



Product Care Association of Canada/
Association pour la Gestion Responsable
des Produits du Canada
105 West 3rd Avenue,
Vancouver, B.C. V5Y1E6
Phone: 604-592-2972
www.productcare.org

May 26, 2021

Dear Product Care Association of Canada Member,

2021 Annual General Meeting of Product Care Association of Canada

As a member of Product Care Association of Canada, you are invited to attend our Annual General Meeting. The meeting will be a webinar style “virtual meeting” via Zoom. The date and time of the meeting are:

Thursday, June 17, 2021 at 10 am PT/1 pm ET.

If you plan to attend the meeting, please register in advance using the following link:

<https://zoom.us/meeting/register/tJckc-CurTloHtc-UtSpMBFgPDnDZ421YIDv>.

You also have the option of voting by proxy in advance of the meeting. See the information circular and proxy form. If you will not be attending, please be sure your vote is counted by returning your signed proxy. This can be returned by email to agm@productcare.org.

The Meeting matters will include the election of directors, approval of the 2020 audited financial statements, and reports on current Product Care Association of Canada programs.

[Access key documents here:](#)

- Notice of Meeting and Information Circular
- Form of Proxy
- Audited Financial Statements

The 2020 Annual Report for Product Care Association can be viewed [here](#).

Yours truly,

Mark Kurschner, President

If you will not be attending, please be sure your vote is counted by returning your signed proxy. This can be returned by email to agm@productcare.org



Product Care Association of Canada/
Association pour la Gestion Responsable
des Produits du Canada
105 West 3rd Avenue
Vancouver, B.C. V5Y 1E6
Phone: 604-592-2972
www.productcare.org

Notice of Annual General Meeting of Members – 2021

TAKE NOTICE that the Annual General Meeting (the "Meeting") of members of Product Care Association of Canada will be held on Thursday, **June 17, 2021** at **10 am PT/1 pm ET**. The meeting will be a webinar style "virtual meeting" for the following purposes:

1. To receive the report of the directors of the Association.
2. To receive and consider the audited financial statements of the Association for its fiscal period ended December 31, 2020 and the report of the auditor thereon.
3. To elect directors of the Association as described in the Information Circular.
4. To reappoint Rolfe Benson LLP, Chartered Professional Accountants as auditors of the Association for the ensuing year and to authorize the directors to fix their remuneration.
5. To consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof.

If you plan to attend the meeting, please register in advance using the following link:

<https://zoom.us/meeting/register/tJckc-CurTloHtc-UtSpMBFgPDnDZ421YIDv>.

An information circular, form of proxy and audited financial statements will be distributed to all members in advance of the Meeting.

DATED May 26, 2021 at Vancouver, British Columbia.

BY ORDER OF THE BOARD

Vincent Rea
Chair of the Board



Product Care Association of Canada

Information Circular – 2021 AGM

This Information Circular accompanies the Notice of Annual General Meeting of the members of Product Care Association of Canada and is furnished in connection with the solicitation of proxies for use at the Meeting.

1. Meeting Information and Solicitation of Proxies

This Information Circular is furnished by the management of Product Care Association of Canada (the "Association") for use at the 2021 Annual General Meeting (the "Meeting") of its members to be held at **10 am PT/1 pm ET on Thursday June 17, 2021**. The meeting will be a webinar style "virtual meeting". If you plan to attend the meeting, please register using the following link: <https://zoom.us/meeting/register/tJckc-CurTloHtc-UtSpMBFgPDnDZ421YIDv>. There is also the option of voting in advance by proxy. The solicitation of proxies will be primarily by e-mail, but directors, officers, and regular employees of the Association may solicit proxies personally or by telephone.

2. Appointment of Proxy

The individuals named in the accompanying form of proxy are the Chair, Vice Chair and Secretary of the Board. **A member has the right to appoint a person to attend and act for the member and on the member's behalf at the Meeting other than the person(s) designated in the accompanying form or proxy. Such right may be exercised by striking out the names of the persons designated and inserting the name of your nominee or nominees in the space provided for that purpose in the accompanying form of proxy.**

A proxy will not be valid unless the completed, signed and dated form of proxy is delivered by mail, or by hand to the President, Product Care Association of Canada, 105 West 3rd Avenue, Vancouver, BC, V5Y 1E6, or by email to agm@productcare.org before the close of business on Tuesday, June 15, 2021 before the Meeting or any adjournment thereof at which the proxy is to be used.

3. Revocability of Proxy

Any member giving a Proxy has the power to revoke it at any time before it is exercised. The giving of a Proxy will not affect the member's right to vote in person should the member decide to attend the Meeting after the giving of the Proxy. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing, including a proxy bearing a later date, executed by the member or by his attorney authorized in writing or, if the member is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The

instrument revoking the proxy must be received at the Association office, 105 West 3rd Avenue, Vancouver, BC, V5Y 1E6, before the close of business on Tuesday, June 15, 2021.

4. Voting of Proxies and Exercise of Discretion

As of the date of this Information Circular, management of the Association knows of no amendment, variation or other matter that may come before the Meeting other than the matters referred to in the Notice of Meeting.

The proxy holders named in the accompanying form of proxy will vote or withhold from voting on any ballot that may be called, in accordance with the instructions of the member as set forth in the form of proxy. A proxy in the accompanying form will confer discretionary authority to the nominees named therein with respect to:

- a) each matter or group of matters identified therein for which a choice is not specified, in which case the proxy holder will vote for the approval of such matter,
- b) where the proxy contains instructions to vote for less than the number of board positions being elected for any sector, or in the event that prior to the Meeting any vacancies occur in the slate of nominees herein listed, discretionary authority shall be exercised by the proxy holder to vote the proxy for the election of any other person or persons as directors for the sectors for which the member is entitled to vote,
- c) any amendment to, or variation of, any matter identified therein, and any other matter that properly comes before the Meeting.

5. Appointment of Directors and Voting by Sector

The number of positions on the Board of Directors is eleven (11) and the current board of directors is as follows:

Product Care Board of Directors				
Name and Office	Affiliation	Term	Sector	Prov.
Vince Rea, Chairman	PPG Canada Inc.	2022	Paint and Coatings	ON
Jeffrey Cattanach Vice - Chairman	The Home Depot	2021	Retail	ON
Jason Bernard Corporate Secretary	Sherwin Williams	2021	Paint and Coatings	ON
Darrin Noble	Home Hardware	2021	Paint and Coatings	ON
Karen Stephenson	Scotts Canada	2021	Other Products	ON
Dejan Lenasi	Signify/Philips Lighting	2021	Lighting and Alarms	BC
Dave Chaulk	Cloverdale Paint	2022	Other Products	BC
Stephen Wolinsky	Rust-Oleum Canada	2022	Other Products	ON
Steve Veroba	Benjamin Moore & Co.	2022	Paint and Coatings	QC
Wayne Edwards	ElectroFederation	2022	Lighting and Alarms	ON
Vacant		2022	Retail	

For any sector where there are more nominees than the number of director positions being filled, the members of that sector voting separately as a class, shall determine which of the nominees for the sector are elected to the Board.

Except as noted, each director elected at the Meeting will hold office for a two (2) year term until the conclusion of the second Annual General Meeting of the Association after which the director is elected, unless the director's office is earlier vacated.

The following table sets out the names of the nominees for election as directors. For each nominee, the table also indicates the offices in the Association held, place of residence, occupation, business or employment, the period of time during which each has been a director of the Association, and the sector represented.

Nominees for Director at 2021 Meeting:

Membership Category	Nominee's name, current office and province of residence	Occupation, Business or Employment	Date appointed as director	Nominated for term ending
Retail	Jeffrey Cattanach , Vice-Chair, Director, ON	The Home Depot	May 26, 2015	2023
Retail	Jordane Ferron ,* nominee, QC	Lowe's Canada		2022
Paint Products	Jason Bernard , Corp. Secretary, Director, BC	Sherwin Williams	March 6, 2019	2023
Paint Products	Dave Chaulk , Director, BC	Cloverdale Paint	June 20, 2018	2023
Other Products	Karen Stephenson , Director, ON	Scotts Canada	June 28, 2017	2023
Other Products	Darrin Noble ,* Director, ON	Home Hardware	June 5, 2009	2022
Lighting and Alarm Products	Dejan Lenasi , Director, BC	Signify/Philips Canada	June 28, 2017	2023

*nomination for the balance of the term for this board position, ending 2022.

Mid Term Directors

The following table lists the members of the board who are at the midpoint of their two-year term. These positions are not subject to election at this Meeting (except as noted). This information is given for information only.

Membership Category	Nominee's name, current office and prov. of residence	Occupation, Business or Employment	Date appointed as director	Year term ends
Paint Products	Vincent Rea , Director, Chair, ON	PPG Canada	November 5, 2018	2022
Paint Products	Steve Veroba Director, ON	Benjamin Moore & Co. Ltd.	June 19, 2020	2022
Other Products	Stephen Wolinsky , Director, ON	Rust-Oleum Canada	June 20, 2018	2022
Lighting and Alarm Products	Wayne Edwards , Director, ON	Electro-Federation Canada	June 4, 2010	2022

6. Appointment of Auditors

Rolfe Benson LLP, Chartered Professional Accountants, of Vancouver, British Columbia will be nominated at the Meeting for reappointment as auditor of the Association at the remuneration to be fixed by the directors. Rolfe Benson have been auditors for the Association since 2001.

This Information Circular is dated May 26, 2021 at Vancouver, British Columbia.

By order of the board

Vincent Rea, Chair