

INTERTAPE POLYMER GROUP INC
Form 6-K
April 26, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934
For the month of April, 2016
Commission File Number 1-10928

INTERTAPE POLYMER GROUP INC.

9999 Cavendish Blvd., Suite 200, Ville St. Laurent, Quebec, Canada, H4M 2X5

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

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Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTERTAPE POLYMER GROUP INC.

Date: April 26, 2016

By: /s/ Jeffrey Crystal
Jeffrey Crystal, Chief Financial Officer

INTERTAPE POLYMER GROUP INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual and Special Meeting of Shareholders (the **Meeting**) of INTERTAPE POLYMER GROUP INC. (the **Corporation**) will be held:

Place: The Fairmont Royal York

Library Room

100 Front Street West

Toronto, Ontario

Date: June 9, 2016

Time: 10:00 a.m. (eastern time)

The purposes of the Meeting are to:

1. receive and consider the consolidated financial statements of the Corporation for the fiscal year ended December 31, 2015 and the auditor's report thereon;
2. elect directors of the Corporation to hold office until the close of the next annual meeting;
3. appoint the auditor and authorize the directors to fix its remuneration;
4. consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule A to the accompanying Management Information Circular (the **Circular**), accepting, in an advisory, non-binding capacity, the Corporation's approach to executive compensation disclosed under Compensation Discussion and Analysis in the Circular;
5. consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule B to the Circular, confirming By-Law 2015-1 of the Corporation, entitled A by-law relating to the nomination of persons for election to the board of directors of Intertape Polymer Group Inc. ;
6. consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule D to the Circular, ratifying and approving the Shareholder Rights Plan of the Corporation; and
7. transact such other business as may properly be brought before the Meeting.

The accompanying Management Information Circular provides detailed information relating to the matters to be dealt with at the Meeting and forms part of this notice.

The Corporation has elected to use the notice-and-access rules (**Notice-and-Access**) under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators for distribution of the materials for the Meeting to shareholders of the Corporation who do not own their shares in their own names as registered shareholders (**Beneficial Shareholders**). Notice-and-Access is a set of rules that allows issuers to post electronic versions of their proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies to shareholders. Notice-and-Access is more environmentally friendly as it helps reduce paper use; it also reduces the Corporation's printing and mailing costs. Further information about Notice-and-Access is contained in the accompanying Circular; Beneficial Shareholders may also contact the Corporation toll free at 866-202-4713 for information regarding Notice-and-Access.

The Corporation will not be using Notice-and-Access for delivery to shareholders who hold their shares directly in their respective names (**Registered Shareholders**); they will receive paper copies of the Circular, related materials and the Annual Report via prepaid mail.

Shareholders are encouraged to express their vote in advance by completing the enclosed form of proxy. Detailed instructions on how to complete and return proxies are provided on pages 2 and 3 of the accompanying Circular. To be effective, the completed form of proxy must be deposited with our transfer agent and registrar, CST Trust Company, B1 Level, 320 Bay Street, Toronto, Ontario M5H 4A6, at any time prior to 5:00 p.m. (eastern time) on June 8, 2016 or with the Chairman of the Meeting before the commencement of the Meeting or at any adjournment thereof.

Shareholders may also vote their shares by telephone or through the Internet using the procedures described in the enclosed form of proxy.

Shareholders registered at the close of business on April 26, 2016 will be entitled to receive notice of and vote at the Meeting.

DATED at Montreal, Canada

April 26, 2016

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Neil Wiener
Neil Wiener
Secretary

INTERTAPE POLYMER GROUP INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual and Special Meeting of Shareholders (the **Meeting**) of INTERTAPE POLYMER GROUP INC. (the **Corporation**) will be held at 10:00 a.m. (eastern time) on Thursday, June 9, 2016 at The Fairmont Royal York, Library Room, 100 Front Street West, Toronto, Ontario. The purposes of the meeting are to:

1. receive and consider the consolidated financial statements of the Corporation for the fiscal year ended December 31, 2015 and the auditor's report thereon;
2. elect directors of the Corporation to hold office until the close of the next annual meeting;
3. appoint the auditor and authorize the directors to fix its remuneration;
4. consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule A to the Management Information Circular dated April 26, 2016 (the **Circular**), accepting, in an advisory, non-binding capacity, the Corporation's approach to executive compensation disclosed under Compensation Discussion and Analysis in the Circular;
5. consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule B to the Circular, confirming By-Law 2015-1 of the Corporation, entitled A by-law relating to the nomination of persons for election to the board of directors of Intertape Polymer Group Inc. ;
6. consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule D to the Circular, ratifying and approving the Shareholder Rights Plan of the Corporation; and
7. transact such other business as may properly be brought before the Meeting.

Additional information on the above matters can be found in the Circular under the heading Business of the Meeting .

Notice-and-Access

The Corporation has elected to use the notice-and-access rules (**Notice-and-Access**) under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators for distribution of the materials for the Meeting to shareholders of the Corporation who do not own their shares in their own names as registered shareholders (**Beneficial Shareholders**). Notice-and-Access is a set of rules that allows issuers to post electronic versions of their proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies to shareholders. Notice-and-Access is more environmentally friendly as it helps reduce paper use; it also reduces the Corporation's printing and mailing costs. Beneficial Shareholders may obtain further information about Notice-and-Access by contacting the Corporation toll free at 866-202-4713.

The Corporation will not be using Notice-and-Access for delivery to shareholders who hold their shares directly in their respective names (**Registered Shareholders**); they will receive paper copies of the Circular, related materials and the Corporation's 2015 annual report via prepaid mail.

Websites Where Materials are Posted

The Circular, this notice of meeting, the form of proxy, voting instruction form and the Corporation's 2015 annual report containing the Corporation's annual audited consolidated financial statements for the year ended December 31, 2015 and the related Management's Discussion and Analysis (collectively, the **Meeting Materials**) are available on the Corporation's website at www.itape.com and under the Corporation's profile on SEDAR at www.sedar.com (Canada) and at www.sec.gov (United States). All shareholders are reminded to review the Circular and other Meeting Materials before voting.

How to Obtain Paper Copies of Meeting Materials

Beneficial Shareholders may obtain paper copies free of charge of the Circular, other Meeting Materials and the Corporation's 2015 annual report by contacting the Corporation toll free at 866-202-4713 or by email at [Itp\\$info@itape.com](mailto:Itp$info@itape.com). Any request for paper copies should be received by the Corporation by 5:00 p.m. (eastern time) on May 25, 2016 in order to allow sufficient time for a Beneficial Shareholder to receive the paper copy and return the voting instruction form or proxy by its due date.

Voting

The Board of Directors has fixed the close of business on April 26, 2016 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof.

If you are a **Beneficial Shareholder**, accompanying this notice of meeting are a voting instruction form and a supplemental mailing list return card for use by shareholders who wish to receive the Corporation's interim financial statements for the 2016 fiscal year. If you receive these materials through your broker or another intermediary, please complete, sign and return the materials in accordance with the instructions provided to you by such broker or other intermediary.

Registered Shareholders are encouraged to express their vote in advance by completing the enclosed form of proxy. Detailed instructions on how to complete and return proxies are provided on pages 2 and 3 of the accompanying Circular. To be effective, the completed form of proxy must be deposited with the Corporation's transfer agent and registrar, CTS Trust Company, B1 Level, 320 Bay Street, Toronto, Ontario M5H 4A6, at any time prior to 5:00 p.m. (eastern time) on June 8, 2016 or with the Chairman of the Meeting before the commencement of the Meeting or at any adjournment thereof. Registered Shareholders may also vote their shares by telephone or through the internet using the procedures described in the enclosed form of proxy.

Dated this 26th day of April, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

By: /s/ Neil Wiener
Neil Wiener
Secretary

Management Information Circular
Notice of 2016 Annual and Special Meeting
to be held on June 9, 2016

INVITATION TO SHAREHOLDERS

April 26, 2016

Dear Shareholders:

On behalf of the Board of Directors, management and employees of Intertape Polymer Group Inc. (the **Corporation**), I invite you to attend the annual and special meeting of shareholders of the Corporation to be held at 10:00 a.m. (eastern time) on June 9, 2016 at The Fairmont Royal York, Library Room, 100 Front Street West, Toronto, Ontario.

The items of business to be considered at this meeting are described in the Notice of Annual and Special Meeting of Shareholders of Intertape Polymer Group Inc. and accompanying Management Information Circular. The contents and the distribution of the Management Information Circular have been approved by the Board of Directors.

Your participation at this meeting is very important to the Corporation. I encourage you to vote, which can easily be done by following the instructions set out in the Management Information Circular. Management will review the Corporation's operational and financial performance during 2015 and provide an outlook for 2016. You will also have an opportunity to ask questions and to meet your directors and executives.

Many of the Corporation's public documents are available under Investor Relations on the Corporation's website at www.itape.com. I encourage you to visit the website during the year for information about the Corporation, including news releases and investor presentations. Additional information relating to the Corporation is available on SEDAR at www.sedar.com.

I look forward to seeing you at the meeting.

Yours sincerely,

Gregory A. C. Yull

Chief Executive Officer and President

INTERTAPE POLYMER GROUP INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual and Special Meeting of Shareholders (the **Meeting**) of INTERTAPE POLYMER GROUP INC. (the **Corporation**) will be held:

Place: The Fairmont Royal York

Library Room

100 Front Street West

Toronto, Ontario

Date: June 9, 2016

Time: 10:00 a.m. (eastern time)

The purposes of the Meeting are to:

1. receive and consider the consolidated financial statements of the Corporation for the fiscal year ended December 31, 2015 and the auditor's report thereon;
2. elect directors of the Corporation to hold office until the close of the next annual meeting;
3. appoint the auditor and authorize the directors to fix its remuneration;
4. consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule A to the accompanying Management Information Circular (the **Circular**), accepting, in an advisory, non-binding capacity, the Corporation's approach to executive compensation disclosed under Compensation Discussion and Analysis in the Circular;
5. consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule B to the Circular, confirming By-Law 2015-1 of the Corporation, entitled A by-law relating to the nomination of persons for election to the board of directors of Intertape Polymer Group Inc. ;
6. consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule D to the Circular, ratifying and approving the Shareholder Rights Plan of the Corporation; and
7. transact such other business as may properly be brought before the Meeting.

The accompanying Management Information Circular provides detailed information relating to the matters to be dealt with at the Meeting and forms part of this notice.

The Corporation has elected to use the notice-and-access rules (**Notice-and-Access**) under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators for distribution of the materials for the Meeting to shareholders of the Corporation who do not own their shares in their own names as registered shareholders (**Beneficial Shareholders**). Notice-and-Access is a set of rules that allows issuers to post electronic versions of their proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies to shareholders. Notice-and-Access is more environmentally friendly as it helps reduce paper use; it also reduces the Corporation's printing and mailing costs. Further information about Notice-and-Access is contained in the accompanying Circular; Beneficial Shareholders may also contact the Corporation toll free at 866-202-4713 for information regarding Notice-and-Access.

The Corporation will not be using Notice-and-Access for delivery to shareholders who hold their shares directly in their respective names (**Registered Shareholders**); they will receive paper copies of the Circular, related materials and the Annual Report via prepaid mail.

Shareholders are encouraged to express their vote in advance by completing the enclosed form of proxy. Detailed instructions on how to complete and return proxies are provided on pages 2 and 3 of the accompanying Circular. To be effective, the completed form of proxy must be deposited with our transfer agent and registrar, CST Trust Company, B1 Level, 320 Bay Street, Toronto, Ontario M5H 4A6, at any time prior to 5:00 p.m. (eastern time) on June 8, 2016 or with the Chairman of the Meeting before the commencement of the Meeting or at any adjournment thereof.

Shareholders may also vote their shares by telephone or through the Internet using the procedures described in the enclosed form of proxy.

Shareholders registered at the close of business on April 26, 2016 will be entitled to receive notice of and vote at the Meeting.

DATED at Montreal, Canada

April 26, 2016

BY ORDER OF THE BOARD OF
DIRECTORS

/s/ Neil Wiener
Neil Wiener
Secretary

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MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES BY MANAGEMENT

This Management Information Circular (the **Circular**) is furnished in connection with the solicitation by the management of Intertape Polymer Group Inc. (the **Corporation**) of proxies to be used at the annual and special meeting of shareholders (the **Meeting**) of the Corporation to be held at the time and place and for the purposes set out in the **Notice of Meeting and all adjournments thereof**. Except as otherwise stated, the information contained herein is given as of March 31, 2016 and all dollar amounts in this Circular are in U.S. dollars. The solicitation of proxies by management will be made primarily by mail. However, directors, officers and employees of the Corporation may also solicit proxies by telephone, telecopier, e-mail or in person. The total cost of solicitation of proxies will be borne by the Corporation.

INTERNET AVAILABILITY OF PROXY MATERIALS

Notice-and-Access

The Corporation has elected to use notice-and-access rules (**Notice-and-Access**) under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (**NI 54-101**) for distribution of Proxy-Related Materials (as defined below) to shareholders who do not hold common shares of the Corporation (**Shares**) in their own names (referred to herein as **Beneficial Shareholders**). Notice-and-Access is a set of rules that allows issuers to post electronic versions of proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies. **Proxy-Related Materials** refers to this Circular, the Notice of Meeting, a voting instruction form and the Corporation's 2015 annual report containing the Corporation's annual audited consolidated financial statements as of and for the year ended December 31, 2015 and the related Management's Discussion and Analysis.

The use of the Notice-and-Access rules is more environmentally friendly as it helps reduce paper use. It also reduces the Corporation's printing and mailing costs. Beneficial Shareholders may obtain further information about Notice-and-Access by contacting CST Trust Company toll free at 800-387-0825 (within North America) or 416-682-3860 (outside North America).

The Corporation is not using Notice-and-Access for delivery to shareholders who hold their Shares directly in their respective names (referred to herein as **Registered Shareholders**). Registered Shareholders will receive paper copies of this Circular, related materials and the Corporation's 2015 annual report via prepaid mail.

Websites Where Proxy-Related Materials are Posted

The Proxy-Related Materials are available on the Corporation's website at www.itape.com and under the Corporation's profile on SEDAR at www.sedar.com (Canada) and at www.sec.gov (United States). All shareholders are reminded to review the Proxy-Related Materials, including this Circular, before voting.

Notice Package

Although the Proxy-Related Materials have been posted on-line as noted above, Beneficial Shareholders will receive paper copies of a notice package (**Notice Package**) via prepaid mail containing information prescribed by NI 54-101 such as the date, time and location of the Meeting, the website addresses where the Proxy-Related Materials are posted, a voting instruction form (**VIF**), and supplemental mail list return card for Beneficial Shareholders to request that they be included in the Corporation's supplementary mailing list for receipt of the Corporation's interim financial statements for the 2016 fiscal year.

How to Obtain Paper Copies of Proxy-Related Materials

Beneficial Shareholders may obtain paper copies of this Circular, the Corporation's 2015 annual report and other Proxy-Related Materials free of charge by contacting the Corporation toll free at 866-202-4713 or by email at Itinfo@itape.com. Any request for paper copies which are required in advance of the Meeting should be sent so that the request is received by the Corporation by 5:00 p.m. (eastern time) on May 25, 2016 in order to allow sufficient time for Beneficial Shareholders to receive their paper copies and to return their voting instruction form by its due date.

APPOINTMENT AND REVOCATION OF PROXIES

General

As mentioned above, shareholders may be **Registered Shareholders** or **Beneficial Shareholders**. If Shares are registered in the name of an intermediary and not registered in the shareholder's name, they are said to be owned by a **Beneficial Shareholder**. An intermediary is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates. The instructions provided below set out the different procedures for voting Shares at the Meeting to be followed by Registered Shareholders and Beneficial Shareholders.

The persons named in the enclosed instrument appointing a proxy holder are officers or directors of the Corporation. **Each shareholder has the right to appoint a person or company (who need not be a shareholder) to attend and act for him at the Meeting other than the persons designated in the enclosed form of proxy by inserting such other person's name in the blank space provided in the form of proxy and signing the form of proxy or by completing and signing another proper form of proxy.** Shareholders who have given a proxy also have the right to revoke it insofar as it has not been exercised. The right to appoint an alternate proxy holder and the right to revoke a proxy may be exercised by following the procedures set out below under **Registered Shareholders** or **Beneficial Shareholders**, as applicable.

If any shareholder receives more than one proxy or voting instruction form, it is because that shareholder's Shares are registered in more than one form. In such cases, shareholders should sign and submit all proxies or voting instruction forms received by them in accordance with the instructions provided.

Registered Shareholders

Registered Shareholders have two methods by which they can vote their Shares at the Meeting; namely in person or by proxy. To assure representation at the Meeting, Registered Shareholders are encouraged to return the proxy included with this Circular. Sending in a proxy will not prevent a Registered Shareholder from voting in person at the Meeting. The vote will be taken and counted at the Meeting. Registered Shareholders who do not plan to attend the Meeting or do not wish to vote in person can vote by proxy.

To be valid, the duly-completed form of proxy must be deposited at the offices of CST Trust Company, B1 Level, 320 Bay Street, Toronto, Ontario M5H 4A6 prior to 5:00 p.m. (eastern time) on June 8, 2016 or with the Chairman of the Meeting before the commencement of the Meeting or any adjournment thereof. A Registered Shareholder may return the completed proxy as follows:

- (a) by **mail** in the enclosed envelope; or
- (b) by the **Internet** (by accessing the following Internet site: www.cstvotemyproxy.com and entering the personalized thirteen-digit e-voting control number printed on the form of proxy and following the instructions on the website); or
- (c) by **telephone** by calling 1-888-489-7352 as described on the enclosed proxy; or
- (d) by **email** by scanning the proxy and emailing it to proxy@canstockta.com; or

- (e) by **registered mail**, by **hand** or by **courier** to the attention of CST Trust Company, B1 Level,
320 Bay Street, Toronto, Ontario M5H 4A6.

To exercise the right to appoint a person or company to attend and act for a Registered Shareholder at the Meeting, such shareholder must strike out the names of the persons designated on the enclosed instrument appointing a proxy and insert the name of the alternate appointee in the blank space provided for that purpose. The instrument appointing a proxy holder must be executed by the shareholder or by his attorney authorized in writing or, if the shareholder is a corporate body, by its authorized officer or officers.

To exercise the right to revoke a proxy, in addition to any other manner permitted by law, a shareholder who has given a proxy may revoke it by instrument in writing, executed by the shareholder or his attorney authorized in writing, or if the shareholder is a corporation, by a duly-authorized officer or attorney thereof, and deposited: (i) with CST Trust Company, B1 Level, 320 Bay Street, Toronto, Ontario M5H 4A6 at any time up to and including prior to 5:00 p.m. (eastern time) on June 8, 2016, or (ii) with the Chairman of the Meeting on the date of the Meeting, or at any adjournment thereof, and upon either of such deposits the proxy is revoked.

BENEFICIAL SHAREHOLDERS

Beneficial Shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Corporation are referred to as **NOBOs**. Beneficial Shareholders who have objected to their intermediary disclosing the ownership information about themselves to the Corporation are referred to as **OBOs**.

As mentioned above, the Corporation is using Notice-and-Access to provide Proxy-Related Materials to Beneficial Shareholders. Therefore, a Notice Package will be sent via prepaid mail directly to the NOBOs and, indirectly, through intermediaries to the OBOs; the Corporation is assuming the cost of such delivery to OBOs.

Meeting Materials Received by OBOs from Intermediaries

The Corporation has distributed copies of the Notice Package to intermediaries for distribution to OBOs. Intermediaries are required to deliver the Notice Package to all OBOs of the Corporation who have not waived their right to receive these materials, and to seek instructions as to how to vote Shares. Often, intermediaries will use a service company (such as, for example, Broadridge Financial Solutions, Inc.) to forward the Notice Package to OBOs.

OBOs who receive the Notice Package will typically be given the ability to provide voting instructions in one of two ways:

- (a) Generally, an OBO will be given a VIF which must be completed and signed by the OBO in accordance with the instructions provided by the intermediary. In this case, the mechanisms described above for Registered Shareholders cannot be used and the instructions provided by the intermediary must be followed.
- (b) Occasionally, an OBO may be given a proxy that has already been signed by the intermediary. This form of proxy is restricted to the number of Shares owned by the OBO but is otherwise not completed. This form of proxy need not be signed by the OBO but must be completed by the OBO and returned to CST Trust Company in the manner described above for Registered Shareholders.

The purpose of these procedures is to allow OBOs to direct the proxy voting of the Shares that they own but that are not registered in their name. Should an OBO who receives either a form of proxy or a VIF wish to attend and vote at the Meeting in person (or have another person attend and vote on its behalf), the OBO should strike out the persons named in the form of proxy as the proxy holder and insert the OBO's (or such other person's) name in the blank space provided or, in the case of a VIF, follow the corresponding instructions provided by the intermediary. In either case, OBOs who received a Notice Package from their intermediary should carefully follow the instructions provided by the intermediary.

To exercise the right to revoke a proxy, an OBO who has completed a proxy (or a VIF, as applicable) should carefully follow the instructions provided by the intermediary.

Proxies returned by intermediaries as non-votes because the intermediary has not received instructions from the OBO with respect to the voting of certain Shares or, under applicable stock exchange or other rules, the intermediary does not have the discretion to vote those Shares on one or more of the matters that come before the Meeting, will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Shares represented by such non-votes will, however, be counted in determining whether there is a quorum at the Meeting.

Meeting Materials Received by NOBOs from the Corporation

As permitted under NI 54-101, the Corporation has used a NOBO list to send the Notice Package directly to the NOBOs whose names appear on that list. If you are a NOBO and the Corporation's transfer agent, CST Trust Company, has sent the Notice Package directly to you, your name and address and information about your holdings of Shares have been obtained from the intermediary holding such shares on your behalf in accordance with applicable securities regulatory requirements.

As a result, NOBOs can expect to receive in the Notice Package a scannable VIF from CST Trust Company. Please complete and return the VIF to CST Trust Company in the envelope provided. In addition, telephone voting and internet voting are available, as further described in the VIF. Instructions with respect to the procedures for telephone and internet voting can be found in the VIF. CST Trust Company will tabulate the results of VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Shares represented by VIFs received by CST Trust Company.

By choosing to send the Notice Package to you directly, the Corporation (and not the intermediary holding Shares on your behalf) has assumed responsibility for delivering the Notice Package to you and executing your proper voting instructions. The intermediary holding Shares on your behalf has appointed you as the proxy holder of such shares, and therefore you can provide your voting instructions by completing the proxy included with this Circular in the same way as a Registered Shareholder. Please refer to the information under the heading "Appointment and Revocation of Proxies - Registered Shareholders" for a description of the procedure to return a proxy, your right to appoint another person or company to attend the meeting, and your right to revoke the proxy.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his or her broker, a Beneficial Shareholder may attend the Meeting as proxy holder for the Registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Shares as proxy holder for the Registered Shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.

EXERCISE OF DISCRETION BY PROXIES

Where a choice is specified, the Shares represented by proxy will be voted for, withheld from voting or voted against, as directed, on any poll or ballot that may be called. Where no choice is specified, the proxy will confer discretionary authority and will be voted in favour of all matters referred to on the form of proxy. **Accordingly, in the absence of any direction to the contrary, Shares represented by properly-executed proxies in favour of the persons designated in the enclosed form of proxy will be voted FOR the: (i) election of directors, (ii) appointment of the auditor and authorization of the directors to fix its remuneration, (iii) resolution accepting, in an advisory, non-binding capacity, the Corporation's approach to executive compensation disclosed in the Circular, (iv) resolution confirming By-law 2015-1 of the Corporation, and (v) resolution ratifying and approving the Shareholder Rights Plan of the Corporation, the whole as stated under such headings in this Circular.**

The proxy also confers discretionary authority to vote for, withhold from voting or vote against amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters not specifically mentioned in the Notice of Meeting but which may properly come before the Meeting. Management has no present knowledge of any amendments or variations to matters identified in the Notice of Meeting or any business that will be presented at the Meeting other than that referred to in the Notice of Meeting. However, if any other matters not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein and, in such case, it is their intention to vote in accordance with the recommendations of management of the Corporation.

VOTING SHARES

As of March 31, 2016, there were 58,559,085 Shares issued and outstanding. Each Share entitles the holder thereof to one vote. The Corporation has fixed April 26, 2016 as the record date (the "Record Date") for the purpose of determining shareholders entitled to receive notice of the Meeting. Pursuant to the *Canada Business Corporations Act* (the "CBCA"), the Corporation is required to prepare, no later than ten days after the Record Date, an alphabetical list of shareholders entitled to vote as of the Record Date that shows the number of Shares held by each shareholder. A

shareholder whose name appears on the list referred to above is entitled to vote the Shares shown opposite the shareholder's name at the Meeting. The list of shareholders is available for inspection during usual business hours at the registered office of the Corporation, 800 Place Victoria, Suite 3700, Montreal, Québec H4Z 1E9 and at the Meeting.

PRINCIPAL SHAREHOLDER

As of March 31, 2016, to the knowledge of the directors and executive officers of the Corporation, the following is the only person who beneficially owns, or exercises control or direction over, directly or indirectly, more than 10% of the issued and outstanding Shares:

Name	Number of Shares held	Percentage
FMR LLC ⁽¹⁾	8,193,799	13.97

(1) Based solely on a report dated February 12, 2016 filed by FMR LLC with the United States Securities and Exchange Commission.

BUSINESS OF THE MEETING

Receiving the Financial Statements

The audited consolidated financial statements of the Corporation as of and for the year ended December 31, 2015 and the Auditor's Report thereon will be placed before the Meeting. These audited consolidated financial statements may be obtained from the Corporation upon request and will be available at the Meeting. The audited consolidated financial statements of the Corporation as of and for the fiscal year ended December 31, 2015 are available on the Corporation's website at www.itape.com under "Investor Relations". They have also been filed with the Canadian securities regulatory authorities as well as the United States Securities and Exchange Commission (the "SEC") and are available under the Corporation's profile on SEDAR at www.sedar.com (Canada) and at www.sec.gov (United States).

Election of Directors

The Corporation's Articles of Amalgamation provide that the Corporation shall have a minimum of three and a maximum of eleven directors. The Board of Directors has fixed the number of directors at nine for the year to come. Each director elected at the Meeting will hold office until the next annual meeting of shareholders or until the election of his successor, unless the director's seat on the Board of Directors becomes vacant for any reason.

Unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote **FOR** the election of the nine nominees whose names appear on pages 2 to 20 hereof. Management does not expect that any of the nominees will be unable to serve as a director.

Appointment of Auditor

Management and the Board of Directors propose that Raymond Chabot Grant Thornton LLP be appointed as the Corporation's auditor until the close of the next annual meeting of shareholders. Raymond Chabot Grant Thornton LLP have been the Corporation's auditor for more than five years.

The Audit Committee has a policy that restricts the services that may be provided by, and the fees paid to, the auditor. All services provided by the auditor must be permitted by law and by the Audit Committee policy and be pre-approved by the Audit Committee in accordance with the policy. Fees paid to the auditor for the past two fiscal years ended December 31, 2015 and 2014 are set out below:

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	2015	2014
	(CDN\$)	(CDN\$)
Audit Fees	790,500	953,000
Audit-Related Fees	59,000	5,850
Tax Fees	257,620	114,275
All Other Fees		
Total	1,107,120	1,073,125

The nature of each category of fees is described below.

Audit Fees. Audit fees were for professional services rendered for the integrated audit of the Corporation's consolidated financial statements and internal control over financial reporting, assisting the Audit Committee in discharging its responsibilities for the review of the Corporation's interim unaudited consolidated financial statements and services that generally only the independent auditor can reasonably provide, such as consent letters and assistance and review of documents filed with the Canadian securities regulatory authorities and the SEC.

Audit-Related Fees. Audit-related fees were for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's consolidated interim unaudited financial statements and are not reported under the caption Audit Fees above. These services included consultations concerning financial accounting and reporting standards.

Tax Fees. Tax fees were for tax compliance, tax advice and tax planning. These services included the preparation of the Canadian subsidiaries' income tax returns, assistance with questions regarding tax audits from the various taxation authorities in Canada and tax planning relating to common forms of domestic and international taxation.

All Other Fees. All other fees were for services provided other than the audit fees, audit-related fees and tax fees described above. No such fees have been billed in the last two fiscal years.

Except where authorization to vote with respect to the appointment of the auditor is withheld, the persons named in the accompanying form of proxy intend to vote **FOR** the appointment of Raymond Chabot Grant Thornton LLP as the auditor of the Corporation until the next annual meeting of shareholders, at remuneration to be determined by the Board of Directors.

Advisory Say on Pay Vote on Executive Compensation

At the Meeting, Shareholders will be asked to consider and, if deemed advisable adopt an advisory, non-binding or Say on Pay resolution in the form annexed as Schedule A to the Circular, accepting the Corporation's approach to executive compensation as disclosed in this Circular. See Advisory Vote on Executive Compensation below for information regarding the advisory, non-binding vote. The Board of Directors recommends that shareholders vote in favour of the resolution accepting, in an advisory, non-binding capacity, the Corporation's approach to executive compensation disclosed in the Circular. Unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote **FOR** the foregoing advisory, non-binding resolution.

Confirmation of By-law 2015-1 of the Corporation

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, adopt a resolution in the form annexed as Schedule B to the Circular, confirming By-law 2015-1 of the Corporation, entitled A by-law relating to the nomination of persons for election to the board of directors of Intertape Polymer Group Inc., as required by the CBCA. See Confirmation of By-law 2015-1 of the Corporation Advance Notice Requirement for the Nomination of Directors below for information regarding the proposed confirmation of By-law 2015-1. The Board of Directors recommends that shareholders vote in favour of the resolution confirming By-law 2015-1. Unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote **FOR** the foregoing resolution.

Ratification of Shareholder Rights Plan

At the Meeting, Shareholders will be asked to consider and, if deemed advisable adopt, a resolution in the form annexed as Schedule D to the Circular, ratifying and approving the Shareholder Rights Plan of the Corporation, as required by the Toronto Stock Exchange (the **TSX**). See Ratification of Shareholder Rights Plan for information

regarding the proposed ratification and approval of the Shareholder Rights Plan. The Board of Directors recommends that shareholders vote in favour of the resolution ratifying and approving the Shareholder Rights Plan. Unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote **FOR** the foregoing resolution.

Other Matters

Management has no present knowledge of any amendments or variations to matters identified in the Notice of Meeting or any business that will be presented at the Meeting other than that referred to in the Notice of Meeting. However, if any other matters not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein and, in such case it is their intention to vote in accordance with the recommendations of management of the Corporation.

ADVISORY VOTE ON EXECUTIVE COMPENSATION

At the Meeting, as part of the Corporation's commitment to strong corporate governance practices, shareholders will have an opportunity to cast an advisory or "Say on Pay" vote on the Board of Directors' approach to executive compensation. The Corporation currently intends to hold an advisory "Say on Pay" vote at each annual meeting as part of its process of shareholder engagement.

The purpose of a "Say on Pay" advisory vote is to provide shareholders with an opportunity to indicate their acceptance of the Board of Directors' overall approach to executive compensation. The Board of Directors, through its Human Resources and Compensation Committee, remains fully responsible for compensation decisions and is not relieved of these responsibilities by either a positive or negative advisory vote by shareholders. The vote by shareholders is advisory only and non-binding on the Board of Directors and the Corporation. However, the Board of Directors and the Human Resources and Compensation Committee will consider the outcome of the vote as part of an ongoing review of the executive compensation program of the Corporation together with feedback received from shareholders in the course of regular communications.

The Board of Directors diligently reviews the Corporation's executive compensation plans and consults third-party experts to design the terms of these plans relative to the current marketplace. To fully understand the objectives, philosophy and principles the Board of Directors has used in its approach to executive compensation decisions, shareholders should carefully read the section of the Circular entitled "Compensation of Executive Officers and Directors - Compensation Discussion and Analysis" starting on page 31 of this Circular.

That section describes the Corporation's compensation philosophy, the objectives and elements of the program, the measurement and assessment process used by the Corporation and why a large portion of the Corporation's executive compensation is linked to business performance and earned over the longer term, thereby aligning the interests of the Corporation's executives with those of its shareholders.

Shareholders are encouraged, prior to casting their votes at the Meeting, to provide any specific feedback, questions or concerns they may have regarding executive compensation directly to the Board of Directors by writing to the attention of the Chairman of the Board at the following address: 800 Place Victoria, Suite 3700, Montréal, Québec H4Z 1E9, c/o Fasken Martineau Dumoulin LLP.

The Board of Directors recommends that shareholders vote FOR the advisory, non-binding resolution accepting the Corporation's approach to executive compensation. **Unless otherwise specified, the persons named in the accompanying form of proxy or voting instruction form intend to vote FOR the advisory, non-binding resolution accepting the Corporation's approach to executive compensation.** The text of the resolution accepting the Corporation's approach to executive compensation is annexed as Schedule A to this Circular.

CONFIRMATION OF BY-LAW 2015-1 OF THE CORPORATION - ADVANCE

NOTICE REQUIREMENT FOR THE NOMINATION OF DIRECTORS

On November 11, 2015, the Board of Directors adopted By-Law 2015-1 of the Corporation, a copy of which is annexed to this Circular as Schedule C. At the Meeting, shareholders will be asked to consider a resolution, annexed to this Circular as Schedule B, confirming By-law 2015-1.

By-law 2015-1 provides a clear process for shareholders to follow to nominate directors and sets out a reasonable time frame for nominee submissions along with a requirement for accompanying information. The purpose of By-law 2015-1 is to treat all shareholders fairly by ensuring that all shareholders, including those participating in a meeting by proxy rather than in person, receive adequate notice of the nominations to be considered at a meeting and

can thereby exercise their voting rights in an informed manner. In addition, By-law 2015-1 is intended to facilitate an orderly and efficient meeting process.

By-law 2015-1 includes a provision that requires advance notice to the Corporation in circumstances where nominations of persons for election to the Board of Directors are made by shareholders of the Corporation other than pursuant to (i) a requisition to call a shareholders meeting made pursuant to the provisions of the CBCA, or (ii) a shareholder proposal made pursuant to the provisions of the CBCA.

Among other things, By-law 2015-1 fixes a deadline by which holders of record of common shares of the Corporation must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets out the information that a shareholder must include in the notice to the Corporation in order for the notice to be in proper written form.

In the case of an annual meeting of shareholders, notice to the Corporation must be made not less than 30 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the tenth day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Corporation must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

The above is a summary of By-law 2015-1; shareholders are urged to review By-law 2015-1 in its entirety.

By-law 2015-1 entered into effect on November 11, 2015 when it was adopted by the Board of Directors of the Corporation. Under the CBCA, the directors must submit a by-law to the shareholders at the next meeting of shareholders following its adoption, and the shareholders may, by ordinary resolution, confirm, reject or amend the by-law. Accordingly, at the Meeting, shareholders will be asked to consider and if deemed advisable, adopt an ordinary resolution confirming By-law 2015-1. Under the CBCA, in order to remain in effect, By-law 2015-1 must be confirmed by shareholders at the Meeting. If By-law 2015-1 is not confirmed by shareholders at the Meeting, it will cease to have effect. The Board of Directors recommends that shareholders vote FOR the resolution confirming By-law 2015-1. **Unless otherwise specified, the persons named in the accompanying form of proxy or voting instruction form intend to vote FOR the resolution confirming By-law 2015-1.** The text of the resolution confirming By-law 2015-1 is annexed as Schedule B to this Circular.

RATIFICATION OF SHAREHOLDER RIGHTS PLAN

On December 14, 2015, the Board of Directors of the Corporation entered into a Shareholder Rights Plan Agreement with CST Trust Company, as rights agent. The Shareholder Rights Plan (the **Rights Plan**) was adopted to (i) provide shareholders and the Board of Directors with adequate time to consider and evaluate any take-over bid made for the outstanding Shares; (ii) provide the Board of Directors with adequate time to identify, develop and negotiate value-enhancing alternatives to any such take-over bid; (iii) encourage the fair treatment of shareholders in connection with any take-over bid made for the outstanding Shares; and (iv) generally prevent any person from acquiring beneficial ownership of or the right to vote more than 20% of the outstanding Shares (or where such person already owns more than 20% of the Shares, from acquiring ownership of or the right to vote any additional Shares) while this process is ongoing or entering into arrangements or relationships that have a similar effect.

Under the policies of the TSX, the Rights Plan must be ratified by the shareholders of the Corporation at a meeting held within six months following the adoption of the Rights Plan, failing which the Rights Plan must be immediately cancelled and any rights issued thereunder must be immediately redeemed or cancelled. Accordingly, at the Meeting, shareholders will be asked to approve a resolution in the form annexed as Schedule D to the Circular, ratifying and approving the Rights Plan.

Subject to ratification by shareholders at the Meeting, the Rights Plan will be in effect until the end of the annual meeting of the shareholders to be held in 2019, unless shareholders adopt a resolution for the continuance of the Rights Plan prior to or at such meeting.

The following description of the Rights Plan is qualified in its entirety by the terms of the Rights Plan Agreement entered into between the Corporation and CST Trust Company.

The objective of the Rights Plan is to provide the Board of Directors of the Corporation with additional time, in the event of an unsolicited take-over bid, to develop and propose alternatives to the bid and negotiate with the offeror, as well as to ensure, to the extent possible, that all of the Corporation's shareholders will be treated equally and fairly in connection with any take-over bid for the Corporation, and lessen the pressure on shareholders to tender to a bid.

The Rights Plan is designed to prevent the use of coercive and/or abusive take-over techniques and to encourage any potential acquirer to negotiate directly with the Board of Directors for the benefit of all of the Corporation's shareholders. In addition, the Rights Plan is intended to provide increased assurance that a potential acquirer would pay an appropriate control premium in connection with any acquisition of the Corporation.

The Rights Plan utilizes the mechanism of a Permitted Bid (as defined therein) to attempt to ensure that a person seeking to acquire beneficial ownership of 20% or more of the Corporation's Shares gives shareholders and the Board of Directors sufficient time to evaluate the transaction, negotiate with the proposed acquirer, encourage competing bids to emerge, and ensure that all alternatives to the transaction designed to maximize shareholder value have been considered.

The Rights Plan will provide the Board of Directors with time to review any unsolicited take-over bid that may be made and to take action to identify, develop and negotiate value-enhancing alternatives, if appropriate, to any unsolicited take-over bid. The Rights Plan attempts to protect shareholders by requiring all potential offerors to comply with the conditions specified in the Permitted Bid provisions, failing which such offerors are subject to the dilutive features of the Rights Plan. By creating the potential for substantial dilution of an offeror's position, the Rights Plan encourages an offeror to proceed by way of a Permitted Bid or to approach the Board of Directors with a view to negotiation.

Operation of the Rights Plan

Pursuant to the Rights Plan, one Right was issued in respect of each Share issued and outstanding on the date of signature of the Rights Plan Agreement entered into between the Corporation and CST Trust Company. In addition, one Right will be issued for each additional Share issued thereafter. Each Right initially entitles the registered holder thereof to purchase from the Corporation one Share at a price equal to (i) until the Separation Time (as defined in the Rights Plan), an amount equal to four times the Market Price (as defined in the Rights Plan), from time to time, per Share; and (ii) from and after the Separation Time, an amount equal to four times the Market Price, as at the Separation Time, per Share, subject to certain anti-dilution adjustments. The Rights are not exercisable until the Separation Time.

Trading and Exercise of Rights

Until the Separation Time, the Rights trade together with the Shares. After the Separation Time, the Rights are exercisable, and are transferable separately from the Shares.

Flip-In Event

The acquisition by a person or any of its affiliates or associates or any person acting jointly or in concert with any of them of beneficial ownership of 20% or more of the Shares, other than by way of a Permitted Bid or certain other exceptions, is referred to as a Flip-In Event. Any rights beneficially owned by an Acquiring Person upon the occurrence of a Flip-In Event will be void, as will any Rights beneficially owned by associates, affiliates or persons acting jointly or in concert with an Acquiring Person, and transferees thereof. After the occurrence of a Flip-In Event, each Right (other than those that are void) will permit the holder to purchase Shares from the Corporation with an aggregate Market Price on the date of consummation or occurrence of the Flip-In Event equal to twice the Exercise Price (as defined in the Rights Plan) for an amount in cash equal to the Exercise Price.

Permitted Bid Requirements

The requirements of a Permitted Bid include the following:

- (1) the take-over bid must be made by way of a take-over bid circular;

- (2) the take-over bid must be made to all holders of Shares as registered in the books of the Corporation (other than Shares held by the offeror or any associate or affiliate of the offeror or any person acting jointly or in concert with any of them);

- (3) the take-over bid must contain, and the take-up and payment for securities tendered or deposited thereunder is subject to, irrevocable and unqualified conditions that: (i) no Shares shall be taken up or paid for pursuant to the take-over bid prior to the close of business on a date that is earlier than 60 days following the date on which the take-over bid was made or such longer period as may be prescribed as the minimum deposit period under applicable Canadian law; and (ii) no Shares shall be taken up or paid for pursuant to the take-over bid unless at the date referred to in (i) above, more than 50% of the aggregate outstanding Shares held by independent shareholders shall have been deposited or tendered pursuant to the take-over bid and not withdrawn;

- (4) the take-over bid must contain an irrevocable and unqualified provision that unless the take-over bid is withdrawn, Shares may be deposited pursuant to such take-over bid at any time during the period of time between the date of the take-over bid and the date on which Shares may be first taken up and paid for as provided in clause (3)(i) above and that any Shares deposited pursuant to the take-over bid may be withdrawn until taken up and paid for; and
- (5) the take-over bid must contain an irrevocable and unqualified provision that unless the take-over bid is withdrawn, if on the date on which Shares may be taken up or paid for, more than 50% of the aggregate outstanding Shares held by independent shareholders shall have been deposited or tendered pursuant to the take-over bid and not withdrawn, the offeror will make a public announcement of that fact and the take-over bid will remain open for deposits and tenders of Shares for not less than ten business days from the date of such public announcement.

The usual provisions regarding permitted lock-up agreements are included in the Rights Plan.

The Rights Plan allows a competing bid to be made while a Permitted Bid or a Competing Permitted Bid (as defined in the Rights Plan) (the **Prior Bid**) is in existence. A competing bid must satisfy all the requirements of a Permitted Bid, except that Shares may be taken up under a competing bid only on the later of (i) 35 days after the date of the competing bid or such longer period as may be prescribed as the minimum deposit period under applicable Canadian law; and (ii) the earliest date on which Shares may be taken up or paid under any Prior Bid in existence at the date of competing bid.

Waiver and Redemption

The Board of Directors may, prior to a Flip-In Event, waive the dilutive effects of the Rights Plan in respect of a particular Flip-In Event relating to a take-over bid to all holders of Shares provided that, if waived or deemed to have been waived in respect of any take-over bid made to all shareholders, it shall thereafter be deemed to have been waived in respect of any other take-over bid made to all shareholders prior to the expiry of the former take-over bid. At any time prior to the occurrence of a Flip-In Event, the Board of Directors may, with the prior consent of the holders of Rights, redeem all, but not less than all, of the then-outstanding Rights at a redemption price of \$0.00001 each.

In order to be adopted, the resolution ratifying and approving the Rights Plan requires a majority of the votes cast by shareholders voting in person or by proxy at the Meeting. The resolution ratifying and approving the Rights Plan is annexed as Schedule D to the Circular. **The Board of Directors recommends that shareholders vote FOR the resolution ratifying and approving the Rights Plan. Unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote FOR the resolution ratifying and approving the Rights Plan.**

A copy of the Rights Plan is available under the Corporation's profile on SEDAR at www.sedar.com and can be obtained at no charge by contacting the Secretary of the Corporation at 9999 Cavendish Blvd., Suite 200, Ville St Laurent, Québec H4M 2X5, telephone (514) 731-7591.

ELECTION OF DIRECTORS

Number of Directors

The Board of Directors currently consists of nine directors. The Board of Directors has fixed the number of directors at nine for the year to come. The persons named in the enclosed form of proxy intend to vote for the election of the nine nominees whose names are set out below. Each director will hold office until the next annual meeting of shareholders or until the election of his or her successor, unless the director's seat on the Board of Directors becomes

vacant for any reason.

The Nominated Directors

The following are profiles of each of the nine persons proposed to be nominated for election as a director. Information regarding the number of Shares, stock options, stock appreciation rights (**SARs**) and deferred share units (**DSUs**) held or over which control or direction is exercised by each director was provided to the Corporation by the respective directors.

Robert M. Beil

Phoenix, Arizona, U.S.A.

Current position with the Corporation:

Director

Bob Beil worked for The Dow Chemical Company for more than 31 years, until September 2006. Mr. Beil held numerous positions in Sales, Marketing, Business and Executive Management at Dow Chemical, including serving as the North American Commercial Vice President for Dow's Plastics Business. In this role, he was responsible for sales and marketing of more than \$2 billion of polyethylene, polypropylene and polystyrene resins to Dow Chemical's customers in all market segments in the United States, Canada and Mexico. Prior to his retirement, Mr. Beil was Corporate Vice President with functional oversight for all of Sales and Marketing at Dow Chemical.

Director since: September 2007

Principal occupation⁽¹⁾: Retired.

Age: 63

Areas of Expertise:

Independent

Marketing/Sales

Human Resources/Compensation

Packaging Industry

Manufacturing/Operations