



POLICY REGARDING COMPLAINTS

Policy adopted by the Audit Committee of Metro Inc.

on August 3rd, 2004

Modified on August 8, 2012 and on August 13, 2019

1. PURPOSE AND SCOPE

1.1 Purpose

The purpose of this policy is to put in place a transparent and efficient system to allow submission of complaints regarding illegal acts in connection with the activities of Metro Inc. and its subsidiaries (the "Corporation").

Therefore, anyone can report illegal acts (fraud, theft, vandalism, harassment, intimidation, questionable practices including questionable practices regarding accounting, internal controls and auditing matters, or any other illegal act) in connection with the Corporation's activities. By way of example only and without limiting the scope of this policy, complaints could be about any of the following:

- Fraud or deliberate misreporting in the financial statements' preparation, review or auditing;
- Fraud or deliberate error in accounting of the Corporation's financial transactions;
- Departure from Corporation-established internal accounting controls;
- Inappropriate or incomplete disclosure of the Corporation's fiscal position;
- Embezzlement.

This policy must be interpreted in association with effective Corporation policies.

1.2 Policy's Scope and Dissemination

This policy applies to all the Corporation's directors, officers, employees and insiders as well as any person with a specific connection to the Corporation. The relevant provisions of this policy will be communicated to the persons to whom they apply. All subsequent modifications to this policy will also be communicated to the persons to whom said modifications apply. A copy of this policy will be posted on the Corporation's Web and Intranet sites.

2. SUBMITTING COMPLAINTS

Complaints, whether in English or French, go to an **independent** firm (except for a complaint made by way of a confidential letter), and can be made **anonymously**. Complaints may be submitted to METRO by one of the following means:

- Telephone: 1-877-700-STOP (7867)
- E-mail to: Speakup@metro.ca or osez-parler@metro.ca
- Online via: <https://timetospeakup.ca> or <https://osezparler.ca>
- Confidential letter addressed to:

METRO INC.
Senior Director, Internal Audit
11011 Maurice-Duplessis Blvd.
Montréal, Quebec
H1C 1V6

3. CONFIDENTIALITY

During the analysis of complaints, all reasonable measures shall be taken to keep complainant's identity confidential if so requested by complainant or required by the circumstances surrounding the act from which the complaint is arising.

The Corporation pledges not to take any steps to dismiss, demote, suspend, threaten, harass, discriminate or take disciplinary measures against any employee who, in good faith, submits a complaint.

4. TREATMENT OF COMPLAINTS

4.1 Receipt of complaints

Any complaint received by the Corporation on matters involving accounting, internal accounting controls or auditing of financial statements shall be forwarded directly to the Senior Director, Internal Audit.

All other complaints received shall be forwarded directly to the Director, Security and Loss Prevention and then referred to the appropriate responsible sectors.

4.2 Forwarding Complaints to Responsible Officers

The Senior Director, Internal Audit shall forward any complaint received on matters involving accounting, internal accounting controls or auditing of financial statements without delay to the following individuals unless the complaint directly concerns them:

- President and Chief Executive Officer;
- Executive Vice-President, Chief Financial Officer and Treasurer;
- Vice-President, Corporate Controller;
- Vice-President, General Counsel and Corporate Secretary;
- Responsible external audit firm partner.

If the Senior Director, Internal Audit feels that the complaint is likely to have major repercussions on the Corporation, he must immediately notify the Audit Committee chairperson rather than wait until the Committee's next meeting; and the Audit Committee can, if it feels an investigation is appropriate, decide who should be entrusted with it (Corporation's personnel or outside firm).

The Director, Security and Loss Prevention will notify the above-mentioned persons of any other complaints that may have a negative impact on to the Corporation.

4.3 Complaint Analysis

The Senior Director, Internal Audit or, depending on the type of complaint, the Director, Security and Loss Prevention, must ensure that each complaint submitted is analysed, investigated if necessary, and documented. They must also, after each complaint is resolved, retain all documents pertaining to it for a period of seven full fiscal years.

4.4 Communications to the Audit Committee

At each Audit Committee meeting:

- The Senior Director, Internal Audit submits a list of the complaints received on matters involving accounting, internal accounting controls or auditing of financial statements. For each complaint, investigation results and corrective measures, if any, are identified;
- If no complaints were received during the quarter, the Senior Director, Internal Audit confirms this in writing.

4.4 Communications to the Human Resources Committee

At each Human Resources Committee meeting:

- The Vice-President, Human Resources submits a list of the complaints received. For each complaint that might have major repercussions on the Corporation, investigation results and corrective measures, if any, are provided;
- If no complaints were received during the quarter, the Vice-President, Human Resources confirms this in writing.

4.5 Communications with Complainants

When complainants reveal their identity, the Senior Director, Internal Audit or, depending on the type of complaint, the Director, Security and Loss Prevention, informs them of the steps taken with regard to the situation they reported as long as this information can be provided without prejudice to the Corporation and such disclosure complies with any applicable law or regulation and the Corporation's other policies.

5. DIFFERENT SECTORS' RESPONSIBILITIES

5.1 Human Resources

- Keeps the toll-free line and the online platform operational;
- Distributes promotional material annually;
- Informs new employees of this policy;

- Makes sure that the Corporation does not take any steps to dismiss, demote, suspend, threaten, harass, discriminate or take disciplinary measures against any employee who, in good faith, submits a complaint; and
- Reports to the Human Resources Committee.

5.2 Internal Audit

- Ensures that every complaint submitted on matters involving accounting, internal accounting controls or auditing of financial statements is analysed, investigated if necessary, and documented;
- After each complaint is resolved, retains all documents pertaining to it for a period of seven full fiscal years; and
- Reports to the Audit Committee

5.3 Security and Loss Prevention

- Ensures that all other complaints submitted is analysed, investigated if necessary, and documented; and
- After each complaint is resolved, retains all documents pertaining to it for a period of seven full fiscal years.

5.4 Corporate Affairs

- Ensures this policy is communicated to the relevant persons by making this policy available on the Corporation's Web site and Intranet.

5.5 Legal

- Provide required support, if needed, during the analysis, investigation and documentation of complaints;
- Ensure periodic review of the policy by the Audit Committee; and
- Communicate all changes to the policy to the Corporate Affairs Department so that the modified policy is made available on the Corporation's Web site and Intranet.