

Director Selection and Appointment Process

Revised in 2015.

Approved by the Corporate Governance and Human Resources Committee on March 30, 2017.

Adopted by the Board of Directors on April 20, 2017.



Whereas the Corporate Governance and Human Resources Committee (the “**Committee**”) of Saputo Inc. (the “**Company**”) is responsible for developing and overseeing the candidate selection and recruitment process for the position of director, the Committee agrees on the following process:

- The Committee will determine the profile of the director sought, by taking into account:
 - i. The skills, abilities, personal qualities, professional experience and other attributes that the Board of Directors possesses as a whole; and
 - ii. The skills, abilities, personal qualities, professional experience and other attributes that the directors in place possess individually; and
 - iii. The skills, abilities, personal qualities, professional experience and other attributes that it deems necessary for the Board to possess in light of the Company’s Board Diversity Policy;
- The Committee will prepare a list of potential candidates in cooperation with senior management.
- The Committee may rely on the services of qualified consultants to identify and/or recruit candidates, if it deems necessary.
- The Committee will evaluate the candidates in light of the skills and abilities sought.
- The Committee will take into account the Company’s Board Diversity Policy, as well as guidelines and applicable legislation on the composition of boards and board committees.
- The Committee will maintain an evergreen list of potential candidates, to the extent feasible.
- The Committee will submit its recommendations for candidates as needed to the Board of Directors.

- The candidates approved by the Board of Directors will be presented for election at the Company's annual meeting and will be put to a vote by shareholders as part of the **individual** election of directors, notwithstanding the right of the Board of Directors to appoint directors between annual meetings, in the cases allowed by the Company's governing documents and applicable legislation.