESTS OF EXPERTS

The Corporation's independent auditors are PricewaterhouseCoopers LLP, Chartered Professional Accountants, who have issued an independent auditor's report dated April 3, 2025 in respect of the Corporation's consolidated financial statements and the notes related thereto as at February 2, 2025 and January 28, 2024 and for each of Fiscal 2025 and Fiscal 2024. PricewaterhouseCoopers LLP, Chartered Professional Accountants, has advised that they are independent with respect to the Corporation in accordance with the ethical requirements that are relevant to their audit of the consolidated financial statements in Canada and that they have fulfilled their other ethical responsibilities in accordance with these requirements.

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## 18 ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities and securities authorized for issuance under equity compensation plans, is contained in the Corporation's management proxy circular, prepared in connection with the upcoming annual meeting of shareholders of the Corporation to be held on June 11, 2025, which will be available shortly on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Corporation's website at [www.dollarama.com](http://www.dollarama.com). Information regarding corporate governance practices is also contained in the management proxy circular. Additional financial information is provided in the audited consolidated financial statements and management's discussion and analysis of the Corporation for Fiscal 2025, also available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Corporation's website at [www.dollarama.com](http://www.dollarama.com).

Information on the Corporation's website does not form part of and is not incorporated by reference in this Annual Information Form.

# APPENDIX A

## CHARTER OF THE AUDIT COMMITTEE (the “Charter”) OF DOLLARAMA INC. (the “Corporation”)

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### 1 PURPOSE

The Audit Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of Dollarama Inc. The members of the Committee and the chair of the Committee (the “**Chair**”) are appointed by the Board on an annual basis (or until their successors are duly appointed) for the purpose of:

- (1) reviewing and approving financial disclosure documents;
- (2) overseeing the Corporation’s financial controls;
- (3) monitoring whether the Corporation complies with financial covenants and legal and regulatory requirements governing financial disclosure matters;
- (4) overseeing management of the Corporation’s (“**Management**”) responsibility for assessing and reporting on the effectiveness of internal controls;
- (5) overseeing the independence, qualifications, appointment and performance of the Corporation’s external auditor;
- (6) overseeing the Corporation’s financial risk management; and
- (7) overseeing the management of environmental, social and governance (ESG) risks facing the Corporation, approving ESG strategies and opportunities driven by Management and reviewing the Corporation’s ESG disclosure.

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### 2 COMPOSITION

The Committee should be comprised of at least three (3) directors as determined by the Board.

- (1) The Committee must be constituted as required under National Instrument 52-110 – Audit Committees, as it may be amended or replaced from time to time (“**NI 52-110**”).
- (2) All members of the Committee must (except to the extent permitted by NI 52-110) be independent (as defined by NI 52-110), and free from any relationship that, in the view of the Board, could be reasonably expected to interfere with the exercise of his or her independent judgment as a member of the Committee.
- (3) No members of the Committee shall receive, other than for service on the Board or the Committee or other committees of the Board, any consulting, advisory, or other compensatory fee from the Corporation or any of its related parties or subsidiaries.
- (4) All members of the Committee must (except to the extent permitted by NI 52-110) be financially literate (which is defined as the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements).

- (5) Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a director. The Board may fill vacancies on the Committee by election from among the Board. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all powers of the Committee so long as a quorum remains.

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### **3 MEETING REQUIREMENTS**

- (1) The Committee should meet at least four (4) times annually or more frequently as the circumstances require. The Committee should meet within 45 days following the end of the first three financial quarters of the Corporation and shall meet within 90 days following the end of the fiscal year of the Corporation.
- (2) A quorum for the transaction of business at any meeting of the Committee shall be a majority of the members of the Committee or such greater number as the Committee shall by resolution determine. All decisions and recommendations made by the Committee shall be made by a majority vote of the members present at the meeting.
- (3) Meetings of the Committee shall be held from time to time and at such place as any member of the Committee shall determine upon 48 hours' notice to each of its members. The members of the Committee may waive the requirement for notice. Each of the Chair of the Board, the Chief Executive Officer, the Chief Financial Officer, the Secretary or the external auditor shall be entitled to request that the Chair call a meeting.
- (4) The Committee may meet by telephone conference call or by any other means permitted by law or the Corporation's by-laws.
- (5) The Chair shall approve the agenda for the meetings and ensure that supporting materials are properly prepared and circulated to members with sufficient time for study by the Committee members prior to the meeting.
- (6) The minutes of the Committee meetings shall accurately record the significant discussions of and decisions made by the Committee, including all recommendations to be made by the Committee to the Board and shall be distributed to the Committee members for approval.
- (7) The Committee may ask members of Management and employees of the Corporation (including, for greater certainty, its affiliates and subsidiaries) or others (including the external auditor) to attend meetings and provide such information as the Committee requests. Members of the Committee shall have full access to information of the Corporation (including, for greater certainty, its affiliates, subsidiaries and their respective operations) and shall be permitted to discuss such information and any other matters relating to the results of operations and financial position of the Corporation with Management, employees, the external auditor and others as they consider appropriate.
- (8) The Committee or its Chair should meet at least once per year with Management and the external auditor in separate sessions to discuss any matters that the Committee or either of these groups desires to discuss privately. In addition, the Committee or its Chair should meet with the Corporation's Management quarterly in connection with the Corporation's interim financial statements.
- (9) The Committee, through its Chair, shall report to the Board on all proceedings and deliberations of the Committee at the first subsequent meeting of the Board, and at such other times and in such manner as the Board may require or as the Committee in its discretion may consider advisable.



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## 4 RESPONSIBILITIES AND DUTIES

As part of its function in assisting the Board in fulfilling its oversight responsibilities (and without limiting the generality of the Committee's role), the Committee will have the power and authority to:

### A. Financial Disclosure

- (1) Review, approve and recommend for Board approval the Corporation's interim financial statements, including any certification, report, opinion or review rendered by the external auditor and the related Management's Discussion & Analysis and press release.
- (2) Review, approve and recommend for Board approval the Corporation's annual financial statements, including any certification, report, opinion or review rendered by the external auditor, the annual information form, and the related Management's Discussion & Analysis and press release.
- (3) Review and approve any other press releases that contain financial information and such other financial information of the Corporation provided to the public or any governmental body as the Committee requires.
- (4) Satisfy itself that adequate procedures have been put in place by Management for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements and the related Management's Discussion & Analysis.
- (5) Review any litigation, claim or other contingency and any regulatory or accounting initiatives that could have a material effect upon the financial position or operating results of the Corporation and the appropriateness of the disclosure thereof in the documents reviewed by the Committee.
- (6) Receive periodically Management reports assessing the adequacy and effectiveness of the Corporation's disclosure controls and procedures.

### B. Internal Control

- (1) Review Management's process to identify and manage the significant risks associated with the activities of the Corporation.
- (2) Review the effectiveness of the internal control systems for monitoring compliance with laws and regulations.
- (3) Have the authority to communicate directly with the internal auditor.
- (4) Receive periodical Management reports assessing the adequacy and effectiveness of the Corporation's internal control systems.
- (5) Assess the overall effectiveness of the internal control and risk management frameworks through discussions with Management and the external auditor and assess whether recommendations made by the external auditor have been implemented by Management.

### C. Relationship with the External Auditor

- (1) Recommend to the Board the selection of the external auditor and the fees and other compensation to be paid to the external auditor.
- (2) Have the authority to communicate directly with the external auditor and arrange for the external auditor to be available to the Committee and the Board as needed.
- (3) Advise the external auditor that it is required to report to the Committee, and not to Management.



- (4) Monitor the relationship between Management and the external auditor, including reviewing any Management letters or other reports of the external auditor, discussing any material differences of opinion between Management and the external auditor and resolving disagreements between the external auditor and Management.
- (5) If considered appropriate, establish separate systems of reporting to the Committee by each of management and the external auditor.
- (6) Review and discuss on an annual basis with the external auditor all significant relationships they have with the Corporation, Management or employees that might interfere with the independence of the external auditor.
- (7) Pre-approve all non-audit services (or delegate such pre-approval, as the Committee may determine and as permitted by applicable securities laws) to be provided by the external auditor.
- (8) Review the performance of the external auditor and recommend any discharge of the external auditor when the Committee determines that circumstances warrant.
- (9) Periodically consult with the external auditor out of the presence of Management about (a) any significant risks or exposures facing the Corporation, (b) internal controls and other steps that Management has taken to control such risks, and (c) the fullness and accuracy of the financial statements of the Corporation, including the adequacy of internal controls to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper.
- (10) Review and approve any proposed hiring of current or former partners or employees of the current (and any former) external auditor of the Corporation.

#### **D. Audit Process**

- (1) Review the scope, plan and results of the external auditor's audit and reviews, including the auditor's engagement letter, the post-audit management letter, if any, and the form of the audit report. The Committee may authorize the external auditor to perform supplemental reviews, audits or other work as deemed desirable.
- (2) Following completion of the annual audit and quarterly reviews, review separately with each of Management and the external auditor any significant changes to planned procedures, any difficulties encountered during the course of the audit and, if applicable, reviews, including any restrictions on the scope of work or access to required information and the cooperation that the external auditor received during the course of the audit and, if applicable, reviews.
- (3) Review any significant disagreements among Management and the external auditor in connection with the preparation of the financial statements.
- (4) Where there are significant unsettled issues between Management and the external auditor that do not affect the audited financial statements, the Committee shall seek to ensure that there is an agreed course of action leading to the resolution of such matters.
- (5) Review with the external auditor and Management significant findings and the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.
- (6) Review the system in place to seek to ensure that the financial statements, Management's Discussion & Analysis and other financial information disseminated to regulatory authorities and the public satisfy applicable requirements.

## **E. Financial Reporting Processes**

- (1) Review the integrity of the Corporation's financial reporting processes, both internal and external, in consultation with the external auditor.
- (2) Periodically consider the need for an internal audit function, if not present.
- (3) Review all material balance sheet issues, material contingent obligations and material related party transactions.
- (4) Review with Management and the external auditor the Corporation's accounting policies and any changes that are proposed to be made thereto, including all critical accounting policies and practices used, any alternative treatments of financial information that have been discussed with Management, the ramification of their use and the external auditor's preferred treatment and any other material communications with Management with respect thereto. Review the disclosure and impact of contingencies and the reasonableness of the provisions, reserves and estimates that may have a material impact on financial reporting.

## **F. General**

- (1) Receive quarterly reports from Management on risks facing the Corporation, including risks related ESG matters, with a focus on operations and supply chain management risks, and assess the adequacy and effectiveness of Management's ability to monitor, manage and mitigate these risks.
- (2) Receive quarterly reports from Management on ESG-related strategies and opportunities, including with respect to the Corporation's climate strategy, and assess the appropriateness, both in terms of relevance to the Corporation and timing, for Management to pursue such opportunities.
- (3) Review the Corporation's ESG disclosure, including its ESG report, and make recommendations to the Board in that regard.
- (4) Oversee the management of significant and emerging information technology (IT) risks, including cybersecurity, and periodically receive reports from management on major IT projects and the implementation and effectiveness of related risk management programs. These reports should include any relevant information to allow the Committee to make informed judgments on trends and significant exposure to IT risks.
- (5) Review, approve and recommend for Board approval all related-party transactions, including any renewal thereof.
- (6) Inform the Board of matters that may significantly impact on the financial condition or affairs of the business.
- (7) Respond to requests by the Board with respect to the functions and activities that the Board requests the Committee to perform.
- (8) Periodically review and discuss with the nominating and governance committee of the Board the adequacy of the Committee mandate.
- (9) Periodically review this Charter and, if the Committee deems appropriate, recommend to the Board changes to this Charter.
- (10) Review the public disclosure regarding the Committee required from time to time by NI 52-110.
- (11) Review and discuss, on an annual basis, with the external auditor all significant relationships they have with the Corporation to assess their independence.

- (12) The Committee may at its discretion retain independent counsel, accountants and other professionals to assist it in the conduct of its activities and to set and pay (as an expense of the Corporation) the compensation for any such advisors.
- (13) Review in advance, and approve, the hiring and appointment of the Corporation's senior financial executives.
- (14) Perform any other activities as the Committee or the Board deems necessary or appropriate.

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## **5 COMPLAINTS PROCEDURES**

- (1) Anyone may submit a complaint regarding conduct by the Corporation or its employees or agents (including its external auditor) reasonably believed to involve questionable accounting, internal accounting controls, auditing or other matters. The Chair of the Committee will have the power and authority to oversee treatment of such complaints.
- (2) Complaints are to be directed to the attention of the Chair of the Committee.
- (3) The Committee should endeavour to keep the identity of the complainant confidential.
- (4) The Chair of the Committee will have the power and authority to lead the review and investigation of a complaint. The Committee should retain a record of all complaints received. Corrective action may be taken when and as warranted.

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## **6 LIMITATIONS ON COMMITTEE'S DUTIES**

- (1) In contributing to the Committee's discharge of its duties under this Charter, each member of the Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which any member of the Board may be otherwise subject.
- (2) Members of the Committee are entitled to rely, absent actual knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, (iii) representations made by Management as to the non-audit services provided to the Corporation by the external auditor, (iv) financial statements of the Corporation represented to them by a member of Management or in a written report of the external auditor to present fairly the financial position of the Corporation in accordance with applicable generally accepted accounting principles, and (v) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.
- (3) The Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Corporation's securityholders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to securityholders of the Corporation or other liability whatsoever.

*Adopted on October 16, 2009, last amended on April 3, 2024*