

ANNUAL  
GENERAL  
MEETING



Delegate's  
Circular  
2026



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# **Notice of meeting and meeting details**

# Notice of Annual General Meeting for members of Sollio Cooperative Group and information about your participation

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## Date

February 26, 2026, at 1:30 p.m.

## Location

Québec City Convention Centre, 1000 René-Lévesque Boulevard East, Québec City, QC G1R 5T8, Canada

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## Main business submitted to the Assembly

1. Appointment of the auditors
2. Directors' attendance allowance
3. Election of directors
4. Amendment of Bylaw AG-4.2

The meeting may also address any other business duly submitted.

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## Your participation:

**Delegate:** As the delegate for your cooperative, you are entitled to attend the AGM and participate in its deliberations. You are authorized to make proposals and vote at the AGM.

To act as a delegate for a member, a person must be registered no later than one hour after the call to order of the AGM.

**Alternate delegate:** As the alternate delegate for your cooperative, you may attend the AGM and participate in deliberations, but you may not make proposals or vote at the AGM.

If a delegate from your cooperative is absent from the AGM, you may be called upon to change your status to become an AGM delegate. The president of your cooperative can initiate this change of status with the AGM registration staff no later than one hour after the start of the meeting.

**Taking the floor:** To speak or ask a question at the AGM, you must introduce yourself and state the name of your cooperative.

**Decision-making:** The business submitted at the AGM, listed above in the notice of meeting, will be determined by a majority of the votes cast by delegates at the AGM.

**Vote by secret ballot:** When one or more votes are cast by secret ballot, the delegate authorized to vote must show their delegate badge and provide one piece of government-issued ID (health insurance card, driver's licence, passport, etc.) to confirm their identity; otherwise, they will not be given a paper ballot or electronic voting tool.



**Josée Létourneau**  
Secretary General and Legal Affairs  
Montreal, Quebec  
January 19, 2026

Unless otherwise noted, the information contained in this document is dated January 19, 2026. Although management is not aware of any amendments, other business may be submitted at the AGM.

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Your participation as a delegate is important. As such, it is crucial that you read the following information carefully.

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# **Official voting of the members**

## Official voting of the members: number of delegates

### Sector 1

La Coop Saint-Hubert	2	<b>Current directors:</b> Richard Ferland Adrien Pitre Patrick Soucy Sophie Gendron
La Coop St-Fabien	2	
Unoria Coopérative	17	
La Coop St-Patrice	2	
Avantis Coopérative	51	

**Total** **74**

### Sector 2

Covris Coopérative	11	<b>Current directors:</b> Jeannine Chartrand Marc-André Roy Jean-Philippe Côté
Société coopérative agricole de Saint-Adrien d'Irlande	1	
La Coop La Patrie	3	
La Coop St-Côme-Linière	2	
Vivaco, groupe coopératif	40	

**Total** **57**

### Sector 3

Agiska Coopérative	36	<b>Current directors:</b> Jean Bissonnette Guy Labrecque Alain Laflamme
Uniag Coopérative	16	
La Coop Ste-Marthe	3	
La Fromagerie coopérative St-Albert inc.	1	

**Total** **56**

### Sector 4

La Coop Fermes du Nord	2	<b>Current directors:</b> Normand Lapointe Cathy Fraser David Mercier
La Coop St-Ubald	1	
La Coop Gracefield	2	
Nutrinor Coopérative	17	
Novago Coopérative	41	

**Total** **63**

### SECTOR 5

La Coop Dupuy et Ste-Jeanne d'Arc	1	<b>Current director:</b> Lucie Boies
Magasin CO-OP de Plessisville	4	
Magasin CO-OP de St-Victor	1	
Magasin Co-op de Havre-aux-Maisons	1	
Société coopérative de Lamèque Ltée	3	
La Coop Ste-Justine	8	
La Coop St-Méthode	1	
Magasin CO-OP de Ste-Perpétue	1	
La Coop St-Pamphile	2	
La Coop Squatec	2	
Filière porcine coopérative	5	
Citadelle, Maple Syrup Producers' Cooperative	4	
Sussex & Studholm Agricultural Society # 21	2	
Agro cooperative Assoc.	2	
Antigonish Farm & Garden	2	
Atlantic cooperative Country Stores	4	
Co-op Home and Farm Supply	2	
Eastern Farmers Co-op Society	1	
Kensington cooperative Assn.	1	
O'Leary Farmers Co-op Assn.	3	
Scotian Gold cooperative	2	
South Eastern Farmers Co-op	2	
Independent BMR Dealers	2	
Western Hog Producers	2	

**Total** **58**

### Sector 6

**Current director:**  
Marie-Pier Béliveau

**Minutes**  
**2025 Annual**  
**General Meeting**

IN ATTENDANCE:

Delegates, alternate delegates, and managing directors of the majority of member cooperatives, directors and managers of Sollio Cooperative Group (hereinafter the "Cooperative"), cooperative association and provincial cooperative representatives, provincial and federal Department of Agriculture officials, division heads and managing directors of departments, and other Sollio Cooperative Group staff, directors or members of affiliated cooperatives, etc.

1. COOPERATIVE REFLECTION

Mr. Richard Ferland asked delegates and participants to observe a minute of silence in memory of cooperators and employees from the agricultural cooperative movement who passed away during the year.

2. ANNUAL GENERAL MEETING CALL TO ORDER

The 103rd Annual General Meeting (AGM) of Sollio Cooperative Group began at 1:35 p.m., chaired by Mr. Richard Ferland. Quorum having been reached, the AGM was declared validly constituted.

3. READING OF THE NOTICE OF MEETING AND CERTIFICATE OF COMPLIANCE

The Secretary of the AGM, Ms. Josée Létourneau, declared that the notice of the Annual General Meeting of members had been published and distributed in accordance with our laws and regulations.

4. READING AND ADOPTION OF THE AGENDA

Ms. Létourneau read the draft agenda for the 2025 Annual General Meeting.

Upon a motion made by Mr. Benoit Labrecque, delegate for Agiska Coopérative, duly seconded by Mr. Jean-Nil Fournier, delegate of Unoria Coopérative, it was resolved:

To adopt the draft agenda for the 2025 Annual General Meeting as submitted.

5. READING AND APPROVAL OF THE 2024 ANNUAL GENERAL MEETING MINUTES

Mr. Ferland informed the delegates that the minutes of the 2024 Annual General Meeting were included in the Delegate's circular available to them on the AGM website since January 24. Mr. Ferland asked those in attendance to decide whether to forgo a reading of the minutes or proceed with an exhaustive or abridged reading of the minutes.

Upon a motion made by Mr. Kéven Merier, delegate for Avantis Coopérative, duly seconded by Ms. Élyse Groleau, delegate for Avantis Coopérative, it was resolved:

To forgo reading the minutes from the 2024 Annual General Meeting of members and proceed with their adoption.

On motion made by Mr. Daniel Guérin, delegate for Uniag Coopérative, duly seconded by Mr. René Lapierre, delegate for Avantis Coopérative, it was resolved:

## Minutes - 2025 Annual General Meeting

To adopt the minutes of the Sollio Cooperative Group Annual General Meeting held on February 29, 2024, as submitted.

### 6. MESSAGE FROM THE PRESIDENT

Mr. Ferland, President of Sollio Cooperative Group, introduced the members of the Board of Directors of Sollio Cooperative Group and read his message to members. His full message can be found in the annual report that is sent to all delegates and is posted on the Sollio Cooperative Group website.

### 7. CEO'S REPORT FOR THE 2023-2024 FISCAL YEAR

Mr. Pascal Houle, CEO of Sollio Cooperative Group, was invited to present the analysis of Sollio Cooperative Group's operating results for the 2023-2024 fiscal year. Mr. Houle introduced the Executive Committee and presented each sector's operational highlights for the previous year.

Mr. Casper Kaastra, Executive Vice-President and CEO of Sollio Agriculture, was asked to present the analysis of results for the Sollio Agriculture Division. Mr. Kaastra introduced the Division's management team and presented his sector's highlights for the 2023-2024 fiscal year.

Mr. Alexandre Lefebvre, Executive Vice-President and CEO of BMR Group, was asked to present the analysis of results for the Retail Division. Mr. Lefebvre introduced the Division's management team and presented his sector's highlights for the 2023-2024 fiscal year.

Mr. Yanick Gervais, President and CEO of Olymel L.P., was asked to present the analysis of the Food Division. Mr. Gervais introduced the Division's management team and presented the highlights for his sector for the 2023-2024 fiscal year.

The main highlights from these reports can be found in the annual report that is sent to all delegates and is available on the Sollio Cooperative Group website.

Mr. Houle then ended the presentation of the Sollio Cooperative Group's results with his observations regarding the previous year.

### 8. FINANCIAL REPORT FOR THE 2023-2024 FISCAL YEAR

Mr. Alexandre St-Jacques, Chief Financial Officer of Sollio Cooperative Group, presented the highlights of Sollio Cooperative Group's financial statements for the fiscal year ended October 26, 2024. Mr. St-Jacques provided an update on the Cooperative's consolidated statement of financial position, the consolidated cash flow statement, the consolidated balance sheet, and notes on the consolidated financial statements.

### 9. REPORT ON THE BOARD OF DIRECTORS' DECISION CONCERNING THE ALLOCATION OF SURPLUS EARNINGS

Mr. Ferland informed those attending the meeting that on January 22 and 23, 2025, Sollio Cooperative Group's Board of Directors decided to issue patronage refunds and dividends in the amount of \$25 million, in accordance with the powers vested in sections 65 and 66 of its Constitution Act.

This amount includes a patronage refund payment of \$17.8 million and a net dividend tax amount of \$5.2 million for members of the Filière porcine coopérative. The board of directors also agreed to proceed with a capital buyback totaling \$30 million.

## 10. APPOINTMENT OF AUDITORS

Mr. Guy Labrecque, Chair of the Audit Committee of Sollio Cooperative Group, informed the delegates of the recommendation made by the Board of Directors of Sollio Cooperative Group at its meeting held on January 22 and 23, 2025, to renew the audit mandate of EY.

Upon a motion by Mr. Gaétan Potvin, delegate for Avantis Coopérative, duly seconded by Mr. Ghislain Pion, delegate for Agiska Coopérative, it was resolved:

That EY be entrusted with the audit of Sollio Cooperative Group's financial statements for the 2024–2025 fiscal year.

## 11. COOPERATIVE AFFAIRS

### a. Corporate and cooperative responsibility report

Mr. Ferland invited delegates to read Sollio Cooperative Group's corporate and cooperative responsibility report, which provides an overview of the actions carried out by Sollio Cooperative Group and its divisions over the last fiscal year.

### b. Sollio Next Generation Award

Mr. Normand Lapointe commented on the importance of the next generation of farmers. He adds that a record number of applications were submitted for the Sollio Next Generation Award this year, and that the finalists and winners for the 2024–2025 edition will be celebrated tonight during the gala.

### c. A word from the President of the Fonds coopératif d'aide à la relève agricole (FCARA)

Mr. Jean-François Roy mentioned that the FCARA program helped 184 young people in 2024, that the FCARA has supported more than 900 young people and contributed over \$11 million since its creation in 2008, and that some 15 young people participated in the next generation trip that took place in Ontario last November.

## Remarks by the Minister of Agriculture and Agri-Food Canada

Mr. Richard Ferland read a message from the Honorable Lawrence MacAulay, Minister of Agriculture and Agri-Food Canada, who was unable to attend the meeting.

## Notice to guests and delegates

Mr. Richard Ferland mentioned that the remaining items on the agenda were internal governance matters and invited the guests to leave the room. The meeting continued with only the delegates, alternate delegates, and employees of the Cooperative, its three divisions, and the network in attendance.

## 12. DIRECTORS' ATTENDANCE ALLOWANCE

Mr. Ferland noted that the value of the attendance allowance is reviewed annually as part of the Presidents' Forum. Mr. Ferland also noted that at the meeting on November 26, 2024, the Presidents' Forum recommended to the AGM to maintain at \$700 the attendance allowance for the directors of Sollio Cooperative Group, excluding the president.

## Minutes - 2025 Annual General Meeting

Upon a motion made by Mr. André Normand, delegate for Vivaco, groupe coopératif, seconded by Mr. Frédéric Martineau, delegate for Avantis Coopérative, it was resolved:

That an attendance allowance of seven hundred dollars (\$700) per day be granted to the directors of Sollio Cooperative Group, excluding the president, for each day during which they act as members of the Board of Directors.

### 13. AMENDMENT TO BYLAW AG-10 CONCERNING THE METHOD FOR CALCULATING THE NUMBER OF DELEGATES

Ms. Létourneau presented the proposal to update Bylaw AG-10 concerning the method for calculating the number of AGM delegates, which consists of amending section 3 so that the secretary general can periodically revise the divisor without requiring the approval of the general meeting.

Ms. Létourneau specified that the purpose of the divisor is to ensure that the total number of delegates convened at general meetings is as close as possible to the minimum of 300 delegates. which was designed to ensure the eligibility of a total number of delegates that is as close as possible to the 300-delegate minimum.

Upon a motion made by Mr. Roland Morneau, delegate of Avantis Coopérative, seconded by Mr. Benoit Labrecque, delegate for Agiska Coopérative, it was resolved:

To amend Bylaw AG-10 concerning the method for calculating the number of delegates to which the Associations and Sections at Sollio Cooperative Group AGMs, as submitted.

### 14. ELECTIONS IN SECTORS 1, 2, 3, 4, 5 AND 6

#### 14.1 Appointment of the Election President and the Clerk

WHEREAS, by tradition, the appointed election chair is the president of the cooperative from which the most recent winner of the Sollio Next Generation Award originates;

WHEREAS last year's winner of the Sollio Next Generation Award was a member of Covris Coopérative;

WHEREAS Ms. Jeannine Chartrand is president of Covris Coopérative, but also a member of the Board of Directors of Sollio Cooperative Group;

WHEREAS, in order to avoid any appearance of conflict of interest, the election chair should not be a member of the Board of Directors;

Upon a motion by Mr. Kéven Mercier, delegate from Avantis Coopérative, seconded by Mr. Guy Crépeau, delegate from Agiska Coopérative, it was resolved:

That Ms. Élyse Groleau, delegate from Covris Coopérative, be designated to act as Election Chair; that Me Josée Létourneau be designated as Election Secretary; and that Me Roseline Roy be designated as Scrutineer.

#### 14.2 Nominations

Ms. Élyse Groleau noted that, in accordance with Bylaw AG-4.2 concerning the election of members of the Board of Directors of Sollio Cooperative Group, only candidates who submitted their notice of

nomination to the Secretary General of Sollio Cooperative Group before January 15, 2025, were eligible for this year's election.

According to the Secretary General's statement, the only persons eligible to be nominated for this election are:

**Sector 1:**

Cooperative Group:

- Ms. Sophie Gendron, Avantis coopérative

**Sector 2:**

Joint Venture Group:

- Mr. Jean-Philippe Côté, Vivaco, groupe coopératif

**Sector 3:**

Cooperative Group:

- Mr. Guy Labrecque, Agiska Coopérative

**Sector 4:**

Cooperative Group:

- Mr. David Mercier, Novago Coopérative

**Sector 5:**

- Ms. Lucie Boies, Independent BMR dealers
- Mr. Mathieu Pilote, Filière porcine coopérative

**Sector 6:**

Equity seat:

- Ms. Marie-Pier Béliveau, Vivaco, groupe coopératif

Ms. Élyse Groleau then called for nominations.

14.2.1 Sector 1 – Cooperative Group

Upon a motion made by Mr. Roland Morneau, delegate of Avantis Coopérative, duly seconded by Mr. Gaétan Potvin, delegate of Avantis Coopérative, it was resolved:

That Ms. Sophie Gendron be nominated as representative for the Cooperative Group for Sector 1 on Sollio Cooperative Group's Board of Directors.

Ms. Sophie Gendron accepted this nomination.

14.2.2 Sector 2 – Joint venture Group

Upon a motion made by Mr. Mathieu Giroux, delegate for Vivaco, groupe coopératif, duly seconded by Mr. Jean-Hugues Boisvert, delegate for Vivaco, groupe coopératif, it was resolved:

That Mr. Jean-Philippe Côté be nominated as representative for the Joint venture Group for Sector 2 on Sollio Cooperative Group's Board of Directors.

Mr. Jean-Philippe Côté accepted this nomination.

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### 14.2.3 Sector 3 – Cooperative Group

Upon a motion made by Mr. Guy Crépeau, delegate for Agiska Coopérative, duly seconded by Mr. Renaud Péloquin, delegate of Agiska Coopérative, it was resolved:

That Mr. Guy Labrecque be nominated as representative for the Cooperative Group for Sector 3 on Sollio Cooperative Group's Board of Directors.

Mr. Guy Labrecque accepted this nomination.

### 14.2.4 Sector 4 – Cooperative Group

Upon a motion made by Mr. Jean-Nil Laganière, delegate for Novago Coopérative, duly seconded by Mr. Stéphane Leclerc, delegate for Novago Coopérative, it was resolved:

That Mr. David Mercier be nominated as representative for the Cooperative Group for Sector 4 on Sollio Cooperative Group's Board of Directors.

Mr. David Mercier accepted this nomination.

### 14.2.5 Sector 5

Upon a motion made by Ms. Marianne Moisan, delegate for the Independent BMR Dealers Section, duly seconded by Mr. Laurent Cloutier, delegate for Citadelle, Maple Syrup Producers' Cooperative, it was resolved:

That Ms. Lucie Boies be nominated as representative for Sector 5 on Sollio Cooperative Group's Board of Directors.

Ms. Lucie Boies accepted this nomination.

Upon a motion made by Mr. Jean-François Roy, delegate for the Filière porcine cooperative, duly seconded by Mr. Patrice Gauthier, delegate for Avantis Coopérative, it was resolved:

That Mr. Mathieu Pilote be nominated as representative for Sector 5 on Sollio Cooperative Group's Board of Directors.

Mr. Mathieu Pilote accepted this nomination.

### 14.2.6 Sector 6 – Equity seat

Upon a motion made by Ms. Jenna Soesbergen, delegate for Uniag Coopérative, Duly seconded by Ms. Pascale Maltais, delegate for Nutrinor Coopérative, it was resolved:

That Ms. Marie-Pier Béliveau be nominated as representative for the Sector 6 Equity seat on Sollio Cooperative Group's Board of Directors.

Ms. Marie-Pier Béliveau accepted this nomination.

### 14.3 AGM vote for the nominees

#### 14.3.1 Sector 1 – Cooperative Group

Ms. Élyse Groleau pointed out that since the number of eligible candidates was equal to the number of positions up for election, no election would take place for this sector. Ms. Groleau therefore declared that Ms. Sophie Gendron was elected by acclamation as director of Sollio Cooperative Group to represent Sector 1, Cooperative Group, for a three-year term.

#### 14.3.2 Sector 2 – Joint venture Group

Ms. Élyse Groleau pointed out that since the number of eligible candidates was equal to the number of positions up for election, no election would take place for this sector. Ms. Groleau therefore declared that Mr. Jean-Philippe Côté was elected by acclamation as director of Sollio Cooperative Group to represent Sector 2, Joint venture Group, for a three-year term.

#### 14.3.3 Sector 3 – Cooperative Group

Ms. Élyse Groleau pointed out that since the number of eligible candidates was equal to the number of positions up for election, no election would take place for this sector. Ms. Groleau therefore declared that Mr. Guy Labrecque was elected by acclamation as director of Sollio Cooperative Group to represent Sector 3, Cooperative Group, for a three-year term.

#### 14.3.4 Sector 4 – Cooperative Group

Ms. Élyse Groleau pointed out that since the number of eligible candidates was equal to the number of positions up for election, no election would take place for this sector. Ms. Groleau therefore declared that Mr. David Mercier was elected by acclamation as director of Sollio Cooperative Group to represent Sector 4, Cooperative Group, for a three-year term.

#### 14.3.5 Sector 5

Ms. Élyse Groleau indicated that, since there are two candidates in this sector but only one position to be filled, there will be an election in this sector.

Ms. Groleau reminded that the candidates for Sector 5 were Ms. Lucie Boies and Mr. Mathieu Pilote, and invited delegates to vote electronically. Following a test to validate the functioning of all the remote controls distributed, Ms. Groleau declared Ms. Lucie Boies elected by vote as director of Sollio Cooperative Group to represent Sector 5 for a three-year term.

#### 14.3.6 Sector 6 – Equity seat

Ms. Élyse Groleau pointed out that since the number of eligible candidates was equal to the number of positions up for election, no election would take place for this sector. Ms. Groleau therefore declared that Ms. Marie-Pier Béliveau was elected by acclamation as director of Sollio Cooperative Group to represent Sector 6, Equity seat, for a two-year term.

### 14.4 Ratification by the general meeting of the appointment of outside directors

Ms. Groleau noted that at the meeting held on January 22 and 23, 2025, the Board of Directors of Sollio Cooperative Group recommended appointing Mr. François R. Roy and Ms. Paule Têtu as outside directors until the 2026 AGM, in accordance with Bylaw AG 4.2.

Upon a motion made by Mr. Gaétan Potvin, delegate for Avantis Coopérative, duly seconded by Mr. Frédéric Martineau, delegate for Novago Coopérative, it was resolved:

## Minutes - 2025 Annual General Meeting

That Mr. François R. Roy and Ms. Paule Têtu be appointed as outside directors of the Sollio Cooperative Group Board of Directors until the 2026 AGM.

### 14.5 Closure of the election period

Upon a motion made by Ms. Julie Pinard, delegate for Agiska Coopérative, duly seconded by Mr. Yvan Champagne, delegate for Avantis Coopérative, it was resolved:

That the election period for the Sollio Cooperative Group 2025 Annual General Meeting be closed.

Mr. Ferland thanked Ms. Groleau, resumed his position as chair of the meeting and congratulated the re-elected candidates, as well as Ms. Marie-Pier Béliveau as a new director, and Mr. Jean-Philippe Côté on his return to the board of directors. Mr. Ferland thanked Mr. Mathieu Pilote for submitting his candidacy, as well as Mr. Denis Lévesque and Mr. Jean-François Roy, outgoing directors, for their contribution to Sollio Cooperative Groupe and the cooperative movement.

### 15. QUESTION PERIOD

A delegate raised concerns regarding the use of artificial intelligence, particularly the risk of data leaks and sensitive information. Mr. Pascal Houle specified that this risk is recognized and is part of the organization's concerns, and that it is taken into account in the issues related to the use of artificial intelligence.

Mr. Roland Morneau, delegate from Avantis Coopérative, thanked the Board of Directors for the payment of \$5.2M in dividends for the Filière porcine coopérative, particularly in the context where producers have helped support Olymel in recent years.

Mr. René Lapierre, delegate from Avantis Coopérative, congratulated the Board of Directors and management for the results and asked about the redemption of capital amounting to \$30M. Mr. Pascal Houle clarified that the capital redemption includes all D-1 2015 series and a portion of the D-1 2016 series.

Mr. Laurent Bousquet, delegate from Agiska Coopérative, thanked the organization for the payment of rebates and the capital redemption, and added that cooperatives also need technical support and guidance from Sollio Cooperative Group for their various activities.

Mr. Dominic Perron, delegate from Nutrinor Coopérative, congratulated the organization for its results, the payment of rebates, and the capital redemption, and expressed concerns regarding the results of Sollio Agriculture, which should contribute more to the organization's results in the future. Mr. Perron mentioned that network cooperatives must be autonomous and profitable, and that it is not the role of Sollio Cooperative Group to oversee all services of the regional cooperatives.

Mr. Richard Ferland specified that Sollio Cooperative Group can offer a collaborative approach for certain activities such as retail. Mr. Pascal Houle mentioned that the target for Sollio Agriculture in the strategic plan is to reach EBITDA of approximately \$90M to \$100M by 2027, and that recovery work is underway regarding certain operational issues, the quality of chicks, simple ingredients, and the profitability of regional partnerships.

Mr. Frédéric Martineau, delegate from Avantis Coopérative, congratulated the Board of Directors and management for the remarkable turnaround in results over the past two years.

Mr. Richard Ferland highlighted the excellent work of the management teams and noted that there were no departures within management during the difficult period, despite the competitive labour market.

Mr. Laurent Bousquet, delegate from Agiska Coopérative, added that he wanted to ensure his previous comment was not taken as contradicting Mr. Dominic Perron's remarks, and clarified that his goal is to ensure he can do business with the best supplier, the best catalogue, and the best products, through the various agreements between his cooperative and Sollio Cooperative Group.

Mr. Richard Ferland stated that being the best is not only a goal but an ongoing effort, that the management teams perform very well, and that efforts will continue to ensure that the organization remains the best wholesaler.

Ms. Pascale Maltais, delegate from Nutrinor Coopérative, emphasized the importance of keeping up with the pace of competitors and inquired about Olymel's communications regarding corporate responsibility (CR) in order to inform consumers about the CR actions undertaken by Olymel.

Mr. Pascal Houle mentioned that Olymel already communicates its CR positioning to its customers, and that all CR actions of Sollio Cooperative Group are described in the CR report. Mr. Yanick Gervais specified that Olymel's CR process is well established and that the next step is to communicate it effectively to end consumers, although this is complex.

Mr. Kéven Mercier, delegate from Avantis Coopérative, asked whether the maximum allowed duration of two minutes for each candidate's presentation during elections is sufficient. Mr. Mercier proposed that the next ad hoc governance committee review the authorized duration for candidate presentations, as well as the disclosure of the candidates' skills profiles in the Delegate's circular.

Mr. Richard Ferland indicated that the proposal will be submitted to the ad hoc governance committee.

Mr. Mathieu Pilote, delegate from Avantis Coopérative, congratulated Ms. Lucie Boies on her election and proposed that the ad hoc governance committee review the representativeness of sector 5, which groups two distinct areas of activity, in a context where plurality and diversity are important and in order to ensure fair representation of all business sectors of Sollio Cooperative Group.

Mr. Richard Ferland indicated that the proposal has already been reviewed by the ad hoc governance committee but will be reassessed by the next committee.

Ms. Danielle Cadotte, delegate from Novago Coopérative, inquired whether monitoring is carried out regarding diseases in swine and poultry.

Mr. Casper Kaastra indicated that Sollio Cooperative Group is part of various associations that monitor poultry and swine diseases, and that contingency plans are in place with the industry in case diseases emerge.

Mr. Laurent Bousquet, delegate from Agiska Coopérative, highlighted the excellent quality of the presentations during this morning's half-day of reflection.

## 16. ADJOURNMENT OF THE AGM

Upon a motion duly made and seconded,  
It was resolved:

That the Annual General Meeting of Sollio Cooperative Group be adjourned at 4:05 p.m.

RICHARD FERLAND  
PRESIDENT

JOSÉE LÉTOURNEAU  
GENERAL SECRETARY

**Main business  
submitted  
to the Assembly**

## Main business submitted to the Assembly

Decisions	Recommendations
<p><b>Appointment of the auditors</b></p> <p>The Board of Directors submits to the AGM its recommendation on the appointment of auditors. The Audit Committee evaluates the quality of services provided by EY annually, and its performance as auditor for the Cooperative.</p>	<p><i>The Board of Directors, pursuant to the opinion of the Audit Committee, recommends that EY be entrusted with the audit of Sollio Cooperative Group's financial statements for the 2025-2026 fiscal year.</i></p>
<p><b>Directors' per diem</b></p> <p>The value of directors' per diem is reviewed annually as part of the Presidents' Forum, and a resolution is put forward to that effect at the next Annual General Meeting.</p> <p>This year, the Presidents' Forum took place in Québec City on November 19, 2025</p>	<p><i>The Presidents' Forum recommends to the AGM to increase to \$800 the per diem offered to the directors of Sollio Cooperative Group, excluding the President.</i></p>
<p><b>Election of directors (page 34)</b></p> <p>As part of these elections, the delegates will be called upon to elect four (4) directors in four (4) different sectors.</p> <p>Only those candidates whose nominations were submitted by the cooperatives to Sollio Cooperative Group's Secretary General before January 15, 2026, are eligible.</p> <p>One (1) outside director position must also be filled at the AGM.</p>	<p><i>The Board recommends to the AGM that Ms. Paule Têtu be appointed as the Sollio Cooperative Group outside director for the 2026-2027 term until the 2027 Annual General Meeting.</i></p>
<p><b>Amendment to Bylaw AG-4.2 (page 43)</b></p> <p>Bylaw AG-4.2 concerns the election of members to Sollio Cooperative Group's Board of Directors.</p> <p>It is amended to change the wording of the bylaw to reflect the recommendations of the ad hoc network governance committee held in 2025. The amendments can be summarized as follows:</p> <ul style="list-style-type: none"> <li>• Replacement of the four agricultural election sectors with two sectors</li> <li>• Creation of six director positions per agricultural sector for a total of twelve positions, of which four per sector are reserved for regional agricultural cooperatives and two per sector are open to all agricultural cooperatives in the sector</li> <li>• Creation of one universal position for all sectors</li> <li>• Insertion of a limit of eighteen consecutive or non-consecutive years of service as a director</li> <li>• Addition of a third external director position appointed by the board, if necessary</li> <li>• Change in the scales for the number of delegates setting the maximum number of candidates on the board of directors</li> <li>• Certain clarifications regarding eligibility requirements</li> <li>• Transitional measures agreed upon by the cooperatives for directors currently serving on the board of Sollio Cooperative Group who come from their cooperatives</li> </ul>	<p><i>The Board of Directors recommends to the AGM of the amendment to Bylaw AG-4.2 concerning the election of members to Sollio Cooperative Group's Board of Directors, as submitted, effective upon adoption.</i></p>

### Other business

An update on Sollio Cooperative Group's activities and other highlights will be presented during the meeting.

Delegates and alternate delegates are also invited to ask questions and provide their comments.

# **Board of Directors**

## Board of Directors



### Richard Ferland

President  
President of the Olymel Board of Directors

Richard Ferland is a dairy producer from the Chaudière-Appalaches region. With his partner, Odette Desrosiers, he purchased the family farm in Sainte-Marie in 1990. This is the fifth generation to run it. They manage over 200 dairy cows with one of their sons, Pierre, and own 250 acres of hay and corn crops. Together with Thomas, another of their sons, they co-own FarLand Sucré inc., their maple division. In addition, Odette Desrosiers and Pierre operate a vegetable greenhouse on the main site.

A graduate of the ITA in La Pocatière, he also serves on the Board of Directors of Avantis Coopérative. He was President of La Coop Unicoop for four years. He also served on the Board of Directors of Développement économique Nouvelle Beauce for three years.

#### Profile

Sainte-Marie, Quebec  
Chaudière-Appalaches region  
Elected in Sector 1 (2023–2026 term)  
Director at Avantis Coopérative  
Experience as a director of an agricultural cooperative: 28 years  
Age: 56  
Joined the Board in 2014  
Dairy and maple production

#### Competencies and interests

Communications and public affairs  
Business development and investment  
Strategic planning  
Human resources

#### Participation in Sollio Cooperative Group committees

Audit Committee  
Corporate Responsibility Committee  
Human Resources Committee  
Information Technologies Committee  
Governance and Cooperation Committee  
Poultry Industry Committee

#### Participation in external committees

Commission professionnelle de l'agriculture



### David Mercier

Vice-president  
Vice-president of the Olymel Board of Directors

David Mercier is a poultry producer from the Lanaudière region. He belongs to the fourth generation to run the family farm. His farm has four poultry houses with 115,000 chickens and 415 acres of crops.

David Mercier holds a DCS in Farm Management & Technology from McGill University. He serves on the Board of Directors of Novago Coopérative. He has held seats on various committees and boards of organizations in the agricultural sector, including his local farmers' union and his region's RCM.

#### Profile

Saint-Roch-Ouest, Quebec  
Lanaudière region  
Elected in Sector 4 (2025–2028 term)  
Director at Novago Coopérative  
Experience as a director of an agricultural cooperative: 11 years  
Age: 40  
Joined the Board in 2018  
Poultry and large crop production

#### Competencies and interests

Accounting and finance  
Business development and investment  
Human resources  
Information technologies

#### Participation in Sollio Cooperative Group committees

Corporate Responsibility Committee  
Poultry Industry Committee

#### Participation in external committees

Commission professionnelle de l'agriculture  
Au coeur des familles agricoles  
Filière porcine provinciale

## Board of Directors



### Jean Bissonnette

Vice-president  
Vice-president of the Olymel Board of Directors

Jean Bissonnette, with his wife, Elyse Gendron, runs a dairy and grain farm in Saint-Polycarpe, in Montérégie. They have a 113-kilogram quota and a 129 hectares direct seed. His business is also involved in the sale of Holstein genetics.

A graduate in zootechnology from ITA, he has served on the Board of Directors of La Coop des Frontières (merged in 2016 to form Uniag Coopérative) since 2001, serving as President for eight (8) years. He also successfully completed training in corporate governance (ASC) at Université Laval. Jean served on Sollio Cooperative Group's Board of Directors from 2011 to 2016, and returned to the Board in 2019. Until 2021, he served for five (5) years on the Board of Directors of the Centre d'insemination artificielle du Québec (CIAQ), and he is a member of the Semex Alliance Executive Committee, where he has served for nine years. Jean has also been active in many farming organizations and cooperatives, including AJRQ, Relève Agricole, his Syndicat de gestion, Agropur and Promutuel Insurance.

#### Profile

Saint-Polycarpe, Quebec  
Montérégie region  
Elected in Sector 3 (2023–2026 term)  
Director at Uniag Coopérative  
Experience as a director of an agricultural cooperative: 25 years  
Age: 61  
Joined the Board in 2011-2016, 2019  
Dairy and grain production

#### Competencies and interests

Information technologies  
Risk management  
Cooperative governance  
Strategic planning

#### Participation in Sollio Cooperative Group committees

Information Technologies Committee  
Governance and cooperation committee

#### Participation in external committees

Commission professionnelle de l'agriculture  
Conseil québécois de la coopération et de la mutualité



### Cathy Fraser

President of the Corporate Responsibility Committee  
Member of the Olymel Board of Directors

Cathy Fraser has been a farmer in the Mauricie region since 2006. Located in Lac-aux-Sables, the family farm started its activity in 1970. Since then, the original dairy farm has become a rabbit farm. In 2021, Ms Fraser and her family decided to turn their farm to meat production. To rabbit meat, they added oxen, chickens and pigs sold at retail, on the farm and in a few markets. They also do food processing in order to democratize rabbit meat. The farm also has 75 hectares of crops.

A graduate of Collège Ahuntsic in Civil Engineering Technology, Cathy Fraser is a member of the boards of directors of Novago Coopérative, SOCODEVI and CRAAQ, and is actively involved in her community.

#### Profile

Lac-aux-Sables, Quebec  
Mauricie region  
Elected in Sector 4 (2024-2027 term)  
Director at Novago Coopérative  
Experience as a director of an agricultural cooperative: 16 years  
Age: 51  
Joined the Board in 2015  
Rabbit production

#### Competencies and interests

Sustainable farming  
Cooperative governance  
Corporate responsibility  
Human resources

#### Participation in Sollio Cooperative Group committees

Corporate Responsibility Committee

#### Participation in external committees

CRAAQ  
Foundation of the CQCM



## Adrien Pitre

President, Governance and Cooperation Committee  
Member of the Olymel Board of Directors

Adrien Pitre is a grain, forestry and fodder producer in the Matapédia Valley, in the Bas-Saint-Laurent region. He is the third generation of farmers in his family. With his partner, Solange Lavoie, he bought his father's dairy business in 1986, which he turned into a grain (50 hectares), forage (65 hectares), and forestry (200 hectares) farm in 2010.

Adrien holds a diploma in farm business management from Cégep de Matane. Since 2003, he has served on the Board of Directors of La Coop Matapédienne, now Unoria Coopérative since the merger of La Coop Purdel and Agriscar in November 2022. He is a founding member of CUMA Matapédia, over which he presided from 1993 to 2001, as well as of a solidarity cooperative in Albertville. He was also a founding member of the Syndicat de gestion de la Matapédia, and was a municipal councillor from 1990 to 1995. Adrien Pitre is a certified corporate administrator (ASC).



## Marc-André Roy

Mr. Roy owns Ferme Jalroyal Inc. with his spouse, their son and their daughter, who are in line to take over the business. He represents the fourth generation. They operate a dairy farm with 100 milking cows in the Chaudière-Appalaches region, including 350 hectares for cultivating alfalfa, silage corn and grasses. He is also a producer of broiler chickens.

Marc-André holds a diploma in Farm Business Management from Cégep de Victoriaville. Marc-André serves on the Board of Vivaco, groupe coopératif. He has been its First Vice-President since 2015. He is also active in the Bois-Francis Holstein Club and CRÉA. He has good judgment, motivates and engages, and is committed to greater cooperation and to constantly improving the agricultural industry and members. In 2008, he received the New Farm Enterprise and Farm Succession Award. Having successfully completed the university certification program in corporate governance from the College of Corporate Administrators of Université Laval, Mr. Roy is a certified corporate administrator (ASC).

## Profile

Albertville, Quebec  
Bas-Saint-Laurent region  
Director at Unoria Coopérative  
Elected in Sector 1 (2024–2027 term)  
Experience as a director of an agricultural cooperative: 27 years  
Age: 68  
Joined the Board in 2016  
Grain, forestry and forage production

## Competencies and interests

Risk management  
Cooperative governance  
Strategic planning  
Human resources

## Participation in Sollio Cooperative Group committees

Governance and Cooperation Committee

## Profile

Disraeli, Quebec  
Chaudière-Appalaches region  
Elected in Sector 2 (2024–2027 term)  
Director at Vivaco, groupe coopératif  
Experience as a director of an agricultural cooperative: 13 years  
Age: 53  
Joined the Board in 2016  
Dairy, vegetable and poultry production

## Competencies and interests

Business development and investment  
Risk management  
Cooperative governance  
Strategic planning

## Participation in Sollio Cooperative Group committees

Audit Committee  
Human Resources Committee  
Poultry Industry Committee

## Board of Directors



### Patrick Soucy

Patrick Soucy has been a dairy producer in Lévis, in the Chaudière-Appalaches region, since 2008. He and his partner, Annie Claessens, run a dairy farm with 120 milking cows in Saint-Nicolas, where they produce cheese, milk and other dairy products. They also have 95 hectares of land, which they use mainly to grow alfalfa crops.

A graduate in animal sciences (agronomy) from Université Laval, Patrick has been a member of the Board of Directors of La Coop Seigneurie since 2009, and has been Second Vice-President since 2010. He is currently a director at Avantis Coopérative. He served on the Board of Directors of Promutuel Assurance from 2008 to 2019. He has also been executive director of a number of cooperative entities.

#### Profile

Lévis, Quebec  
Chaudière-Appalaches region  
Elected in Sector 1 (2024-2027 term)  
Director at Avantis Coopérative  
Experience as a director of an agricultural cooperative: 17 years  
Age: 57  
Joined the Board in 2016  
Dairy and crop production and dairy processing

#### Competencies and interests

Business development and investment  
Innovation, research and development  
Strategic planning  
Sustainable farming

#### Participation in Sollio Cooperative Group committees

Human Resources Committee  
Information Technologies Committee

#### Participation in external committees

Commission professionnelle de l'agriculture  
SOCODEVI



### Normand Lapointe

Member of the Olymel Board of Directors

Normand Lapointe and his son run a fifth generation dairy farm. It has 150 Holstein cows, 490 acres of grain and hay farming, and a quota of 100 kilos/day. Mr. Lapointe achieved the best national average herd production in the Ayrshire breed in 2022 and 2023.

Since February 2017, Mr. Lapointe has been a director at Nutrinor Coopérative and, since 2019, a member of the Executive Committee. He has served as President of the Coopérative agricole de Jonquière for six years. Mr. Lapointe is also involved in the Planning Advisory Committee for the municipality of Saguenay and his region's UPA Board. He has also been involved in the Expo agricole de Chicoutimi and the Association Ayrshire du Québec (2018-2019), as well as managing an ice hockey team.

#### Profile

Jonquière, Quebec  
Lac-Saint-Jean region  
Elected in Sector 4 (2023-2026 term)  
Director at Nutrinor Coopérative  
Experience as a director of an agricultural cooperative: 19 years  
Age: 61  
Joined the board in 2020  
Dairy production

#### Competencies and interests

Sustainable farming  
Business development and investment  
Cooperative governance  
Human resources

#### Participation in Sollio Cooperative Group committees

Corporate Responsibility Committee  
Audit Committee

#### Participation in external committees

Commission professionnelle de l'agriculture  
Fonds coopératif d'aide à la relève agricole



## Sophie Gendron

President, Information Technologies Committee  
Member of the Olymel Board of Directors

Co-owner of Ferme Lénique Inc. with her husband, Christian Lévesque, and her brother-in-law, Réal, they have a quota of 72 kg and cultivate fodder and grains on 360 acres.

After growing up on a dairy farm in the St-Hyacinthe region, Ms. Gendron graduated in Zootechnology from ITA. She also holds a college certificate in accounting and office automation. Settling in the Kamouraska region in 1991, she became a dairy-vegetable representative for Groupe Coopératif Dynaco before joining the farm with her partners.

Elected to the board of directors of Groupe Coopératif Dynaco in 2017, Ms. Gendron continued her involvement with Avantis Coopérative during the merger in 2018. She served as chair of the HR and governance committee for four years.

In the past, Sophie has also been involved in numerous agricultural and community organizations whose mission was close to her heart. She is currently vice-president of the Fondation de la Famille agricole du Québec and director of a non-profit organization in her community, La Maison de Jean-Baptiste.

She is known for her thoroughness in her work, her thirst for learning and her ability to reconcile ideas and bring people together.



## Lucie Boies

President, Human Resources Committee  
Member of the Olymel Board of Directors

Lucie Boies operates two BMR stores on Côte-de-Beaupré. Lucie and her nephew Mathieu are partners in this third generation family business. They rely on nearly 60 employees to operate their stores.

Lucie has a bachelor's degree in industrial relations and a certificate in business administration from Université Laval.

She is a founding member of Alliance affaires Côte-de-Beaupré. She has served on the Fondation de l'Hôpital Sainte-Anne-de-Beaupré Board of Directors since 2013, as President since 2017. She has been on various advisory committees at BMR Group for nearly twenty years.

## Profile

Saint-Denis-de-La Bouteillerie, Quebec  
Bas-Saint-Laurent region  
Elected in Sector 1 (2025-2028 term)  
Director at Avantis Coopérative  
Experience as a director of an agricultural cooperative: 9 years  
Age: 55  
Joined the Board in 2021  
Dairy and grain production

## Competencies and interests

Accounting and finance  
Cooperative governance  
Human resources  
Information technologies

## Participation in Sollio Cooperative Group committees

Governance and Cooperation Committee  
Information Technologies Committee

## Participation in external committees

Fondation de la famille agricole  
Commission professionnelle de l'agriculture

## Profile

Saint-Ferréol-les-Neiges, Quebec  
National Capital Region  
Elected in Sector 5 (2025-2028 term)  
Age: 60  
Joined the Board in 2022  
BMR dealer

## Competencies and interests

Accounting and finance  
Business development and investment  
Strategic planning  
Human resources

## Participation in Sollio Cooperative Group committees

Audit Committee  
Human Resources Committee

## Board of Directors



### Guy Labrecque

President, Audit Committee  
Member of the Olymel Board of Directors

Mr. Labrecque has co-owned Ferme Labrise inc., a dairy farm with a quota of 120 kilos per day, since 1993. The farm has been among the top 100 herds of Lactanet for 8 years and one of the elite of Sollio Cooperative Group's Superior Syncro dairy farmers. Mr. Labrecque and his spouse, Lynda Saint-Jacques, have operated Ferme Refrance inc. since 2007. They cultivate 600 acres of field crops with hay, grain corn, wheat, soybeans, and Maizex certified seed soybeans.

Guy Labrecque, who graduated from the ITA de Saint-Hyacinthe in the GEEA program, comes from a line of farmers and is proud to be the head of the third-generation family business. He has three children, and his sons, Vincent and Olivier, now integrated into the dairy business represent the next generation of the family.

He was involved with the Cercle des jeunes ruraux de Rouville as a Director, Vice-President and President, as well as the Association des jeunes ruraux du Québec as a Director and 2<sup>nd</sup> Vice-President. He was also a Director of the Holstein Club and the Société d'agriculture de Rouville. He was President of La Coop des Montérégiennes during 8 years and currently holds the position of 1<sup>st</sup> Vice-President of Agiska Coopérative.



### Jeannine Chartrand

Ms. Chartrand has been co-owner, since 1995 with her spouse, Yvan Fréchette of a pork business in St-Zéphirin de Courval in the Centre-du-Québec region. It is a farrowing-type operation, with a herd of 650 sows weaned in groups every 4 weeks and 135 acres of land.

Her company has been working for several years, aiming for responsible agriculture and harmonious cohabitation.

Ms. Chartrand holds a DEC from ITA Saint-Hyacinthe in animal production. She also took courses in administration at UQTR.

She has worked in several fields related to agriculture, environment, consulting services, technician in a cooperative, etc. She has been actively involved in various organizations such as the management union, the Holstein club, agriculture succession groups as well as in the school field and financial. She was Director of Covilac, coopérative agricole for 8 years, including 5 as President until the merger which led to the creation of Covris Cooperative. She is involved with the UPA at several levels. She is president of its UPA local union and, at the regional level, she serves as an administrator, member of the executive committee and treasurer.

### Profile

Saint-Césaire, Quebec  
Montérégie region  
Elected in Sector 3 (2025-2028 term)  
Director at Agiska Coopérative  
Experience as a director of an agricultural cooperative: 20 years  
Age: 55  
Joined the Board in 2022  
Dairy and crop production

### Competencies and interests

Accounting and finance  
Cooperative governance  
Strategic planning  
Human resources

### Participation in Sollio Cooperative Group committees

Audit Committee

### Participation in external committees

Association des jeunes ruraux du Québec

### Profile

St-Zéphirin de Courval, Quebec  
Centre-du-Québec region  
Elected in Sector 2 (2023-2026 term)  
Director at Covris Coopérative  
Experience as a director of an agricultural cooperative: 13 years  
Age: 62  
Joined the Board in 2023  
Pork production

### Competencies and interests

Accounting and finance  
Risk management  
Cooperative governance  
Human resources

### Participation in Sollio Cooperative Group committees

Governance and cooperation committee  
Audit Committee

### Participation in external committees

Centre de développement du porc du Québec



## Alain Laflamme

Alain Laflamme is a farmer with his wife in the Montérégie region. He is a shareholder of 275 sows at Fermes boréales. The second generation farm has 30 hectares in corn and soybean cultivation as well as 4,000 fattening and nursery places renovated in 2018 for animal welfare.

Among his previous experiences, he counts six years as Vice-President and fourteen years as Audit President at La Coop Comax, now Agiska Coopérative. He has been President of the audit, finance and risk management committee of Agiska Cooperative since 2022. Through his experiences in the agricultural world, he demonstrates leadership, perseverance and positivism. He calls himself a unifier, he organizes a harvest festival every year which brings together 150 producers. Thanks to his participation in various cooperative pork plans, he has acquired an excellent knowledge of the environment of Sollio Cooperative Group.

He was involved as a director at the Caisse des Salines in Saint-Hyacinthe and as a director at SOCODEVI. Mr. Laflamme was Vice-President of the Filière porcine coopérative for eight years, interim president for one year and President from April 2022 to April 2023.



## Marie-Pier Béliveau

Marie-Pier is a maple syrup producer in the Érable region of Centre-du-Québec. The seventh generation to run the business, she took over the reins of Ferme Bélichel inc. with her husband Philippe. The producer obtained her GEEA diploma from the Cégep de Victoriaville in 2006, and since then has been involved with the farm, which had a milk production of 60 kg/day and a maple grove with 3,000 taps.

In 2015, the young woman, who had been involved with Agropur, Citadelle and La Coop des Appalaches since completing her studies, joined the latter's board and participated in the merger process that led to Vivaco, groupe coopératif.

In 2019, the couple will start a business in construction electricity, where Marie-Pier's administrative and management skills will prove invaluable to the company's evolution. Marie-Pier's foray into the construction industry has enabled her to acquire new skills in construction procurement.

In 2021, after strategic reflection, the decision was made to withdraw from dairy production and devote herself entirely to maple syrup production. The entire dairy building was then converted into a modern sugar shack equipped with new technologies. Today, Ferme Bélichel has 16,000 taps and a Citadelle barrel depot of 4,500 barrels. Marie-Pier also manages the processing side of the business, which represents nearly 10% of her maple production in various maple products.

### Profile

Saint-Simon, Quebec  
Montérégie region  
Elected in Sector 3 (2024-2027 term)  
Director of Agiska Coopérative  
Experience as a director of an agricultural cooperative: 26 years  
Age: 66  
Joined the Board in 2024  
Pork and crop production

### Competencies and interests

Sustainable agriculture  
Strategic planning  
Risk management  
Accounting and finance

### Participation in Sollio Cooperative Group committees

Corporate Responsibility Committee

### Participation in external committees

Table de concertation santé et sécurité en agriculture

### Profile

Sainte-Sophie-d'Halifax, Quebec  
Centre-du-Quebec region  
Elected in Sector 6 (2025-2027 term)  
Director at Vivaco, groupe coopératif  
Experience as a director of an agricultural cooperative : 11 years  
Age: 39  
Joined the Board in 2025  
Maple production

### Competencies and interests

Accounting and finance  
Risk management  
Cooperative governance  
Human resources

## Board of Directors



### Jean-Philippe Côté

Jean-Philippe Côté represents the third generation of agricultural producers on the farm, which he has run with his wife, Julie Richer, since 2008. They produce mainly milk with a herd of 250 heads. They have a quota of 170 kilos and they cultivate 330 hectares. Surplus crops are sold as grain and commercial hay. They also market maple syrup from their 6,500 taps.

With 20 years' involvement in his cooperative, he has been able, over the years, to contribute to the discussions of the various councils in which he has participated, in order to maintain the relevance and durability of the cooperative model. In his view, this model contributes to developing efficient, profitable businesses that are able to evolve in today's society, while giving value to their users.

In addition to his involvement with Vivaco, groupe Coopératif, Mr. Côté sits on the Board of Directors of his local CUMA as Vice-Chairman. He is involved in various UPA boards, including that of the Memphrémagog sector and that of the Producteurs de lait de l'Estrie. He also sits on his municipality's environmental advisory committee. Through his involvement, he seeks to find common ground, develop a positive image of agriculture and move forward together to solidify agriculture and ultimately strengthen farmers in our regions.



### François R. Roy

Outside Director

During his career, Mr. Roy has been a director and chief financial officer at various private, public, parapublic, and not-for-profit corporations and institutions. He managed the finances of McGill University, where he was Vice-Rector, Administration and Finance, from 2007 to 2010.

He had previously worked for major media companies, first as Executive Vice-President and Chief Financial Officer at Quebecor for close to ten years, then as Chief Financial Officer at Telemedia—a company that owned several dozen radio stations across Canada in the early 2000s.

He began his career at Scotiabank in Toronto and spent six (6) years working as a corporate banker in Canada and the United States, including three (3) years in New York. In this role, he was a lender to Fortune 500 companies, structured complex financing and represented the bank in the largest ever wind-up filed in the United States at the time.

As a corporate director since 1998, he has served on numerous boards including those of Transcontinental, CBC/Radio-Canada and the Noranda Income Fund. He is still active on those of Colabor and at the National Gallery of Canada. He left the Caisse de dépôt et placement du Québec in December 2019, having reached the end of the 10-year term.

He is also a director of the Concours musical international de Montréal and its foundation. A fan of classical music, he has helped foster young talents in the pursuit of their musical careers and international visibility since 2013.

#### Profile

Magog, Quebec  
Estrie region  
Elected in Sector 2 (2025-2028 term)  
Director at Vivaco, groupe coopératif  
Experience as a director of an agricultural cooperative: 21 years  
Age: 42  
Joined the Board in 2019-2023, 2025  
Dairy, grain and maple production

#### Competencies and interests

Accounting and finance  
Risk management  
Cooperative governance  
Strategic planning

#### Participation in Sollio Cooperative Group committees

Human Resources Committee  
Information Technologies Committee

#### Profile

Montreal, Quebec  
Montreal Area  
Appointed Outside Director  
One-year term  
Age: 70  
Joined the Board in 2020  
Financial expert

#### Competencies and interests

Accounting and finance  
Business development and investment  
Risk management  
Cooperative governance

#### Participation in Sollio Cooperative Group committees

Audit Committee (outside member)



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**Paule Têtu**  
Outside Director

During her career, Ms. Paule Têtu has held various strategic and management positions in both public and private organizations. She holds a forest engineering degree from Université Laval and a master's degree from the University of Georgia in the United States. She currently sits on the board of directors of Solifor, one of the largest owners of private forests under management in Quebec. She is also a director of the non-profit organization "Les Amis du Mont-Sainte-Anne". Among her previous functions, Paule acted as assistant vice-rector for research and creation at Université Laval. She was also Associate Deputy Minister of the Ministry of Natural Resources and Wildlife of Quebec where, in addition to being responsible for Forest Quebec and regional operations across Quebec, she piloted the revision of the policy Quebec forestry.

Previously, Ms. Têtu was Vice President - Sustainable Development for Kruger Forest Products and, previously, Director - Membership and Communications for the National Wood Products Research Institute (now FPInnovations) and Director of Communications and Public Affairs at the Quebec Forest Industries Association. As part of the celebrations for the 400th anniversary of Quebec City in 2008, the Council on the Status of Women recognized Ms. Têtu among 400 women who have contributed in a particular way to the development of Quebec society.

In 2023, the Conseil de l'industrie forestière du Québec (CIFQ) awarded her the Hommage prize in recognition of his professional contribution to the forestry sector.

**Profile**

Quebec  
National Capital  
Appointed Outside Director  
One-year term  
Age: 68  
Joined the Board in 2023  
Expert in the forestry sector and strategic planning

**Competencies and interests**

Sustainable agriculture  
Communications and Public Affairs  
Innovation, research and development  
Strategic planning

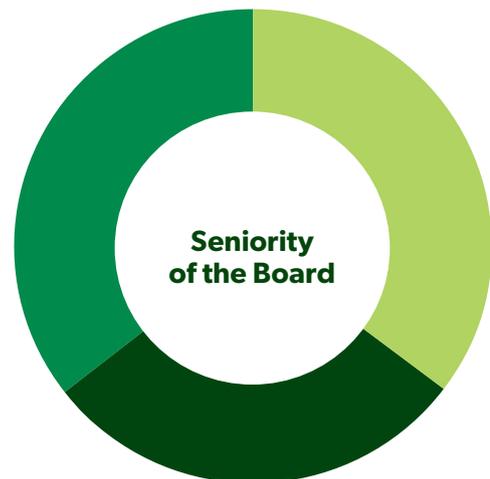
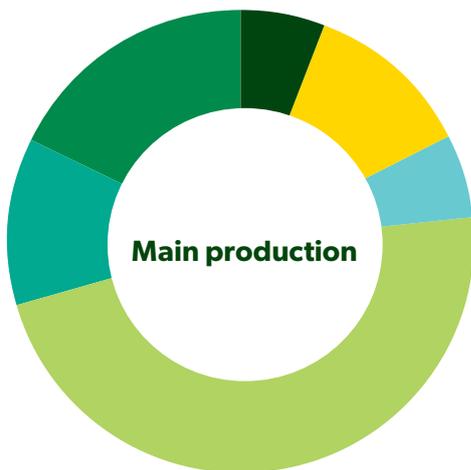
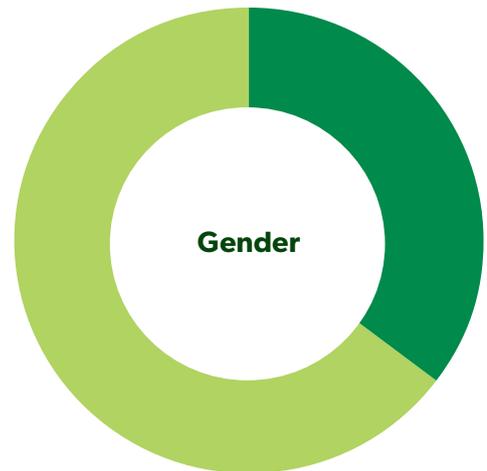
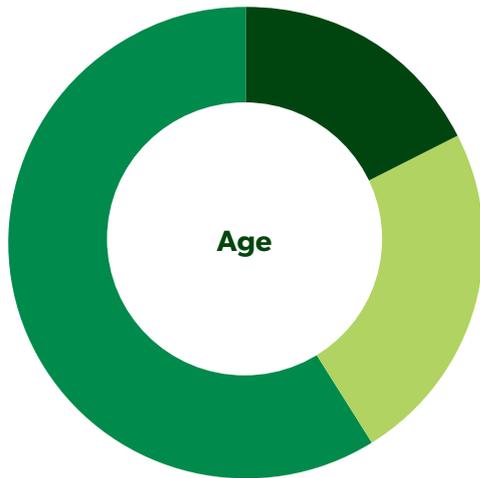
**Participation in Sollio Cooperative Group committees**

Corporate Responsibility Committee (outside member)  
Human Resources Committee (outside member)

## Board of Directors

### Board diversity

The pie charts below illustrate the diversity among Board members in terms of age, gender and years of experience on the Board and the directors' primary areas of agricultural production.





## Board of Directors

### Board skills profile and required skills

Sollio Cooperative Group provides a “skills chart” in which directors disclose their degree of expertise in the areas required by the cooperative business course. The directors list four key skills, their experience and their language skills.

In addition, Sollio Cooperative Group annually presents the network of cooperatives with an “Annual Board Matrix,” that gives a transparent, impartial review of the Board of Directors’ composition. This publication features the Board’s profile and characteristics, with a portrait of its directors and observations about its needs analysis. The Matrix is included in the documentation provided to the AGM delegates. Thus, the Board of Directors asks the AGM delegates to consider candidates for election as directors who match one or more of these observations.

Name	Gender		Age			Languages		Geographic area of origin				Main production				
	Man	Woman	under 46	46-55	56+	French	English	1	2	3	4	Dairy	Field crops	Poultry	Pork	Other
R. Ferland	•				•	•	•	•				•				
D. Mercier	•		•			•	•				•			•		
J. Bissonnette	•				•	•	•			•		•				
C. Fraser		•		•		•	•				•					•
A. Pitre	•				•	•		•					•			
M.-A. Roy	•			•		•			•			•				
P. Soucy	•				•	•	•	•				•				
N. Lapointe	•				•	•					•	•				
S. Gendron		•		•		•	•	•				•				
L. Boies		•			•	•	•									
G. Labrecque	•			•		•				•		•				
J. Chartrand		•			•	•			•						•	
A. Laflamme	•				•	•				•					•	
M.-P. Béliveau		•	•			•	•		•							•
J.-P. Côté	•		•			•	•		•			•				
F. R. Roy	•				•	•	•									
P. Têtu		•			•	•										

Name	Years of experience at Sollio Cooperative Group			1 – Sustainable farming	2- Communications and public affairs	3 – Accounting and finance	4- Business development and investment	5 – Risk management	6- Cooperative governance	7- Innovation , research and development	8 – Strategic planning	9- Corporate responsibility	10 - Human resources	11- Information technologies	2025 Board attendance	
	1 to 4	5 to 8	9+												SCG	Olymel
R. Ferland			•	✓			✓				✓		✓		100 %	100 %
D. Mercier			•			✓	✓						✓	✓	100 %	100 %
J. Bissonnette			•					✓	✓		✓			✓	100 %	100 %
C. Fraser			•	✓					✓			✓	✓		100 %	100 %
A. Pitre			•					✓	✓		✓		✓		100 %	100 %
M.-A. Roy			•				✓	✓	✓		✓				100 %	
P. Soucy			•	✓			✓			✓	✓				100 %	
N. Lapointe			•	✓			✓		✓				✓		100 %	100 %
S. Gendron			•			✓			✓				✓	✓	100 %	100 %
L. Boies			•			✓	✓				✓		✓		100 %	100 %
G. Labrecque			•			✓			✓		✓		✓		100 %	100 %
J. Chartrand			•			✓		✓	✓				✓		100 %	
A. Laflamme			•	✓		✓		✓			✓				100 %	
M.-P. Béliveau			•			✓		✓	✓				✓		100 %	
J.-P. Côté			•			✓		✓	✓		✓				100 %	
F. R. Roy			•			✓	✓	✓	✓						100 %	
P. Têtu			•	✓	✓					✓	✓				75 %	

# **2026 Board of Directors Election**

## 2026 Board of Directors Election

### Sectors up for election

The order of vacancies is determined by sector and the election to each of these positions, if applicable, is done separately in ascending order. If more than one candidate is nominated for any given position, the delegates to the AGM vote for a single candidate. The candidate who obtains the majority (50%+1) of valid votes is elected to represent the sector. If more than one round of voting is required to obtain a majority, the presiding elections officer withdraws the candidate with the fewest votes at the end of each round.

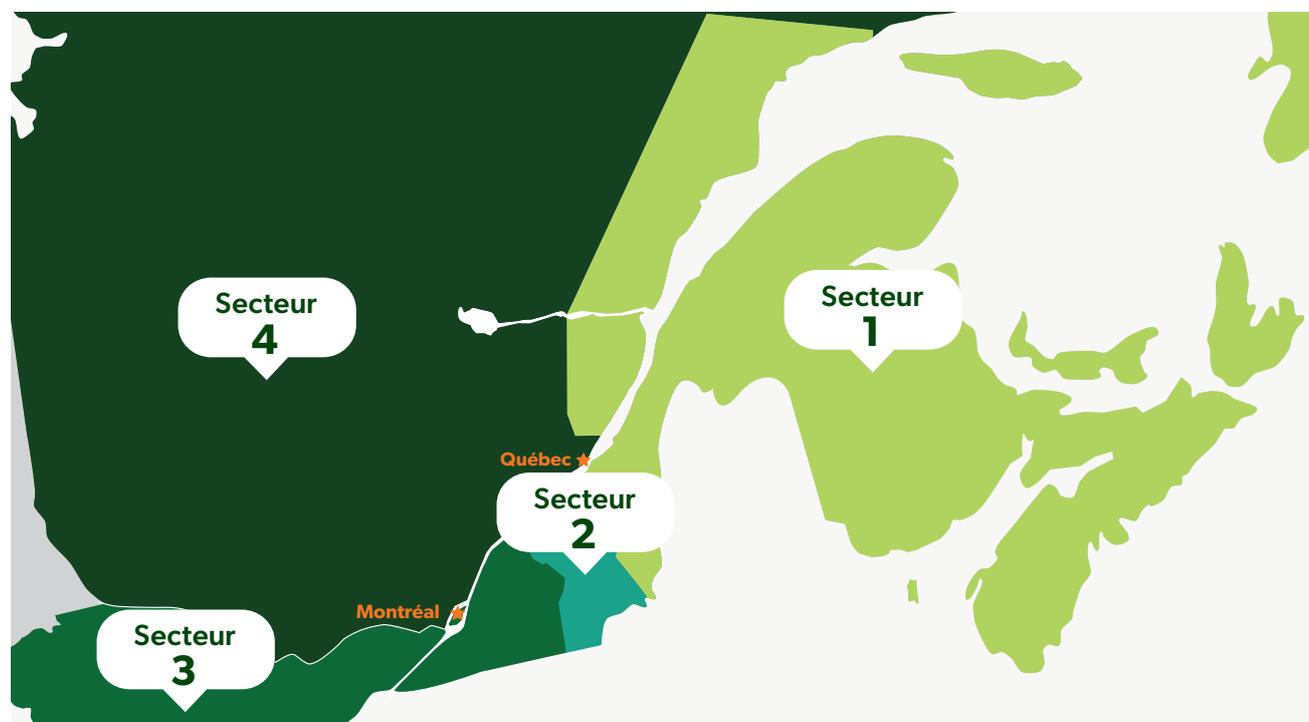
In accordance with Bylaw AG-4.2, the vacancies are distributed as follows during the AGM's election period:

Sector	Group	Number of positions	Length of term
1	Cooperative	1	3 years
2	Cooperative	1	3 years
3	Joint venture	1	3 years
4	Cooperative	1	3 years
5*	No elections in this sector in 2026.		
6*	No elections in this sector in 2026.		
Outside Director		2	1 year

\*Sector 5: General representation for special-interest cooperatives.  
 \*Sector 6: General representation for equitable representation within the agricultural cooperative movement.

### Network map (4 agricultural sectors)

**Sector 1**      **Sector 2**      **Sector 3**      **Sector 4**



The territorial boundaries of the sectors shown here are approximate and serve only as a guide to illustrate how cooperatives are distributed by sectoral representation sectors, in accordance with Bylaw AG-4.2. They should not be interpreted as prevailing over any contract, covenant, or other type of agreement of Sollio Cooperative Group or its affiliated cooperatives.

# 2026 Board of Directors Election

## Sector 1

One (1) regular position with a term of three (3) years is up for election.

This position is filled based on sectoral representation of agricultural cooperatives.

### Candidate - Cooperative group



#### Richard Ferland

Graduate of the Institut de Technologie agroalimentaire de La Pocatière, Richard Ferland is a dairy and maple producer from the Chaudière-Appalaches region who is deeply involved in the cooperative ecosystem. He has also served as a board member of Avantis Coopérative since its merger in 2018.

Previously, he was a board member of Unicoop and held the position of president for four years. Under his leadership, the cooperative experienced significant growth and successfully met numerous challenges.

He has served on the board of directors of Sollio Cooperative Group since 2014. Since 2023, Mr. Ferland has held the position of president of Sollio Cooperative Group.

Richard Ferland represents the fifth generation to operate the family business, and since 2022, the operation—also owned by his spouse, Odette Desrosiers—has integrated their eldest son, Pierre, who is also an agroeconomist. The farm has 200 dairy cows and 250 acres of crops dedicated to hay and corn. In addition, together with Thomas, another of their sons, they own another farm that is part of their maple-production division.

#### Profile

Sainte-Marie, Quebec  
Chaudière-Appalaches region  
Director at Avantis Coopérative  
Experience as a director of an agricultural cooperative: 28 years  
Age: 56  
Dairy and maple production

#### Competencies and interests

Communications and public affairs  
Business development and investment  
Strategic planning  
Human resources

## Sector 2

One regular position with a term of three (3) years is up for election.

This position is to be filled based on sectoral representation of agricultural cooperatives.

### Candidate - Cooperative Group



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#### Jeannine Chartrand

Jeannine Chartrand has been co-owner, since 1995 with her husband, of a pig farm in St-Zéphirin de Courval in the Centre-du-Québec region. It is a farrowing type operation with a herd of 650 sows weaned in groups every four weeks and 135 acres of land.

Her company has been working for several years, aiming for responsible agriculture and harmonious cohabitation.

Raised on a dairy farm, Ms. Chartrand holds a DEC in animal production from the ITA in Saint-Hyacinthe. She perfected her administrative skills at UQTR. In addition, she believes in continuing education and is constantly on the lookout for new knowledge.

She has worked in several fields related to agriculture, the environment, and consulting services, and has been a technician in a cooperative, among other things. She has been actively involved in various organizations such as the management union, the Holstein club, and agriculture succession groups. She has expanded her involvement in the academic field, where she has worked for some 20 years. Her interests led her to become involved with Desjardins for over 24 years.

She also chose to become actively involved with the UPA at several levels. She serves as president of a local union, regional administrator, executive member, and treasurer. In her view, a broad perspective allows for a better assessment of the challenges ahead.

#### Profile

St-Zéphirin de Courval, Quebec

Centre-du-Québec region

Director at Covris Coopérative

Experience as a director of an agricultural cooperative: 13 years

Age: 62

Pork production

#### Competencies and interests

Accounting and finance

Risk management

Cooperative governance

Human resources

# 2026 Board of Directors Election

## Sector 3

One (1) regular position with a term of three (3) years is up for election.

This position is filled based on sectoral representation of agricultural cooperatives.

### Candidate - Joint venture



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#### Jean Bissonnette

Jean Bissonnette and his wife, Elyse Gendron, run a dairy and grain farm in Saint-Polycarpe. With a quota of 113 kg and a focus on high production, their Val-Bisson prefix has become well known in the world of Holstein genetics. They use no-till farming on their 129 ha of cultivated land. A young partner recently joined the company's shareholders.

A graduate in zootechnology from the ITA, Jean has been involved in numerous organizations over the years: AJRQ, Relève Agricole, Syndicat de gestion, Promutuel, etc. He has been a member of his cooperative's board of directors since 2001 and served as its president for eight years. He served on the CIAQ board of directors from 2016 to 2021 and has been a delegate to the Semex Alliance board of directors since 2016 and a member of its executive committee for two years.

Jean served on the board of La Coop Fédérée from 2011 to 2016 and was chair of the audit committee. He also successfully completed a course in corporate governance (ASC) at Laval University. He returned to the board of Sollio Cooperative Group (SCG) in February 2019. He was chair of the IT committees of SCG and Olymel for four years. He has been vice-chair of the board of directors of SCG and Olybro for three years. He has also been a delegate to the board of directors of the Conseil Québécois de la Coopération et de la Mutualité (CQCM) for three years and a member of its executive committee.

#### Profile

Saint-Polycarpe, Quebec  
Montérégie region  
Director at Uniag Coopérative  
Experience as a director of an agricultural cooperative: 25 years  
Age: 61  
Dairy and grain production

#### Competencies and interests

Information technologies  
Risk management  
Cooperative governance  
Strategic planning

## Sector 4

One (1) regular position with a term of three (3) years is up for election.

This position is filled based on sectoral representation of agricultural cooperatives.

### Candidate - Cooperative Group



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#### Normand Lapointe

The family business, Ferme Saguenayenne, has been carrying on an agricultural tradition for four generations. They farm 490 acres of grain and hay, have 150 head of cattle, and hold a quota of 80 kilograms/day. For several decades, they have been actively participating in provincial and national exhibitions. Their Ayrshire herd distinguished itself by achieving the highest average production in Canada in 2017, 2018, and 2019.

Normand Lapointe has passed on his passion for the land to his three children and is now a shareholder with one of his sons, which allows him to share and deepen his knowledge every day. His experience as president of the Coopérative agricole de Jonquière for six years introduced him to the workings of the cooperative movement and reinforced his desire to contribute to it. His four-year involvement on the Ville de Saguenay urban planning committee confirmed his interest in agricultural and municipal development.

A director at Nutrinor since 2017, he was appointed to the executive committee in 2019. Since 2020, he has also served on the board of Sollio Cooperative Group and participated in the audit and corporate responsibility committees. These roles have allowed him to hone his communication, decision-making, and teamwork skills, while acquiring a solid knowledge of Sollio's business sectors.

Driven by his enthusiasm for contributing to the growth of cooperatives that energize our regions, Mr. Lapointe believes he can be a valuable asset to the board of directors.

#### Profile

Jonquière, Quebec  
Lac-Saint-Jean region  
Director at Nutrinor Coopérative  
Experience as a director of an agricultural cooperative: 19 years  
Age: 61  
Dairy production

#### Competencies and interests

Sustainable farming  
Business development and investment  
Cooperative governance  
Human resources

## 2026 Board of Directors Election

### Outside directors

Two (2) seats with one (1) year terms are up for election.

These seats are reserved for outside directors who have no voting rights and are selected by the Sollio Cooperative Group Board of Directors based on their profiles and abilities at its discretion, and elected at the AGM. Outside director for the 2026-2027 fiscal year is Ms. Paule Têtu and the Board of Directors of Sollio Cooperative Group is in the process of selecting the second outside director.



**Paule Têtu**  
Outside Director

During her career, Ms. Paule Têtu has held various strategic and management positions in both public and private organizations. She holds a forest engineering degree from Université Laval and a master's degree from the University of Georgia in the United States. She currently sits on the board of directors of Solifor, one of the largest owners of private forests under management in Quebec. She is also a director of the non-profit organization "Les Amis du Mont-Sainte-Anne". Among her previous functions, Paule acted as assistant vice-rector for research and creation at Université Laval. She was also Associate Deputy Minister of the Ministry of Natural Resources and Wildlife of Quebec where, in addition to being responsible for Forest Quebec and regional operations across Quebec, she piloted the revision of the policy Quebec forestry.

Previously, Ms. Têtu was Vice President - Sustainable Development for Kruger Forest Products and, previously, Director - Membership and Communications for the National Wood Products Research Institute (now FPInnovations) and Director of Communications and Public Affairs at the Quebec Forest Industries Association. As part of the celebrations for the 400th anniversary of Quebec City in 2008, the Council on the Status of Women recognized Ms. Têtu among 400 women who have contributed in a particular way to the development of Quebec society.

In 2023, the Conseil de l'industrie forestière du Québec (CIFQ) awarded her the Hommage prize in recognition of his professional contribution to the forestry sector.

#### Profile

Quebec  
National Capital  
Appointed Outside Director  
Age: 68  
Expert in the forestry sector and strategic planning

#### Competencies and interests

Sustainable agriculture  
Communications and Public Affairs  
Innovation, research and development  
Strategic planning



# **Appendix**

# **Update and adoption**

# **of bylaws**

## Bylaw AG-4.2 - Election of members to Sollio Cooperative Group's Board of Directors.

### Amendment to the bylaw

Bylaw AG-4.2 concerns the election of members to Sollio Cooperative Group's Board of Directors.

The update consists of amending the wording of Bylaw AG-4.2 to reflect the recommendations of the ad hoc network governance committee held in 2025. The amendments can be summarized as follows:

- Replacement of the four agricultural election sectors with two sectors
- Creation of six director positions per agricultural sector for a total of twelve positions, of which four per sector are reserved for regional agricultural cooperatives and two per sector are open to all agricultural cooperatives in the sector
- Creation of one universal position for all sectors
- Insertion of a limit of eighteen consecutive or non-consecutive years of service as a director
- Addition of a third external director position appointed by the board, if necessary
- Change in the scales for the number of delegates setting the maximum number of candidates on the board of directors
- Certain clarifications regarding eligibility requirements
- Transitional measures agreed upon by the cooperatives for directors currently serving on the board of Sollio Cooperative Group who come from their cooperatives

**WHEREAS** section 43 of the Law on the Charter of Sollio Cooperative Group which provides that the seat of a Director becomes vacant in each of the cases where a director dies, or is declared bankrupt, or is prohibited or is sentenced to a infamous sentence, or abandons his domicile in the province, or resigns in writing;

**WHEREAS** the reputation of SCG and its Board of Directors is at the heart of its success and must be constantly protected and it is the responsibility of the directors to conduct themselves in a way that solidifies the reputation of SCG and to earn and maintain the confidence of agricultural producers, its stakeholders and the general public;

**WHEREAS** an admission of guilt on a variety of legislation can potentially impair SCG's ability to contract with the state or obtain permits and authorizations;

**WHEREAS** on the recommendation of the ad hoc committee on network governance, it is the shared responsibility of the cooperatives and sections of the network, as well as of SCG, to enforce and apply the necessary controls when they are required.

**WHEREAS** section 83 of the Cooperatives Act stipulates that for the formation of the Board of Directors, the cooperative may, by by-law, divide the members into groups or its sector into sectors or into groups and sectors and allocate to each of these groups and sectors the right to elect a certain number of administrators;

Upon motion duly made and seconded,  
it is resolved:

THAT the Annual General Meeting of delegates of Sollio Cooperative Group's member cooperatives, having been duly informed of the Board of Directors' intention to submit a draft amendment of the by-law concerning the election of members, agrees to amend By-law AG-4.2, which states the following:

### DISPOSITIONS GÉNÉRALES

- 1) The number of Board members is set at **up to eighteen (18)** directors. Of this number, **thirteen (13)** directors are elected based on sectoral representation, **two (2)** directors are elected based on general representation, and two (2) or **three (3)** are appointed by Sollio Cooperative Group's Board of Directors.
- 2) Directors have a mandate of three (3) years, except for directors appointed by the Board of Directors, who have a mandate of (1) year. **Furthermore, any elected director who has accumulated eighteen (18) years of service—consecutive or not—in one or more director positions shall no longer be eligible to run for a director position at SGC.**
- 3) Directors in positions 1 to 12 inclusive are elected based on sectoral representation of **the Regional Cooperatives and** Agricultural cooperatives, and these sectors are defined by listing **the** cooperatives that belong to them. The General Meeting elects, by general ballot, the directors of **Regional Cooperatives and** Agricultural Cooperatives from sectors **1 and 2.**
- 4) The director in position **13** is elected based on the sectoral representation of the group of special-interest cooperatives **and the sections** composing sector **3.** Special-interest cooperatives are those whose activities with Sollio Cooperative Group are limited and that rely on the provisions of By-laws AG-10 and AG-11 relating to consumer cooperatives. The General Meeting elects, by general ballot, one (1) director from a cooperative or section advisory committee from sector **3.**
- 5) The director in position 14 is elected based on **general** representation. The assembly elects, by general ballot, one (1) director from a cooperative or a section advisory committee **from sectors 1 to 3.**

## Bylaw AG-4.2 - Election of members to Sollio Cooperative Group's Board of Directors.

- 6) The director in position 15 is elected based on general representation. Position 15 is intended to promote equal representation on the Board of Directors and as such will be known as the "Equity" seat. The position may only be held by a woman farmer who is also director of a member cooperative or member of a section advisory committee. The General Meeting elects, by general ballot, one (1) woman director from a cooperative or section advisory committee from sectors 1 to 3.

The director in position 15 may not serve more than two (2) consecutive terms, whether full or partial, and is therefore not eligible for re election beyond that limit.

- 7) Positions 16, 17 **and 18** are reserved for external directors, without voting rights, appointed by Sollio Cooperative Group's Board of Directors according to the profiles and qualifications determined by the Board, and elected by the General Meeting.

### ELIGIBILITY AND CAPS

- 8) The maximum number of eligible directors that may sit on the Board of Directors of a **Regional Cooperative** or an Agricultural Cooperative **or a section**, in accordance with sections 3, 4 and 5, varies based on the number of delegates calculated under By-law AG-10.

**The maximum number of eligible directors per cooperative or section is determined according to the following scale based on the number of delegates:**

- From 1 to 5 delegates, a maximum of one (1) candidate is eligible;
  - From 6 to 29 delegates, a maximum of two (2) candidates are eligible;
  - 30 delegates or more**, a maximum of three (3) candidates are eligible.
- 9) If a cooperative deviates from the previous section following a merger of cooperatives, **directors from the merging cooperatives may continue their terms until the new rules applicable to their positions are adopted by the SGC Annual General Meeting following the work of a Network Governance Ad Hoc Committee. Following the adoption of these rules, the terms of such directors may be shortened to implement the new rules.**
- 10) The secretary of the Board of Directors sends the final distribution of designated positions to be filled, by sector, to the cooperatives by December 15 of each year.
- 11) Notwithstanding section 8, candidacies for positions 13 and 15 may validly originate from a cooperative, a section, or a sector already fully represented on the Board of Directors without being limited by such representation.

### POSITIONS, SECTORS AND THEIR GROUPS

- 12) For the purpose of electing directors, the positions, sectors, and their groups are divided as follows:

		Groups	
Position	Sector	Joint-Venture	Cooperative
1, 2, 3, 4, 5 and 6	1	Regional Cooperatives Group (positions 1 to 4) Avantis Coopérative ( <b>position 1</b> ) Unoria Coopérative ( <b>position 2</b> ) Nutrinor Coopérative ( <b>position 3</b> ) Novago Coopérative( <b>position 4</b> )	<b>Agricultural Cooperatives Group (positions 5 and 6)</b> La Coop Saint-Hubert La Coop St-Fabien La Coop St-Patrice Avantis Coopérative Unoria Coopérative <b>La Coop Fermes du Nord</b> <b>La Coop St-Ubald</b> <b>La Coop Gracefield</b> <b>Nutrinor Coopérative</b> <b>Novago Coopérative</b>
7, 8, 9, 10, 11 and 12	2	<b>Regional Cooperatives Group (positions 7 to 10)</b> Vivaco, Groupe coopératif ( <b>position 7</b> ) <b>Covris Coopérative (position 8)</b> <b>Agiska Coopérative (position 9)</b> <b>Uniag Coopérative (position 10)</b>	<b>Agricultural Cooperatives Group (positions 11 and 12)</b> La Coop St-Adrien d'Irlande La Coop La Patrie La Coop St-Côme-Linière Vivaco, Groupe coopératif Covris Coopérative <b>La Coop Ste-Marthe</b> <b>La Fromagerie coopérative St-Albert inc.</b> <b>Agiska Coopérative</b> <b>Uniag Coopérative</b>

		<b>Groups</b>	
<b>Position</b>	<b>Sector</b>	<b>Joint Venture</b>	<b>Cooperative</b>
<b>8, 9, 10</b>	<b>3</b>	Agiska Coopérative Uniag Coopérative	Agiska Coopérative Uniag Coopérative La Coop Ste-Marthe La Fromagerie coopérative St-Albert inc.
<b>11, 12, 13</b>	<b>4</b>		La Coop Fermes du Nord La Coop St-Ubalde La Coop Gracefield Nutrinor coopérative Novago Coopérative
<b>13</b>	<b>3</b>		La Coop de Dupuy et Ste-Jeanne d'Arc Plessisville CO-OP store St-Victor CO-OP store Havre-aux-Maisons CO-OP store Société coopérative de Lamèque Ltée La Coop Ste-Justine La Coop St-Méthode La Coop Chambord Ste-Perpétue CO-OP store La Coop St-Pamphile La Coop Squatec Sussex & Studholm Agricultural Society No. 21 Agro Co-operative Assoc. Antigonish Farm & Garden Atlantic Co-operative Country Stores Co-op Home and Farm Supply Eastern Farmers Co-op Society Kensington Co-operative Assoc. O'Leary Farmers Co-op Assoc. Scotian Gold Co-operative South Eastern Farmers Co-op Filière porcine coopérative Citadelle Independent BMR dealers Western Hog Producers
<b>14</b>	<b>4</b>		<b>Universal seat</b>
<b>15</b>	<b>5</b>		Equity seat
<b>16, 17 and 18</b>	<b>Not applicable</b>		External Directors

13) For the purpose of electing directors, sector 1 includes positions 1, 2, 3, 4, **5 and 6**; sector 2 includes positions 7, **8, 9, 10, 11 and 12**; sector 3 includes position **13**; sector 4 includes position **14**; sector 5 includes position **15**.

14) Sectors **1 and 2** are divided in both a group and a sector, namely the **Regional Cooperatives** Group and the **Agricultural Cooperatives** Group.

Eligible for the **Regional Cooperatives** Group are the member cooperatives **listed in the table of article 12 in the column associated with that group**.

Eligible for the **Agricultural Cooperatives** Group are all agricultural member cooperatives, including those also eligible for the **Regional Cooperatives** Group.

**15) Each** cooperative eligible to nominate a candidate for an election within the **Regional Cooperatives** Group of its sector may elect a maximum of one (1) candidate on that basis. Notwithstanding the foregoing, that cooperative remains eligible to nominate other candidates within the **Agricultural Cooperatives** Group of its sector, **subject to article 8** and the procedure set out in article **18**.

## Bylaw AG-4.2 - Election of members to Sollio Cooperative Group's Board of Directors.

- 16) **Subject to article 8, each cooperative in the Agricultural Cooperatives Group of Sector 1 is eligible to present a candidate for election to positions 5 and 6 within the Agricultural Cooperatives Group of Sector 1; likewise, each cooperative in the Agricultural Cooperatives Group of Sector 2 is eligible to present a candidate for election to positions 11 and 12 within the Agricultural Cooperatives Group of Sector 2, all in accordance with article 8 and the procedure set out in article 18.**
- 17) **Subject to article 8, each cooperative in the Agricultural Cooperatives Group of Sector 1, each cooperative in the Agricultural Cooperatives Group of Sector 2, and each cooperative and section of Sector 3 is eligible to present a candidate for election to position 14, in Sector 4 (the "universal seat"), all in accordance with article 8 and the procedure set out in article 18.**
- 18) The election of candidates for each position in sectors **1 and 2** will occur in two (2) stages.
- The Annual General Meeting will conduct a first round of voting to elect eligible candidates in the **Regional Cooperatives** Group of the sector concerned, followed by a second round to elect eligible candidates in the **Agricultural** Cooperatives Group.
- The same procedure applies when making necessary adjustments to other positions and sectors under election.
- 19) 19) The General Meeting may shorten the term of mandate of a position in **Sectors 1 to 5** by resolution recommended by the Board of Directors so that the total number of elections for the three-year election cycle of a sector is balanced.

### NOMINATION AND ELECTION PROCEDURE

- 20) For positions 1 to 15, only member and member cooperative sections may nominate, by resolution, one (1) of their directors or members of their advisory committees during the candidate nomination period.
- 21) To be eligible at the General Meeting, all nominations for sector director positions must be forwarded in advance to the Secretary of the Board of Directors of Sollio Cooperative Group using the prescribed form, on or before January 15 preceding the General Meeting. **If January 15 is not a business day, the deadline is extended to the first business day following January 15.**
- If no valid nomination has been submitted to the Secretary of the Board of Directors within the required time, the position of sector director may be filled by the delegates at the General Meeting, as per the usual procedure.
- Any nominations submitted to the Secretary of the Board of Directors by the deadline may be withdrawn at any time by the candidate. Upon the expiry of the notice of nomination period, the Secretary of the Board of Directors will forward the list of nominations received by the prescribed date, accompanied by their respective standardized biographical notes, to the presidents of all the cooperatives and sections.
- 22) **Subject to the second paragraph of this article**, to be eligible, candidates nominated by member cooperatives **and sections** must be agricultural producers, have at least three (3) years of experience as cooperative directors **or as a member of their section's coordination committee** at the time of their election, and sign a letter of resignation under conditions precedent, which commits them to a set of conditions aiming to guide their accountability, roles, and responsibilities.
- Notwithstanding the conditions mentioned in the preceding paragraph, the director of sector **3—unless originating from the Filière porcine cooperative section or the Western Hog Producers section—**and the external directors are not subject to an obligation to hold and maintain an agricultural producer status.
- To be eligible to submit their nomination at the 2023 Annual General Meeting, candidates from member cooperatives **and sections of Sollio Cooperative Group** must have successfully completed the Sollio Academy's Cooperative Governance Certification program. However, candidates whose first language is not French will not be subject to this eligibility condition until a similar cooperative governance development program in English has been approved by Sollio Cooperative Group's Board of Directors. In addition, candidates must not have been found guilty of an offence, be the subject of a conviction or an allegation deemed by SGC to be detrimental to its reputation, its activities or its obligations and duties.
- 23) When electing positions 1 to 14, the directors shall be selected from the eligible nominations received by the sector's delegates at the General Meeting of members, in accordance with the numbering of sectors and positions up for election.
- When electing position 15, the woman director shall be selected from the eligible nominations received by the delegates of all member agricultural cooperatives and sections.
- The order of vacancies is determined by sector and the election to each of these positions, if applicable, is filled separately in ascending order. If more than one (1) candidate is nominated for any given position, the general meeting delegates shall vote for a single candidate. The candidate who obtains the majority (50%+1) of valid votes is elected to represent the sector. If more than one (1) voting round is needed to obtain a majority, the President withdraws the candidate who receives the fewest votes following every round.
- In the case of an equality of votes, the election chairperson shall be entitled to cast their deciding vote and withdraw the candidate of their choice from the list.
- The same procedure applies when making necessary adjustments during the election of candidates in other sectors.

## TRANSITIONAL MEASURES

24) In accordance with the implementation of the new composition of seats, sectors and groups, as defined in article 12 of this by-law, immediately following the adoption of this by-law, during the 2026 Annual General Meeting, the General Assembly proceed with certain adjustments to the positions and terms of office currently in effect, namely:

a) In Sector 1 :

**Position 1 will be held by Patrick Soucy until the 2027 AGM, and the subsequent term for this position will be for three years (2027–2030).**

**Position 2 will be held by Adrien Pitre until the 2027 AGM, and the subsequent term for this position will be shortened to two years (2027–2029).**

**Position 3 will be held by Normand Lapointe for a three-year term (2026–2029).**

**Position 4 will be held by David Mercier for a three-year term (2025–2028).**

**Position 5 will be held by Sophie Gendron for a three-year term (2025–2028).**

**Position 6 will be held by Cathy Fraser until the 2027 AGM, and the subsequent term for this position will be for three years (2027–2030).**

b) In Sector 2:

**Position 7 will be held by Marc André Roy until the 2027 AGM, and the subsequent term for this position will be for three years (2027–2030).**

**Position 8 will be held by Jeannine Chartrand for a three-year term (2026–2029).**

**Position 9 will be held by Alain Laflamme until the 2027 AGM, and the subsequent term for this position will be for three years (2027–2030).**

**Position 10 will be held by Jean Bissonnette for a three-year term (2026–2029).**

**Position 11 will be held by Jean Philippe Côté for a three-year term (2025–2028).**

**Position 12 will be held by Guy Labrecque for a three-year term (2025–2028).**

c) In Sector 3:

**Position 13 shall be held by Ms. Lucie Boies, with no change to the duration of her current term.**

d) In Sector 4:

**For the universal seat, position 14, this new position will be held by Richard Ferland, with a three year term beginning in 2026 and ending in 2029.**

e) In Sector 5:

**The term for the Equity seat, position 15, currently held by Ms. Marie Pier Béliveau, remains unchanged.**

25) **Past and current** terms served by directors occupying positions 1 to 15 will be counted for the application of the rule establishing a maximum of **eighteen (18) years**, consecutive or not, in a director position, as set out in article 2.

## FINAL PROVISIONS

26) If a new cooperative joins Sollio Cooperative Group, the Board of Directors will submit a proposal to integrate this cooperative into a sector prior to the elections at the General Meeting of members.

27) This **amendment** to By-law AG-4.2, as adopted by the **2026 Annual General Meeting**, takes effect **on the date of its adoption**. **Accordingly, the elections to be held at the 2027 Annual General Meeting will be conducted in accordance with the new structure of sectors and positions**

Adopted by the Annual General Meeting on February 22, 2018

Amended by the Annual General Meeting on February 28, 2019

Amended by the Annual General Meeting on February 27, 2020

Amended by the Annual General Meeting on February 25, 2021

Amended by the Annual General Meeting on February 24, 2022

Amended by the Annual General Meeting on February 23, 2023

**Presented to the Annual General Meeting on February 26, 2026**

# **Procedures for Deliberative Meetings**

# Procedures for Deliberative Meetings

## Subject to the provisions contained in Bylaw AG-18

### 1. The right to speak

In order for a person to act as a member's delegate, at a general (AGM) or special meeting of Sollio Cooperative Group, they must be registered and accepted as such by the Secretary of Sollio Cooperative Group no later than one hour after the opening of that AGM or special meeting, according to the registration and acceptance procedures issued on occasion by the Sollio Cooperative Group Board of Directors, notwithstanding provision to the contrary or incompatible provisions in this by-law.

When a member or any other person who has the right to speak at an AGM wishes to participate in the debate, they must be recognized by the President. If more than one member asks to speak at the same time, the President will establish an order of priority. When a member has the floor, they shall only address the President and never another member at the AGM, talk strictly about the question at hand, and avoid all personal comments.

### 2. Motions

- a) Every motion is first presented by a member, then seconded by another. The motion is considered and debated by the AGM and subsequently put to a vote.
- b) When a member wishes to present a motion, they must first be recognized by the President, then present their motion. If the motion is in order and seconded, the President shall propose it to the AGM for consideration. If the AGM requires that it be submitted in writing, the Secretary shall draft and read the motion for the AGM.
- c) Once declared in order by the President and read at the AGM, the motion becomes the property of the meeting and the mover may not withdraw it without the consent of that AGM.
- d) Notwithstanding the foregoing, for a member or their delegate to make a motion on a subject not listed on the agenda of a Sollio Cooperative Group AGM sent to its members with the notice of the AGM in question, written notice of that motion must be given by the member to the Clerk of Sollio Cooperative Group no later than fourteen (14) business days prior to the date of the AGM in question, and must include the complete wording of the motion.

However, the President may agree to the presentation of a motion, even if it has not been submitted by the member to the Secretary of Sollio Cooperative Group fourteen (14) business days prior to the date of the AGM and, in the event of its adoption at the annual general meeting, the Board of Directors must consider it and determine the relevance of its implementation in the current year.

### 3. Debate

- a) The debate is initiated once the mover, who is entitled to speak first, has finished presenting. The member who seconded the motion will then speak if they wish. Other participants may then take the floor. The mover also has the right to speak last on their motion.
- b) The maximum time allocated to each participant in the debate is five (5) minutes. When all those who wished to participate in the debate have done so, a member who has already spoken may speak for a second time if they have new considerations to submit.
- c) During the course of the debate, any motion may be modified by amendment and any amendment must be seconded.
- d) No amendment that would effectively nullify the main motion may be allowed for discussion. Moreover, the amendment must not alter the main motion sufficiently to create a new motion.
- e) A sub-amendment can be made to modify an amendment, but a sub-amendment cannot be amended. Voting begins with the sub-amendment. If the sub-amendment is defeated and there is no other proposed sub-amendment, the amendment is voted on.
- f) If the amendment is defeated and there is no new amendment, the main motion is voted on.
- g) Until a motion is decided, no other motion may be received unless it is to amend, defer, or refer to a committee.

## Procedures for Deliberative Meetings

### 4. Voting

- a) When the vote is called by the President and accepted by the majority of the AGM, all discussions will cease and voting will begin.
- b) A member may require that the matter under deliberation be put to a vote on motion duly seconded by another member and accepted by the majority of the AGM; all discussions will then cease and voting will begin.
- c) When it comes to setting a date, amount, number, or digit and several motions need to be discussed, they are put to a vote in order, starting with the most remote date or the highest amount, number, or digit.
- d) Voting shall be by show of hands, by "sitting or standing," or by individual, open, or secret ballot. Two members may demand that the question under deliberation be put to a vote by secret ballot. In director elections that involve members of the Executive Committee or Committee of Officers, voting is always by secret ballot.
- e) The President is only be entitled to vote in the secret ballot or in the event of equally divided votes, in which case they shall have the deciding vote.

In the event that the President casts their tie-breaking vote, they are not required to disclose it at the AGM or to disclose that there is an equal share of votes.

The tally of the results of a secret vote is never disclosed at the AGM, with the President being limited, as the case may be, to either declaring the candidate elected or defeated or to adopting or defeating the resolution, specifying, however, whether the votes were unanimous or divided.

Ballots, both used and unused, as well as any material or document that may indicate the result of the vote, are destroyed under the authority of the President as soon as possible after the administration of the vote.

### 5. Weighting of the vote

- a) For any matters not addressed in paragraphs 5 b) and 5 c), each delegate is entitled to a single vote only at any Sollio Cooperative Group AGM.
- b) Delegates from Sectors 1 to 4, as defined in Bylaw AG-4.2 concerning the election of members of the Sollio Cooperative Group Board of Directors, shall be entitled to two (2) votes when deciding on any resolution relating to the governance of the SCG network. Without limiting the generality of the foregoing, this provision applies in particular to resolutions to amend Bylaws AG-2.1, AG-4.2, AG-10, AG-12.1, and AG-15.
- c) Delegates from Sectors 1 to 4, as defined in Bylaw AG-4.2 concerning the election of members of the Sollio Cooperative Group Board of Directors shall be entitled to ten (10) votes each when deciding on the admissibility of a liquidation proposal and the approval of any such liquidation of Sollio Cooperative Group, as defined in Bylaw AG-16.

### 6. Question of privilege

- a) If a member believes that their reputation or that of the organization is in danger, or if there is a reason to object to disorder or complain about the physical conditions of the meeting place or other similar facts, it is justified to raise a question of privilege that takes precedence over other questions of a lower order.
- b) Besides the point of order, it is the only motion that may interrupt a speaker. It is up to the President to decide, except by calling on the AGM, whether the privilege is real.
- c) The matter of privilege does not need to be seconded and is not discussed.

### 7. Point of order

- a) The point of order and the question of privilege are the only legitimate means of interrupting another member when they have the floor, with the exception of questions asked through the President with the consent of the speaker.
- b) If a member believes that imprecise wording was used, that an inappropriate argument or procedural rule was introduced, or that a procedural rule was violated, that member is justified to raise a point of order and interrupt the speaker.
- c) The point of order must be clearly and precisely expressed. The President shall decide without debate.

### 8. Other powers of the President

- a) In the performance of their duties, the President shall have all the authority that is required and necessary to enforce any other rules and to take any other action consistent with this bylaw to maintain the order and smooth proceeding of the AGM.

Adopted at the Annual General Meeting on February 23, 2006.

Amended at the Annual General meeting on February 28, 2019.





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