



KPMG INC.
600 de Maisonneuve Blvd. West
Suite 1500
Tour KPMG
Montréal, (Québec) H3A 0A3

Telephone (514) 840-2311
Fax (514) 840-2121
www.kpmg.ca

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
No: 500-11-058602-208

SUPERIOR COURT
(Commercial Division)

(sitting as a court designated pursuant to the
Companies' Creditors Arrangement Act,
R.S.C. 1985, c. C-36, as amended)

In the Matter of the Compromise and
Arrangement of:

**MAGASIN LAURA (P.V.) INC. / LAURA'S SHOPPE
(P.V.) INC.**

Applicant

-and-

KPMG INC.

Monitor

AFFECTED CREDITORS, PROXY AND VOTING FORM

Before completing this Proxy, please read carefully the accompanying instructions for the proper completion and return of the form.

Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Plan of Compromise and Arrangement of the Applicant dated March 26, 2021 (as may be further amended, supplemented and/or restated from time to time, the "**Plan**") accepted for filing pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**") with the Quebec Superior Court (the "**CCAA Court**") on April 1, 2021.

In accordance with the Plan, Proxies may only be filed by Affected Creditors having a Voting Claim (the "**Eligible Voting Creditors**").

PROXIES, ONCE DULY COMPLETED, DATED AND SIGNED, MUST BE SENT BY EMAIL TO THE MONITOR, OR IF CANNOT BE SENT BY EMAIL, DELIVERED TO THE MONITOR, THE WHOLE BY NO LATER THAN 5:00 P.M. (EASTERN DAYLIGHT TIME) ON JULY 5, 2021 (THE "PROXY DEADLINE").

THE UNDERSIGNED ELIGIBLE VOTING CREDITOR hereby revokes all proxies previously given, if any, and nominates, constitutes, and appoints Mr. Maxime Codère of KPMG Inc., in its capacity as Monitor, or such Person as he, in his sole discretion, may designate or, instead of the foregoing, appoints:

Print name of proxy holder if wishing to appoint someone other than Mr. Maxime Codère to attend on behalf of and act for the Eligible Voting Creditor at the Creditors' Meeting to be held in connection with the Plan and at any and all adjournments, postponements or other rescheduling of the Creditors' Meeting, and to vote the dollar value of the Voting Claim as determined by and accepted for voting purposes in accordance with the Meeting Order and as set out in the Plan as follows.



In the Matter of the Compromise and Arrangement of Magasin Laura (P.V.) Inc. / Laura's Shoppe (P.V.) Inc.
Affected Creditors, Proxy and Voting Form

A. (mark one only):

Vote **FOR** approval of the resolution to accept the Plan; or

Vote **AGAINST** approval of the resolution to accept the Plan.

If a box is not marked as a vote for or against approval of the Plan and Mr. Maxime Codère or his designate is appointed as a proxy holder, this Proxy shall be voted for approval of the Plan.

- and -

B. Vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Eligible Voting Creditor with respect to any amendments or variations to the matters identified in the notice of the Creditors' Meeting and in this Plan, and with respect to other matters that may properly be presented at the Creditors' Meeting.

DATED AT _____, this _____ day of _____ 2021.

 Name of Eligible Voting Creditor

 Signature of authorized person

 Signature of witness

 Name
 (indicate title or function if any)

 Name



INSTRUCTIONS FOR COMPLETION OF PROXY

1. This Proxy should be read in conjunction with the Plan of Compromise and Arrangement of the Applicant dated March 26, 2021 (as it may be amended, restated or supplemented from time to time, the "**Plan**") accepted for filing pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**") with the Quebec Superior Court (the "**CCAA Court**") on April 1, 2021, and the Meeting Order. Capitalized terms used herein not otherwise defined shall have the meanings ascribed to them in the Plan.
2. Each Eligible Voting Creditor has the right to appoint a person (who need not be a Creditor) (a "**Proxy holder**") to attend, act and vote for and on behalf of such Eligible Voting Creditor and such right may be exercised by inserting the name of the Proxy holder in the blank space provided on the Proxy.
3. If no name has been inserted in the space provided to designate the Proxy holder on the Proxy, the Eligible Voting Creditor will be deemed to have appointed Mr. Maxime Codère of KPMG Inc., in its capacity as Monitor (or such other Person as he, in his sole discretion, may designate), as the Eligible Voting Creditor's Proxy holder.
4. An Eligible Voting Creditor who has given a Proxy may revoke it by an instrument in writing executed by such Eligible Voting Creditor or by its attorney, duly authorized in writing or, if an Eligible Voting Creditor is not an individual, by an officer or attorney thereof duly authorized, and deposited with the Monitor in each case before the Proxy Deadline.
5. If this Proxy is not dated in the space provided, it shall be deemed to be dated as of the date on which it is received by the Monitor.
6. A valid Proxy from the same Eligible Voting Creditor bearing or deemed to bear a later date than this Proxy will be deemed to revoke this Proxy. If more than one valid Proxy from the same Eligible Voting Creditor and bearing or deemed to bear the same date are received by the Monitor with conflicting instructions, such Proxies shall not be counted for the purposes of the vote.
7. This Proxy confers discretionary authority upon the Proxy holder with respect to amendments or variations to the matters identified in the notice of the Meeting and in the Plan, and with respect to other matters that may properly come before the Meeting.
8. The Proxy holder shall vote the Eligible Voting Claim of the Eligible Voting Creditor in accordance with the direction of the Eligible Voting Creditor appointing him/her on any ballot that may be called for at the applicable Meeting. **IF AN ELIGIBLE VOTING CREDITOR FAILS TO INDICATE ON THIS PROXY A VOTE FOR OR AGAINST APPROVAL OF THE RESOLUTION TO ACCEPT THE PLAN, AND MR. MAXIME CODERE OR HIS DESIGNATE IS APPOINTED AS A PROXY HOLDER, THIS PROXY WILL BE VOTED FOR THE RESOLUTION TO APPROVE THE PLAN, INCLUDING ANY AMENDMENTS, VARIATIONS OR SUPPLEMENTS THERETO. IF AN ELIGIBLE VOTING CREDITOR FAILS TO INDICATE ON THIS PROXY A VOTE FOR OR AGAINST APPROVAL OF THE RESOLUTION TO ACCEPT THE PLAN AND APPOINTS A PROXY HOLDER OTHER THAN MR. MAXIME CODERE OR HIS DESIGNATE, THE PROXY HOLDER MAY VOTE ON THE RESOLUTION AS HE OR SHE DETERMINES AT THE APPLICABLE MEETING.**
9. If the Eligible Voting Creditor is an individual, this Proxy must be signed by the Eligible Voting Creditor or by a person duly authorized (by power of attorney) to sign on the Eligible Voting Creditor's behalf. If the Eligible Voting Creditor is a corporation, partnership or trust, this proxy must be signed by a duly authorized officer or attorney of the corporation, partnership or trust. If you are voting on behalf of a corporation, partnership or trust or on behalf of another individual at a Meeting, you must have been appointed as a proxy holder by a duly completed proxy submitted to the



In the Matter of the Compromise and Arrangement of Magasin Laura (P.V.) Inc. / Laura's Shoppe (P.V.) Inc.
Instructions for Completion of Proxy

Monitor by the Proxy Deadline. You may be required to provide documentation evidencing your power and authority to sign this Proxy.

10. **PROXIES, ONCE DULY COMPLETED, DATED AND SIGNED, MUST BE SENT BY EMAIL TO THE MONITOR, OR IF CANNOT BE SENT BY EMAIL, DELIVERED TO THE MONITOR, THE WHOLE BY NO LATER THAN 5:00 P.M. (EASTERN DAYLIGHT TIME) ON JULY 5, 2021 (THE "PROXY DEADLINE").**

By email: laura@kpmg.ca

By mail or courier: KPMG Inc.
ATTN : Maxime Codère
Tour KPMG, Bureau 1500
600, boul. de Maisonneuve Ouest
Montréal (Québec) H3A 0A3

11. The Applicant and the Monitor are authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which any Proxy is completed and executed, and may waive strict compliance with the requirements in connection with the deadlines imposed by the Amended and Restated Meeting Order.