

Notice of Annual General Meeting & Management Information Circular

K·BRO

ANNUAL GENERAL MEETING OF SHAREHOLDERS

To be held on June 3, 2026

We are dependable.

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K·BRO

Dear Fellow Shareholders,

On behalf of K-Bro's Board of Directors, management and employees, I invite you to attend the 2026 Annual General Meeting of Shareholders.

We will continue to hold the meeting in a virtual-only format, which will be conducted via live audio and slideshow webcast. Shareholders will have an equal opportunity to participate at the meeting online. This format was chosen with a view to maximizing Shareholder attendance and making the meeting more accessible to all Shareholders, regardless of their geographic location. Shareholders will not be able to physically attend the meeting.

At the meeting, we will, among other things, report on K-Bro's financial and operating performance in 2025 and the first quarter of 2026 and discuss our plans for the remainder of the year. In addition, you will have an opportunity to virtually meet with our Board of Directors and management to discuss items of interest to you.

The Chair of the Board, Michael Percy, has advised that he will be retiring from the Board and thus will not seek re-election at the Meeting. Michael first joined K-Bro's Board of Directors in 2007 and served on the Board for nearly 20 years. On behalf of the Board and K-Bro, I would like to thank Michael for his valuable contributions over the years and wish him all the best in the future.

K-Bro is actively seeking an additional Director to replace Michael on the Board. The Compensation, Nominating and Corporate Governance Committee has identified several excellent candidates for this position, however, as of the date of this information circular, the Committee's nomination process has not yet been completed. The Committee expects to complete its nomination process as soon as possible, after which the new nominee will be identified and added to the Board.

The business items to be dealt with are described in the notice of meeting and management information circular. We value the views of our shareholders and appreciate the time you spend understanding and voting on the business of K-Bro's annual general meeting.

This year, we are using "notice and access" to deliver our meeting materials. Accordingly, the audited consolidated financial statements of the Corporation for the year ended December 31, 2025 and related management discussion and analysis, annual report, and Information Circular and related proxy materials, along with additional documentation and information concerning K-Bro, are available on our website at ***www.k-brolinen.com/2026-agm-package***. You can also find K-Bro's recently filed disclosure documents under the "Financials" tab on our investor relations website (***https://ir.k-brolinen.com***) and under K-Bro's profile on SEDAR+ at ***www.sedarplus.ca***.

In the accompanying circular, you will also find important instructions on how to attend and vote at the meeting online. Registered shareholders and duly appointed proxyholders will be able to attend, ask questions prior to and during, and vote at the meeting online at ***https://meetings.lumiconnect.com/400-082-974-241***. Non-registered (beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the meeting as guests, but guests will not be able to vote or ask questions at the meeting.

If you are unable to attend the virtual meeting, or if your shares are held in the name of a nominee, such as your brokerage firm, I encourage you to vote your proxy by any of the means available to you. We look forward to your continued support.

Sincerely,



LINDA J. MCCURDY

Director, President & Chief Executive Officer
K-Bro Linen Inc.

Notice of Annual General Meeting of Shareholders

Notice is hereby given that the annual general meeting (the "Meeting") of shareholders (the "Shareholders") of K-Bro Linen Inc. (the "Corporation" or "K-Bro") will be held on Wednesday, June 3, 2026 at 11:00 a.m. (Eastern Time) for the following purposes:

1. ***To receive and consider*** the audited consolidated financial statements of the Corporation for the year ended December 31, 2025, together with the report of the auditors thereon;
2. ***To elect*** the directors of the Corporation for the ensuing year;
3. ***To appoint*** PricewaterhouseCoopers LLP as the independent auditors of the Corporation and authorize the Board of Directors to fix their remuneration; and
4. ***To transact*** such other business as may properly come before the Meeting or any postponement or adjournment thereof.

As a Shareholder, you are entitled to attend the Meeting and to cast one vote for each Share that you own. The specific details of all matters proposed to be put before the Meeting are set forth in the accompanying Information Circular.

VIRTUAL-ONLY FORMAT

The Corporation is holding the Meeting in a virtual-only format, which will be conducted via live audio and slideshow webcast at ***https://meetings.lumiconnect.com/400-082-974-241***. At this website, Shareholders will have an equal opportunity to attend, ask questions prior to and during, and vote their Shares at the Meeting. This format was chosen with a view to maximizing Shareholder attendance and making the meeting more accessible to all Shareholders, regardless of their geographic location. Shareholders will not be able to physically attend the Meeting.

While the Corporation has considered the concerns expressed by certain stakeholders regarding virtual-only meetings, the Corporation believes that holding the Meeting in a virtual-only format will enable it to avoid the costs and complexities associated with meetings held in a hybrid format, while encouraging Shareholder participation regardless of geographic location. In addition, with a view to ensuring that all Shareholders have an equal opportunity to participate, vote, and ask questions at the Meeting, the Corporation has amended certain of its virtual meeting procedures to, among other things, allow Shareholders to submit questions in writing prior to and during the Meeting and ask questions during the Meeting using the microphone feature on Lumi at designated times, including during the question-and-answer period. The Corporation also added certain disclosure to the accompanying Information Circular to specify how Shareholders can make motions or raise points of order through Lumi. We do not place restrictions on the type or form of questions that may be asked, although we reserve the right to edit profanity or other inappropriate language for publication.

Registered Shareholders and duly appointed proxyholders will be able to attend, ask questions and vote at the Meeting online at ***https://meetings.lumiconnect.com/400-082-974-241***. Non-registered shareholders (being Shareholders who beneficially own shares that are registered in the name of an intermediary, such as a bank, trust company, securities dealer, securities broker or other nominee, or in the name of a depository of which the intermediary is a participant) who have not duly appointed themselves as proxyholder will be able to attend the Meeting online as guests, but guests will not be able to vote or ask questions at the Meeting.

Shareholders may appoint a proxy (who need not be a Shareholder) to represent them at the Meeting. A Shareholder who wishes to appoint a person other than the K-Bro proxy- holders identified on the form of proxy or voting instruction form (including a non-registered Shareholder who wishes to appoint themself as proxyholder in order to attend and vote at the Meeting online) must carefully follow the instructions in the Information Circular and on their form of proxy or voting instruction form accompanying this Notice of Meeting. These instructions include the additional step of registering such proxyholder with our transfer agent, TSX Trust Company ("TSX Trust"), by going to TSX Trust's website at ***https://www.tsxtrust.com/control-number-request*** and completing and submitting the electronic form, after submitting a form of proxy or voting instruction form. Failure to register will result in the proxy-holder not receiving a control number ("Control Number"), which is used as their online sign-in credential and is required for them to vote at the Meeting. Without a Control Number, such proxyholder will only be able to attend the Meeting online as a guest, and will not be able to vote or ask questions. Non-registered Shareholders located in the United States must also provide TSX Trust with a duly completed legal proxy if they wish to vote at the Meeting or appoint a third party as their proxyholder.

It is desirable that as many Shares of the Corporation as possible be represented at the Meeting. If you choose not to attend the Meeting and would like your Shares represented, please complete the enclosed form of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all proxies must be received by TSX Trust Company before the

proxy cut-off time, which is 11:00 a.m. (Eastern Time) on June 1, 2026 or, if the Meeting is adjourned or postponed, forty-eight (48) hours (excluding weekends and holidays) before the time set for the Meeting to resume. The Chair of the Meeting has the discretion to accept proxies received after such deadline. The time limit for the deposit of proxies may be waived or extended by the Chair of the Meeting at his discretion. Notwithstanding the foregoing, the Chair of the Meeting will not be able to extend or waive the proxy cut-off time for Shareholders wishing to appoint another person (who need not be a Shareholder) to represent them at the Meeting, including in respect of non-registered Shareholders who wish to appoint themselves as proxyholder.

If you are a non-registered (beneficial) Shareholder, you must follow the instructions provided by your intermediary (e.g. bank, trust company, securities dealer, securities broker, or similar entity) in order to vote your Shares.

NOTICE & ACCESS

This year, we are using "notice and access" to deliver our Meeting materials. Accordingly, the audited consolidated financial statements of the Corporation for the year ended December 31, 2025 and related management discussion and analysis, annual report, and Information Circular and related proxy materials, along with additional documentation and information concerning K-Bro, are available on our website at ***www.k-brolinen.com/2026-agm-package***. You can also find K-Bro's recently filed disclosure documents under the "Financials" tab on our investor relations website (***https://ir.k-brolinen.com***) and under K-Bro's profile on SEDAR+ at ***www.sedarplus.ca***.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting, including important instructions on how to attend and vote at the Meeting, and forms part of this Notice of Meeting.

Dated at Edmonton, Alberta this 7th day of April 2026.

By order of the Board of Directors



KRISTIE L. PLAQUIN, CPA CA

Chief Financial Officer

About This Information Circular & Related Proxy Materials

The management ("Management") of K-Bro Linen Inc. ("K-Bro", "we", "us", "our", the "Corporation" and other similar expressions) is providing this information circular ("Information Circular") and related proxy materials to you in connection with the annual general meeting of shareholders of K-Bro ("Shareholders") to be held on Wednesday, June 3, 2026 at 11:00 a.m. (Eastern Time) (the "Meeting"). Management is soliciting your proxy for use at the Meeting and any adjournment or postponement thereof. All references to "K-Bro" in this Information Circular include K-Bro Linen Inc. and its subsidiaries, as applicable, including the operations controlled and consolidated by them, unless otherwise indicated.

This Information Circular describes the business of the Meeting, the resolutions to be voted upon at the Meeting, and the voting process. This Information Circular also provides information about the members ("Directors") of K-Bro's board of directors (the "Board") and K-Bro's executive officers, the Directors nominated by K-Bro for the upcoming year, our corporate governance practices, and our executive compensation philosophy.

As a holder ("Shareholder") of common shares ("Shares"), you are invited to attend the Meeting. We will hold the Meeting in a virtual-only format, which will be conducted via live audio and slideshow webcast at ***https://meetings.lumiconnect.com/400-082-974-241***. At this website, Shareholders will have an equal opportunity to attend, ask questions and vote their Shares at the Meeting, regardless of their geographic location. Shareholders will not be able to physically attend the Meeting.

Registered Shareholders and duly appointed proxyholders will be able to attend, ask questions and vote at the Meeting online at ***https://meetings.lumiconnect.com/400-082-974-241***. Non-registered Shareholders (being Shareholders who beneficially own shares that are registered in the name of an intermediary, such as a bank, trust company, securities dealer, securities broker or other intermediary, or in the name of a depository of which the intermediary is a participant) who have not duly appointed themselves as proxyholder will be able to attend the Meeting online as guests, but guests will not be able to vote or ask questions at the Meeting.

Shareholders may appoint a proxy (who need not be a Shareholder) to represent them at the Meeting. A Shareholder who wishes to appoint a person other than the K-Bro

proxy-holders identified on the form of proxy or voting instruction form (including a non-registered Shareholder who wishes to appoint themself as proxyholder in order to attend and vote at the Meeting online) must carefully follow the instructions in the Information Circular and on their form of proxy or voting instruction form accompanying this Notice of Meeting. These instructions include the additional step of registering such proxyholder with our transfer agent, TSX Trust Company ("TSX Trust"), by going to TSX Trust's website at ***https://www.tsxtrust.com/control-number-request*** and completing and submitting the electronic form, after submitting a form of proxy or voting instruction form. Failure to register will result in the proxyholder not receiving a control number ("Control Number"), which is used as their online sign-in credential and is required for them to vote at the Meeting. Without a Control Number, such proxyholder will only be able to attend the Meeting online as a guest, and will not be able to vote or ask questions. Non-registered Shareholders located in the United States must also provide TSX Trust with a duly completed legal proxy if they wish to vote at the Meeting or appoint a third party as their proxyholder.

If you decide not to attend, you may still vote. Please see the section entitled "How Do I Vote?" below for an explanation of how you can vote on the matters to be considered at the Meeting.

All dollar amounts are in Canadian dollars unless otherwise stated. Unless otherwise indicated, the information contained herein is given as at April 7, 2026.

Forward-Looking Information

This Information Circular contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking information") under applicable securities laws which represent internal expectations, estimates or beliefs concerning, among other things, future activities of the Corporation. Forward-looking information is often accompanied by words such as "anticipate", "continue", "expect", "may", "will", "project", "should", "could", "intend", "plan", "believe", and similar expressions suggesting future outcomes or events.

Forward-looking information reflects Management's current beliefs and is based on information currently available to Management and on estimates and assumptions that are believed by Management to be appropriate and reasonable in the circumstances. However, forward-looking information is not a guarantee of future performance or events and there can be no assurance that such estimates and assumptions will prove to be correct. Many factors could cause actual results, level of activity, performance, achievements, events, and developments in the future to differ materially from the forward-looking information contained in or implied by this Information Circular, including, among others, the risk factors discussed in the Corporation's Annual Information Form dated March 19, 2026 and filed on the Corporation's profile on SEDAR+ at ***www.sedarplus.ca***.

All forward-looking information in this Information Circular is qualified by these cautionary statements. Readers are cautioned not to place undue importance on forward-looking information. Forward-looking information in this Information Circular is presented only as of the date made and readers should not rely upon such information as of any other date. The Corporation uses forward-looking information because it believes such statements provide useful information with respect to the currently expected future activities of the Corporation and cautions readers that the information may not be appropriate for other purposes. Except as required by law, the Corporation disclaims any intention or obligation to update or revise any forward-looking information to reflect subsequent events or circumstances.

Voting Information

WHAT WILL I BE VOTING ON?

Shareholders will be asked to consider and vote on the following matters at the Meeting:

1. the election of the directors of the Corporation, who will serve until the next annual meeting of Shareholders or until their successors are elected or appointed (see page 10 of this Information Circular);

2. the appointment of the independent auditors of the Corporation and the authorization of the Board to fix their remuneration (see page 15 of this Information Circular); and

3. such other business as may properly come before the Meeting or any postponement or adjournment thereof.

As of the date of this Information Circular, Management is not aware of any amendments to the matters set out above or of any other matters to be presented at the Meeting. However, if any other matters duly come before the Meeting, proxyholders will vote on them in accordance with their judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

A simple majority of the votes cast, by proxy or at the Meeting, by Shareholders will constitute approval of each of the matters specified in this Information Circular.

WHO CAN VOTE?

Shareholders of record as at the close of business on April 14, 2026 (the "Record Date") are entitled to vote at the Meeting. To vote any Shares you acquire subsequent to the Record Date, you must, not later than ten days before the Meeting:

(a) Request, through our transfer agent, TSX Trust Company, to the attention of the Proxy Department at 800.387.0825, that we add your name to the voting list; and

(b) Produce properly endorsed Share certificates or otherwise establish that you own the applicable Shares.

HOW MANY VOTES ARE REQUIRED TO APPROVE MATTERS?

Except as otherwise specified, all matters to be addressed at the Meeting must be approved by a simple majority (50% plus one vote) of the votes cast by Shareholders, either by proxy or online at the Meeting.

HOW MANY VOTES DO I HAVE?

You have one vote per Share on each item of business set forth in the Notice of Meeting.

HOW MANY SHARES CAN VOTE?

K-Bro is authorized to issue an unlimited number of Shares and such number of shares of one class designated as preferred shares which number shall not exceed 1/3 of the Shares issued and outstanding from time to time. As at the Record Date, K-Bro has 12,990,517 Shares issued and outstanding and no preferred shares issued and outstanding. Each Share confers the right to one vote on each item of business set forth in the Notice of Meeting.

To the knowledge of the Directors and executive officers of the Corporation, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities of K-Bro carrying 10% or more of the votes attached to any class of voting securities of K-Bro.

WHO COUNTS THE VOTES?

Proxies and votes of Shareholders attending the Meeting are counted by TSX Trust, the transfer agent of K-Bro, who will act as the scrutineer of the Meeting. Following the Meeting, a report on the voting results will be filed under K-Bro's profile on SEDAR+ at ***www.sedarplus.ca***.

WHAT IS THE DEADLINE FOR PROXY VOTING?

We encourage you to submit your proxy as soon as possible to ensure that your vote is counted. To be valid, all proxies must be received by TSX Trust before the proxy cut-off time, which is 11:00 a.m. (Eastern Time) on June 1, 2026 or, if the Meeting is adjourned or postponed, forty-eight (48) hours (excluding weekends and holidays) before the time set for the Meeting to resume. The Chair of the Meeting has the discretion to accept proxies received after such deadline. The time limit for the deposit of proxies may be waived or extended by the Chair of the Meeting at his discretion. If you are a non-registered Shareholder exercising voting rights through a nominee, you should consult the voting instruction form provided by your nominee, as they may have different and earlier deadlines. Notwithstanding the foregoing, the Chair of the Meeting will not be able to extend or waive the proxy cut-off time for Shareholders wishing to appoint another person (who need not be a Shareholder) to represent them at the Meeting, including in respect of non-registered Shareholders who wish to appoint themselves as proxyholder.

How Do I Vote?

You should first determine whether you are a registered Shareholder or a non-registered Shareholder.

- You are a registered Shareholder if your name appears on your Share certificate or if you hold your Shares under your name on the records of TSX Trust.
- You are a non-registered Shareholder if your Shares are not held in your name but are held in the name of a nominee, such as a bank, trust company, securities dealer, securities broker, trustee or other custodian.

I AM A REGISTERED SHAREHOLDER. HOW DO I VOTE BY PROXY?

You can use the enclosed form of proxy, or any other appropriate proxy form, to appoint your proxyholder and to indicate how you want your Shares voted. The persons named in the enclosed form of proxy are Directors or officers of K-Bro. However, you may choose another person to be your proxyholder, including someone who is not a Shareholder. If you choose this option, you should cross out the names printed on the form of proxy enclosed herewith and insert another person's name in the blank space provided, or complete another appropriate proxy form. You may vote by proxy even if you plan to attend the Meeting.

Registered Shareholders have four ways to submit a completed proxy:

1. By fax, by completing and signing the enclosed form of proxy and forwarding it by fax to TSX Trust, attention Proxy Department, TSX Trust Company at ***1-416-607-7964***;
2. By email, by completing, signing and scanning the enclosed form of proxy and forwarding it by email to the attention of TSX Trust at ***proxyvote@tmx.com***;
3. By mail, by completing and signing the enclosed form of proxy and mailing it in the envelope provided; or
4. Via the internet at ***www.meeting-vote.com***.

The Shares represented by your form of proxy will be voted or withheld from voting in accordance with your instructions indicated on the form of proxy.

I AM A NON-REGISTERED SHAREHOLDER. HOW DO I VOTE?

Shareholders who hold their Shares through a nominee, such as a bank, trust company, securities dealer, securities broker, trustee or other custodian, or who otherwise do not hold their Shares in their own name (referred to in this Information Circular as "Non-registered Shareholders") should note that only proxies deposited by Shareholders who appear on the records maintained by TSX Trust as registered Shareholders will be recognized and acted upon at the Meeting.

You should have received a notice and access form providing electronic access information in respect of this Information Circular from your nominee, together with a voting instruction form. Please contact your nominee if you did not receive such a notice and access form and voting instruction form. Each nominee has its own instructions with respect to signing and returning the form, which you should follow carefully to ensure that your votes are tabulated. Your nominee is required to seek your instructions as to the manner in which to vote your Shares. If you do not complete a voting instruction form, your nominee cannot vote your Shares.

If Shares are listed in an account statement provided to a Non-registered Shareholder by a broker, those Shares will, in all likelihood, not be registered in the Shareholder's name. Such Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co., the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms.

Various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to their clients, which should be carefully followed by Non-registered Shareholders in order to ensure that their Shares are voted at the Meeting. The form of proxy supplied to a Non-registered Shareholder by its broker (or the agent of the broker) is substantially similar to the form of proxy provided directly to registered Shareholders by the Corporation. However, its purpose is limited to instructing the registered Shareholder (i.e., the broker or agent of the broker) on how to vote on behalf of the Non-registered Shareholder.

A Non-registered Shareholder who receives a voting instruction form from their nominee cannot use that form to vote Shares directly at the Meeting. The voting instruction form must be returned to the nominee well in advance of the Meeting in order to have the Shares voted. If you have any questions respecting the voting of Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

You can appoint a person other than the Directors or officers of K-Bro named on the voting instruction form as your proxyholder.

This person does not have to be a Shareholder. Indicate the name of the person you are appointing in the space provided on the voting instruction form. Complete your voting instructions, and date and submit the form. Make sure that the person you appoint is aware that he or she has been appointed and will attend the Meeting. If you are a Non-registered Shareholder who has voted and want to instead vote online at the Meeting, contact your nominee to obtain information on the procedure to follow.

I AM A NON-REGISTERED SHAREHOLDER. CAN I VOTE ONLINE AT THE MEETING?

K-Bro does not have access to the names of Non-registered Shareholders. Unless your nominee has appointed you as proxyholder, we have no record of your shareholdings or of your entitlement to vote. Therefore, if you are a Non-registered Shareholder and wish to vote online at the Meeting, please fill in your name in the space provided on the voting instruction form sent to you by your nominee. In so doing, you are instructing your nominee to appoint you as proxyholder. Then follow the execution and return instructions provided by your nominee. It is not necessary to otherwise complete the form, as you plan to vote online at the Meeting. For further details, contact your nominee directly.

ATTENDING & VOTING AT THE MEETING

We will hold the Meeting in a virtual-only format, which will be conducted via live audio and slideshow webcast. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location. Shareholders will not be able to physically attend the Meeting.

Registered shareholders and duly appointed proxyholders can vote online by ballot at the appropriate times during the Meeting. The Control Number located on the form of proxy or in the email notification you received is your Control Number for purposes of logging in to the Meeting online. See "How can I attend and vote at the Meeting" below for additional information on how to log in to the Meeting online.

Non-registered Shareholders who have not duly appointed themselves as proxyholders may attend the Meeting as guests. Guests will be able to attend the Meeting online but will not be able to vote or ask questions at the Meeting. As described above, this is because K-Bro does not have a record of the non-registered Shareholders and, as a result, has no knowledge of your shareholdings or entitlement to vote, unless you appoint yourself as proxyholder. If you are a non-registered Shareholder and wish to vote at the Meeting, you must (i) appoint yourself as proxyholder by inserting your own name in the space provided for appointing a proxyholder on the voting instruction form sent to you, and (ii) follow all of the applicable instructions, including the deadline, provided by your broker or intermediary.

See "How can I attend and vote at the Meeting" below for additional information on how to log in to the Meeting online, and see "How can I appoint a third party as my proxyholder" below for additional information on how non-registered Shareholders can appoint themselves as proxyholder.

ASKING QUESTIONS AT THE MEETING

Registered Shareholders and duly appointed proxyholders (including non-registered Shareholders who have duly appointed themselves as proxyholder) will be able to ask questions immediately before and during the Meeting by typing their questions into the field provided for that purpose on the webcast or by using the microphone feature on Lumi at designated times, including during the question-and-answer period. To ask a verbal question, click on the "Request to Speak" button in the broadcast tab. Allow your browser to access your microphone. Ensure you have the correct devices connected, then click the green checkmark. You will be in queue for the moderator, while continuing to watch the broad- cast. When your connection has been confirmed, you will be called upon to ask your question and unmuted automatically. Additionally, Shareholders may submit questions in advance of the Meeting by sending them via email to ***inquiries@k-brolinen.com***. Questions will be answered regarding any items to be voted on by the Shareholders at the Meeting before the voting is closed. We do not place restrictions on the type or form of questions that may be asked, although we reserve the right to edit profanity or other inappropriate language for publication. Guests will be able to attend the Meeting online but will not be able to vote or ask questions at the Meeting.

In the event of a technical malfunction or other significant problem that disrupts the Meeting, the Chair of the Meeting may adjourn, recess, or expedite the Meeting, or take such other action that the Chair determines is appropriate in the circumstances.

MOTIONS & POINTS OF ORDER

Making or commenting on a motion, or raising a point of order, can be done by typing into the question field [or speaking into the microphone at certain designated times]. The Chair of the Meeting can allow a motion from a registered Shareholder or duly appointed proxyholder during the meeting at his discretion. If the motion is allowed, the registered Shareholder or duly appointed proxyholder shall be asked to move for the adoption of the motion. Motions must be seconded. Registered Shareholders and duly appointed proxyholders may intervene and make a comment on a motion or raise a point of order. A motion may be amended by any participant and the amendment must be seconded in the same manner as the main motion. The Chair of the Meeting may direct participants to confine remarks to the subject motion and to avoid repeating the same remarks made by other participants. The Chair may refuse to consider any intervention that does not comply with these standards.

Proxy Information

HOW ARE PROXIES SOLICITED?

Proxies are solicited primarily by mail, and may also be solicited by any other means Management may deem necessary. Members of Management receive no additional compensation for these services, but are reimbursed for any expenses incurred by them in connection with these services. Arrangements may also be made with brokerage houses and other custodians, nominees and fiduciaries for the forwarding of solicitation materials to the non-registered (beneficial) owners of Shares that are registered in the names of these persons, and K-Bro may reimburse them for their reasonable transaction and clerical expenses. Costs of solicitation of proxies are borne by K-Bro.

I HAVE ELECTED TO VOTE BY PROXY. HOW ARE MY VOTING RIGHTS EXERCISED?

On the form of proxy, you have two choices: (a) you can indicate how you want your proxyholder to vote your Shares; or (b) you can let your proxyholder decide for you. If you have specified on the form of proxy how you want your Shares to be voted on a particular matter, then your proxyholder must vote your Shares accordingly. If you have chosen to let your proxyholder decide for you, your proxyholder can then vote in accordance with his or her judgment.

Unless contrary instructions are provided, Shares represented by proxies received by Management will be voted FOR each matter to be presented at the Meeting.

WHAT IF THERE ARE AMENDMENTS TO THE RESOLUTIONS OR IF OTHER MATTERS ARE BROUGHT BEFORE THE MEETING?

The form of proxy delivered in connection with the Meeting gives the person(s) named the authority to use their discretion and judgment in voting on amendments or variations to matters identified in the Notice of Meeting or any other matter duly brought before the Meeting.

As of the date of this Information Circular, Management is not aware of any amendments to the matters set out in the Notice of Meeting or of any other matters to be presented at the Meeting. However, if any other matters duly come before the Meeting, the person(s) named on the enclosed form of proxy will vote on them in accordance with their judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

CAN I REVOKE MY PROXY IF I CHANGE MY MIND?

You can revoke your proxy at any time before it is exercised. If you are a registered Shareholder, clearly state in writing that you want to revoke your proxy and deliver this written statement to TSX Trust before the proxy cut-off time, which is 11:00 a.m. (Eastern Time) on June 1, 2026 or, if the Meeting is adjourned or postponed, forty-eight (48) hours (excluding weekends and holidays) before the time set for the Meeting to resume, or to the Chair of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner prescribed by law.

If you are a Non-registered Shareholder who has voted and you want to change your mind or revoke your proxy, contact your nominee to obtain information on the procedure to follow.

If you log in to the Meeting online using your Control Number and accept the terms and conditions, you will be revoking any and all previously submitted proxies and will be provided the opportunity to vote online by ballot. See "Attending and Voting at the Meeting" below.

HOW DO I REVOKE MY PROXY?

In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

If you log in to the Meeting online using your Control Number and accept the terms and conditions, you will be revoking any and all previously submitted proxies and will be provided the opportunity to vote online by ballot. See "Attending and Voting at the Meeting" below.

HOW CAN I ATTEND & VOTE AT THE VIRTUAL MEETING?

Registered Shareholders and duly appointed proxyholders, including non-registered Shareholders who have duly appointed themselves as proxyholder, will be able to attend, ask questions and vote at the Meeting online at ***https://meetings.lumiconnect.com/400-082-974-241***. We recommend that you log in at least one hour before the Meeting starts. Once you have logged in, select "I have a Control Number", and then enter your Control Number (see below) and Password "kbro2026" (case sensitive).

- Registered Shareholders: The Control Number located on the form of proxy or in the email notification you received is your Control Number.
- Duly appointed proxyholders: TSX Trust will provide you with a Control Number by e-mail after the proxy voting deadline has passed and the proxyholder has been duly appointed AND registered as described in "How can I appoint a third party as my proxyholder" below.

Guests, including non-registered (beneficial) Shareholders who have not duly appointed themselves as proxy- holder, can listen to the Meeting. Guests will not be able to vote or ask questions at the Meeting. Log in online at ***https://meetings.lumiconnect.com/400-082-974-241***, select "I am a guest", and then complete the online registration form in order to attend the Meeting.

If you attend the Meeting online, it is important that you remain connected to the internet for the duration of the Meeting in order to vote when balloting commences. It is your responsibility to ensure that you remain connected. You should allow ample time to check in to the Meeting online. Online check in will begin one hour prior to the Meeting on June 3, 2026, at 10:00 a.m. (Eastern time). The Meeting will begin promptly at 11:00 a.m. (Eastern time) on June 3, 2026, unless otherwise adjourned or postponed. You should allow ample time for the online check in procedures. For any technical difficulties experienced during the check in process or during the Meeting, visit ***https://go.lumiglobal.com/faq*** or call TSX Trust at ***1.866.751.6315*** (toll free in North America) or ***1.647.252.9650*** (outside of North America).

HOW CAN I APPOINT A THIRD PARTY AS MY PROXYHOLDER?

The following applies to Shareholders who wish to appoint someone as their proxyholder other than the Management proxyholders named in the enclosed form of proxy or voting instruction form accompanying this Information Circular. This includes non-registered Shareholders who wish to appoint themselves as proxyholder to attend, ask questions and vote online at the Meeting.

Shareholders who wish to appoint someone other than the Management proxyholders named in the enclosed form of proxy as their proxyholder to attend the Meeting as their proxy and vote their shares MUST submit their form of proxy or voting instruction form, as applicable, appointing that person as proxyholder AND register that proxyholder online, as described below. Registering your proxyholder is an additional step that must be completed AFTER you have submitted your form of proxy or voting instruction form. Failure to register your proxyholder will result in the proxyholder not receiving a Control Number, which is used as their online sign in credentials and is required for them to vote at the Meeting.

- ***Step 1 – Submit your form of proxy or voting instruction form:*** To appoint someone as proxyholder other than the Management proxyholders, insert that person's name in the blank space provided in the form of proxy or voting instruction form (as applicable) and follow the instructions for submitting such form of proxy or voting instruction form. This must be completed before registering the proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form.

- ***Step 2 – Register your proxyholder:*** To register a third-party proxyholder, Shareholders must go to TSX Trust's website at ***https://www.tsxtrust.com/control-number-reques***t and complete and submit the electronic form, after submitting a form of proxy or voting instruction form, by 11:00a.m. (Eastern Time) on June 1, 2026, and must provide TSX Trust with the required proxyholder contact information, so that TSX Trust may provide the proxyholder with a Control Number via email. Without a Control Number, proxyholders will not be able to vote or ask questions at the Meeting. They will only be able to attend the Meeting online as a guest.

If you are a non-registered Shareholder and wish to vote online at the Meeting, you have to insert your own name in the blank space provided on the voting instruction form sent to you by your intermediary, follow the applicable instructions provided by your intermediary, AND register yourself as your proxyholder, as described below. By doing so, you are instructing your intermediary to appoint you as proxyholder. It is important that you comply with the signature and return instructions provided by your intermediary.

If you are a non-registered Shareholder located in the United States and wish to vote at the Meeting or, if permitted, to appoint a third party as your proxyholder, in addition to the steps described above under "How can I attend and vote at the Meeting?", you must obtain a valid legal proxy from your intermediary. You must follow the instructions from your intermediary which are included with the legal proxy form and the voting information form sent to you. If you have not received these documents, you must contact your intermediary to request a legal proxy form or a legal proxy. After obtaining a valid legal proxy from your intermediary, you must then submit such legal proxy to TSX Trust. Requests for registration from non-registered Shareholders located in the United States that wish to vote at the Meeting or, if permitted, to appoint a third party as their proxyholder must be deposited with TSX Trust at TSX Trust Company, P.O. Box 721, Attention: Proxy Department, Agincourt, Ontario, M1S 0A1. Registered Shareholders may also deposit their proxies by e-mail to ***proxyvote@tmx.com***. In both cases, these must be labeled "Legal Proxy" and received before the proxy cut-off time, which is 11:00 a.m. (Eastern Time) on June 1, 2026 or, if the Meeting is adjourned or postponed, forty-eight (48) hours (excluding weekends and holidays) before the time set for the Meeting to resume. The Chair of the Meeting has the discretion to accept proxies received after such deadline. The time limit for the deposit of proxies may be waived or extended by the Chair of the Meeting at his discretion. Notwithstanding the foregoing, the Chair of the Meeting will not be able to extend or waive the proxy cut-off time for Shareholders wishing to appoint another person (who need not be a Shareholder) to represent them at the Meeting, including in respect of non-registered Shareholders who wish to appoint themselves as proxyholder.

NOTICE & ACCESS

This year, as permitted by Canadian securities regulatory authorities and K-Bro's incorporating legislation, we are using "notice and access" to deliver our Meeting materials, including this Information Circular and our consolidated financial statements for the year ended December 31, 2025 and related management's discussion and analysis, to both our non-registered (beneficial) Shareholders and registered Shareholders. This means that our Meeting materials are posted online for Shareholders to access, instead of being mailed to Shareholders. Notice and access reduces printing and mailing costs and is more environmentally friendly as it uses less materials and consumes less energy.

You will receive a package in the mail which will include a form of proxy or voting instruction form, with instructions on how to vote your Shares and access the Meeting materials electronically.

You may also request a paper copy of the Meeting materials at no cost to you at any time prior to the Meeting by contacting our transfer agent, TSX Trust, via their email at ***tsxt-fulfilment@tmx.com*** or by phone at ***1-888-433-6443*** (within Canada and the U.S.) or ***416-682-3801*** (outside Canada and the U.S.).

If you request a paper copy of the Meeting materials, you will not receive a new form of proxy or voting instruction form. Therefore, you should keep the original form sent to you in order to vote your Shares.

See "Additional Information" if you would like to access the Meeting materials and other information electronically or at any time after the Meeting.

Business of the Meeting

ANNUAL REPORT & CONSOLIDATED FINANCIAL STATEMENTS

The audited consolidated financial statements of K-Bro for the year ended December 31, 2025 and the auditor's report thereon have been delivered to all registered Shareholders and non-registered (beneficial) Shareholders who requested such documents. These financial statements will be presented to Shareholders at the Meeting and no vote is required with respect to this matter.

This year, we are using "notice and access" to deliver our Meeting materials. Accordingly, the audited consolidated financial statements of the Corporation for the year ended December 31, 2025 and related management discussion and analysis, annual report, and Information Circular and related proxy materials, along with additional documentation and information concerning K-Bro, are available on our website at ***www.k-brolinen.com/2026-agm-package***. You can also find K-Bro's recently filed disclosure documents under the "Financials" tab on our investor relations website (***https://ir.k-brolinen.com***) and under K-Bro's profile on SEDAR+ at ***www.sedarplus.ca***.

Instead of receiving a paper copy of the Information Circular, annual audited consolidated financial statements and related management discussion and analysis, and annual report in the mail, you will receive a notice with instructions indicating how you can access those documents electronically as well as how to request a paper copy. Shareholders may request to receive paper copies at no charge by following the instructions on the notice.

ELECTION OF DIRECTORS

The articles of incorporation of K-Bro provide that the Board shall consist of a minimum of one Director and a maximum of eleven Directors and the by-laws of K-Bro provide that the actual number of Directors between the minimum and maximum shall be determined from time to time by the Board.

Michael Percy has advised the Board that he will not seek re-election to the Board at the Meeting. Accordingly, Mr. Percy's term as chair of the Board (the "Chair") and as a member of the Audit Committee (the "Audit Committee") and Compensation, Nominating and Corporate Governance Committee (the "CNCG Committee") will expire effective as of the end of the Meeting. Following the Meeting, the Directors will elect a new Chair.

K-Bro is actively seeking an additional Director to serve on the Board. The CNCG Committee has identified several excellent candidates for this position, however, as of the date of this Information Circular, the CNCG Committee's nomination process has not yet been completed. The CNCG Committee expects to complete its nomination process as soon as possible, after which the Board intends to increase the Board size to six and add the new nominee to the Board.

Management is not aware of any reason why any of the nominees named herein would be unable or unwilling to serve as a Director. However, if a nominee is not available to serve at the time of the Meeting, unless otherwise specified (including by a Shareholder direction to withhold a vote), the persons designated in the form of proxy may vote in favour of a substitute nominee or nominees selected by the Board.

The following are the names of the five proposed nominees for election as Directors of K-Bro:

1. Matthew B. Hills

2. Steven E. Matyas

3. Linda J. McCurdy

4. Elise Rees

5. Rona Ambrose

As part of its ongoing review of corporate governance practices, the Board adopted a policy providing that in an uncontested election of directors, any nominee who receives a greater number of votes ''withheld'' than votes ''for'' shall tender his or her resignation to the Chair promptly following the Shareholders' meeting. The CNCG Committee will consider the offer of resignation and will make a recommendation to the Board on whether to accept such offer. In considering whether or not to accept the resignation, the CNCG Committee will consider all factors deemed relevant by the members of the CNCG Committee. The CNCG Committee will be expected to recommend acceptance of the resignation except in situations where exceptional circumstances would warrant the applicable Director continuing to serve on the Board. The Board will make the final decision as to whether or not to accept the recommendation and announce it in a press release, a copy of which shall be concurrently delivered to TSX Trust, within ninety (90) days following the date of the Shareholders' meeting, and should the Board decline to accept the resignation, such press release will state the reasons for the Board's decision. The resignation of the Director will be effective when accepted by the Board. A Director who tenders his or her resignation pursuant to this policy will not participate in any meeting of the Board or the CNCG Committee at which his or her resignation is considered.

Detailed information about each of the aforementioned nominees is contained in this Information Circular under the heading "Information Concerning the Director Nominees" beginning on page 11. All of the nominees are currently Directors of K-Bro.

At the Meeting, it is proposed that Shareholders elect each of the nominees listed above to serve as a Director of K-Bro and to hold such office until the earlier of our next annual meeting of Shareholders or until his or her successor is elected

Unless contrary instructions are indicated on the form of proxy or the voting instruction form, the persons designated in the accompanying form of proxy or voting instruction form intend to vote FOR the election of each of the above-named nominees.

Information Concerning the Director Nominees

The following information relating to the nominees for election as Directors of K-Bro is based partly on our records and partly on information received from each nominee. All information is presented as at the date of this Information Circular. All Directors have held the principal occupation identified below for not less than five years. Each Director elected at the Meeting will hold office until the earlier of our next annual meeting of Shareholders or until his or her successor is elected.



Matthew B. Hills

BOSTON, MASSACHUSETTS

Age	66
Director Since	2004
Independent	
Board Chair (Proposed)	
K-Bro Committees	Audit Compensation
Total Compensation for 2025	$112,000
Attendance Record	Board-9 of 9 Audit-4 of 4 Compensation-1 of 1
Ownership or Control of Shares	25,518

Mr. Hills was a Managing Director of LLM Capital Partners, a private equity firm, through 2019. He was previously the senior partner at BG Affiliates, the private equity group that acquired the Corporation in 1997. Mr. Hills has also held positions at Signature Capital, LEK Partnership, Drexel Burnham Lambert and Bain & Company. He received an MBA from Harvard Business School and a BA (Economics and Politics) from Brandeis University.

Current Directorships

Funds managed by Basso Capital Management
CMP Advanced Mechanical Solutions

Previous Directorships

PHT Chemical Internation, Advisory Board
SMS Modern Cleaning Services
ixi Mobile
Surebridge Inc.
Aspen Furniture
Berkshire Income Realty (NYSE:BIR.A)
CareRx Corporation



Steven E. Matyas

TORONTO, ONTARIO

Age	72
Director Since	2004
Independent	
K-Bro Committees	Audit Compensation (Chair)
Total Compensation for 2025	$123,000
Attendance Record	Board-9 of 9 Audit-4 of 4 Compensation-1 of 1
Ownership or Control of Shares	44,718

Mr. Matyas most recently served as the Chief Executive Officer for Staples Retail Inc., where he has held several positions of increased responsibility since 1991. Mr. Matyas previously served as Executive Vice-President and Chief Operating Officer at Flertom Investments Inc., a chain of card, gift, and stationary stores. He held the same position at SuperPharm Ltd., a chain of franchised pharmacies.

Current Directorships

Kal Tire Holdings Ltd.
INEO Technologies

Previous Directorships

Baycrest Hospital Foundation
Epcor Utilities Inc.
Rubicon Pharmacy
Ryerson University, School of Retail, Advisory Board
University of Alberta, School of Retail, Adivsory Board



Linda J. McCurdy

TORONTO, ONTARIO

Age	57
Director Since	2004
Not Independent	
K-Bro Committees	Not Eligible
Total Compensation for 2025	No compensation received for services as a director
Attendance Record	Board-9 of 9 Linda is not a member of any Board committee, but regularly attends Committee meetings

Linda McCurdy joined K-Bro in May 1998 as Chief Financial Officer and became President & Chief Executive Officer in January 2000. Prior to joining K-Bro, Linda was Chief Financial Officer of Canadian Inovotech Inc. Her prior experience also includes six years at the Overwaitea Food Group where she held a number of financial positions. Linda is a Chartered Professional Accountant and holds an MBA from the University of Western Ontario.

Current Directorships

University of Alberta, Business Advisory Council
Healthcare Laundry Accreditation Council

Previous Directorships

None

Please see pages 23 through 25 for details on securities held and compensation received for 2025 as President and Chief Executive Officer.



Elise Rees

VANCOUVER, BC

Age	67
Director Since	2021
Independent	
K-Bro Committees	Audit (Chair) Compensation
Total Compensation for 2025	$127,000
Attendance Record	Board-9 of 9 Audit-4 of 4 Compensation-1 of 1
Ownership or Control of Shares	6,625

Elise Rees has over 36 years of experience in public accounting and is an experienced corporate director. Ms. Rees spent 18 years as a partner with Ernst & Young LLP with 14 of these years focused on acquisitions, mergers and corporate restructuring. Ms. Rees has also been the global client-coordinating partner for services to the BC Credit Union industry. Ms. Rees is a Chartered Professional Accountant and obtained her FCPA and FCA designation from the Institute of Chartered Accountants of BC in 2010. In 2007, Elise was honoured with the Influential Women in Business Award and the Ernst & Young Rosemarie Meschi Award for Advancing Gender Diversity, and in 2012 with the Community Builder Award.

Current Directorships

Enmax
Artemis Gold Inc.

Previous Directorships

Westland Insurance Ltd
Alcanna Inc.
Great Panther Mining Limited



Rona Ambrose

CALGARY, ALBERTA

Age	57
Director Since	2025
Independent	
K-Bro Committees	Audit Compensation
Total Compensation for 2025	$15,500
Attendance Record[1]	Board-1 of1 Audit-1 of 1
Ownership or Control of Shares	-

1) Rona Ambrose was appointed to the Board of Directors effective November 5, 2025.

The Honourable Ronalee Ambrose currently serves as Deputy Chairwoman of TD Securities. Ms. Ambrose is a former Leader of Canada's Official Opposition in the House of Commons and a former leader of the Conservative Party of Canada. She worked as Minister across nine Canadian government departments, and her service included the role of Vice Chair of the Treasury Board and chair of the cabinet committee for public safety, justice and aboriginal issues. In her time as health minister, she worked with the World Health Organization on the global Ebola crisis and continues to promote health innovation. She also served as the Minister responsible for the Status of Women and is a recognized champion for the rights of women and girls. She was named 1 of 100 Global Innovators for Women by the United Nations. In addition to serving as a corporate director, Ms. Ambrose is a Global Fellow at the Wilson Center's Canada Institute in Washington, D.C., focusing on Canada-U.S. bilateral trade and North American competitiveness issues. She sat on the Prime Ministers panel for the NAFTA renegotiations. Ms. Ambrose also serves on the advisory board of the Canadian Global Affairs Institute, is a member of the Trilateral Commission and is the Chair of Plan International Canada. Until September 1, 2020, she served on the board of directors of Manulife Financial Corporation (an issuer listed on the TSX, New York Stock Exchange, Stock Exchange of Hong Kong and Philippine Stock Exchange) and the board of directors of TransAlta Corporation (an issuer listed on the TSX). Until November 2025, she also served as Lead Director to Andlauer Healthcare Group Inc. (an issuer listed on the TSX). Ms. Ambrose holds a Bachelor of Arts from the University of Victoria and a Master of Arts from the University of Alberta and has completed the Harvard Kennedy School of Government Senior Leaders Program.

Current Directorships

ATCO Ltd.

Previous Directorships

Andlauer Healthcare Group Inc.
Manulife Financial Corporation
TransAlta Corporation

Appointment of Independent Auditors

During the five previous financial years ended December 31, 2025, PricewaterhouseCoopers LLP has served as auditors to K-Bro Linen Inc., and previously to K-Bro Linen Income Fund, predecessor to the Corporation. Representatives of the auditor will be present at the Meeting and will be given the opportunity to speak and answer any questions.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve an ordinary resolution to reappoint PricewaterhouseCoopers LLP to serve as independent auditors of K-Bro until the next annual meeting of Shareholders and to authorize the Directors to fix their remuneration as such.

Fees payable for the years ended December 31, 2025 and December 31, 2024 to PricewaterhouseCoopers LLP were

$2,226,518 and $1,096,947 respectively, as detailed in the following table:[1]

Service	2025	2024
Audit fees[1]	1,576,420	855,955
Tax fees[2]	555,938	223,016
All other fees[3]	94,160	17,976

1 Includes fees for quarterly reviews and professional audit services which are inclusive of required comfort and consent procedures.

2 Includes fees for tax advice, tax planning and review of compliance returns and one-time non-recurring tax service fees of $363,800 related to the Stellar acquisition.

3 Includes fees for advisory services including $74,900 for translation service costs related to the Stellar acquisition.

Unless contrary instructions are indicated on the form of proxy or the voting instruction form, the persons designated in the accompanying form of proxy or voting instruction form intend to vote FOR the appointment of PricewaterhouseCoopers LLP to serve as auditors of K-Bro until the next annual meeting of Shareholders and to authorize the Directors to fix their remuneration as such.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS, & INTERLOCKING SERVICES

K-Bro is not aware of any proposed Director of the Corporation who is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including K-Bro) that, was subject to an order that was issued while the proposed Director was acting in the capacity as director, chief executive officer or chief financial officer, or was subject to an order that was issued after the proposed Director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Except as disclosed below, K-Bro is not aware of any proposed Director of the Corporation who is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including K-Bro) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

K-Bro is not aware of any proposed Director of the Corporation who has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Elise Rees, a director of the Corporation, served as director of Great Panther Mining Limited ("Great Panther") from April 12, 2017 until September 30, 2022. On September 6, 2022, Great Panther announced that it had filed a notice of intention to make a proposal under the *Bankruptcy and Insolvency Act* (Canada) (the "BIA") to provide creditor protection while Great Panther sought to restructure its corporate affairs. Alvarez & Marsal Canada Inc. was appointed as proposal trustee pursuant to the BIA to monitor Great Panther's operations and restructuring. On October 4, 2022, the Corporation was granted an initial order to convert its proceedings under the BIA into proceedings under the *Companies' Creditors Arrangement Act* (Canada). On December 16, 2022, Great Panther filed an assignment in bankruptcy and Alvarez & Marsal Canada Inc. was appointed trustee of the bankrupt estate.

Currently there are no interlocking relationships among the Directors other than those disclosed above in the Information Concerning the Director Nominees.

Compensation Discussion & Analysis

COMPENSATION STRATEGY & OBJECTIVES

The Corporation's executive compensation program is composed of base salaries and perquisites, short-term incentives in the form of cash bonuses, and long-term incentives in the form of participation in the LTIP. K-Bro's pay practices at the executive level are designed to be prudent and well-aligned with our culture and values.

The compensation strategy for K-Bro is intended to accomplish the following objectives:

- attract executive officers who have demonstrated superior leadership and management skills;
- retain the services of valued members of the executive team;
- link and align the interests of the executive officers with those of Shareholders; and
- motivate executive officers to achieve excellence within their respective areas of responsibility.

A combination of fixed and variable compensation is used to motivate executives to achieve corporate goals. Fixed salary comprises a portion of the total cash compensation, while annual cash bonuses and long-term Share-based compensation represent compensation that is "at risk" and thus may or may not be paid to the respective executive officer depending on achievement of applicable targets. No specific formulae have been developed to assign a specific weighting to each of these components. Instead, the Board and the CNCG Committee assign compensation based on a subjective assessment of Corporation and individual performance.

Base salaries are set at a level that is sustainable and rational even when cost pressures in the industry are high. K-Bro does not fund private clubs or pension plans for its executives. Our compensation program pays a significant portion of each executive's annual compensation in the form of awards under the LTIP that vest over time. K-Bro expects the value of these awards to reflect the Corporation's performance over the longer term, and believes that the inclusion of equity elements in its compensation program motivates executives to set and achieve goals that drive K-Bro's long-term success.

BASE SALARY, BENEFITS & PERQUISITES

Base salaries for each Named Executive Officer ("NEO") are based on a subjective assessment of factors such as current competitive market conditions, comparable compensation levels and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual.

Base salary, benefits and perquisites for Ms. McCurdy, in her capacity as Chief Executive Officer, are determined by the Board on the recommendation of the CNCG Committee and have been targeted to reflect current market conditions. Base salary, benefits and perquisites for Ms. Plaquin, in her capacity as Chief Financial Officer, are determined by the Board on the recommendation of the CNCG Committee, having regard to recommendations made by Ms. McCurdy and current market conditions. Base salary, benefits and perquisites for Mr. Curtis, in his capacity as Senior Vice-President and Chief Operating Officer, are determined by the Board on the recommendation of the CNCG Committee, having regard to recommendations made by Ms. McCurdy and current market conditions. Salaries, benefits and perquisites are generally reviewed annually and adjustments are made when determined appropriate.

Base salary, benefits and perquisites for Messrs. Jones and Utahara, in their capacities as UK Managing Director and Vice President, People & Partnerships, respectively, are determined by the Chief Executive Officer and are subject to the review of the CNCG Committee and the Board, and have been targeted to approximate compensation levels of executives with similar responsibilities at companies with a similar scope of operations as K-Bro. The Chief Executive Officer has made use of internal compensation studies to assist in her determination of the appropriate levels of compensation. Salaries, benefits and perquisites are generally reviewed annually and adjustments are made when appropriate.

ANNUAL CASH BONUS

All NEOs are eligible to receive a cash bonus tied directly to the Corporation's achievement of financial, operational and strategic objectives and the executive's personal achievements.

Name	Annual Cash Bonus Entitlement (Yes/No)	Target Cash Bonus Entitlement of Base Salary Percentage[1]	Cash Stretch Bonus Entitlement of Base Salary Percentage[2]
Linda J. McCurdy	Yes	100%	100%
Sean P. Curtis	Yes	60%	60%
Kristie L. Plaquin	Yes	50%	50%
Michael W. Jones	Yes	20%	-
Ryo Utahara	Yes	30%	-

There are two types of cash bonuses available, which are defined as follows:

1. ***Target cash bonus calculated as follows:***

(i) 50% of the target bonus is based on the achievement of certain financial targets determined annually by the CNCG Committee, including EBITDA (as defined below), earnings-per-Share ("EPS"), margins, and revenue.

(ii) 50% of the target bonus is determined at the discretion of the CNCG Committee.

2. ***Cash stretch bonus determined by the CNCG Committee on the same basis as the target cash bonus is determined.***

"EBITDA" is defined as revenue less operating expenses (which equates to net earnings before contingent gains or losses, impairments, income tax, gain or loss on disposals, financial charges and depreciation and amortization). Notwithstanding the calculation of cash bonus amounts as described above, the CNCG Committee has the authority to recommend to the Board, an additional cash bonus award commensurate with the level of achievement of other non-financial goals and metrics during the fiscal year.

The CNCG Committee annually considers cash bonus awards for the other NEOs based on the recommendation of the Chief Executive Officer. The CNCG Committee believes that executives' cash bonuses should reflect the near-term operating, strategic and financial performance, as well as current decision-making that affects long term shareholder value. In that regard, bonuses awarded are intended to be competitive with the market while rewarding NEOs for:

- delivering near-term operating, strategic and financial results;
- developing long-term growth prospects;
- advancing internal talent;
- ensuring positive relationships with stakeholders;
- improving the efficiency and effectiveness of business processes on a continuous basis; and
- building a culture of mutual respect and teamwork focused on creating long-term shareholder value.

To that end, in determining the appropriate bonus amounts, the CNCG Committee considers recent Corporation performance, each NEO's individual performance during the year, competitive market conditions, historical practices, incentive awards for others in the Corporation, and our compensation philosophy.

LONG TERM INCENTIVE PLAN

Officers, Directors, and other key employees of K-Bro ("Eligible Participants") are eligible to participate in K-Bro's existing equity incentive plan ("LTIP"), which was adopted on May 12, 2011 and amended and restated most recently on June 3, 2025. The purpose of the LTIP is to provide eligible participants with compensation opportunities that will enhance K-Bro's ability to attract, retain and motivate key personnel and reward Eligible Participants for significant performance that results in the Corporation exceeding its financial targets.

Under the LTIP, on or prior to the Determination Date (as defined below) following the end of the fiscal year, the CNCG Committee grants awards to Eligible Participants, as the CNCG Committee, in its sole discretion, determines. The amount of the award (net of withholding obligations) is satisfied by issuing Shares from treasury in an amount equal to the quotient obtained by dividing the amount of the award by the Fair Market Value (as defined in the LTIP) of the Shares on the Determination Date (rounded up to the nearest whole number of Shares), cash, or a combination thereof, which are held in the custody of the LTIP custodian pursuant to the terms of the LTIP. All awards issued pursuant to the LTIP are recorded as compensation expense. Previous grants are taken into account when considering new LTIP grants.

Subject to the discretion of the CNCG Committee, 25% of an Eligible Participant's award will vest on the first "Determination Date" (defined as the first May 15th following the date that the Board approves the audited consolidated financial statements of the Corporation for the prior year). The remaining 75% of the award will vest on November 30th following the second anniversary of the Determination Date.

If a change of control occurs, all LTIP Shares and/or cash held by the LTIP custodian in respect of unvested awards will vest immediately. LTIP participants are entitled to receive dividends on all Shares granted under the LTIP, whether vested or unvested, and cash dividends on Shares granted under the LTIP, whether vested or unvested, are remitted to the LTIP participant immediately upon payment of the dividend.

If the employment or directorship of an Eligible Participant is terminated for Cause (as defined in the LTIP) or the Eligible Participant resigns (other than on a basis which constitutes Constructive Dismissal (as defined in the LTIP)), then no unvested portion of the Shares held by the LTIP custodian for the benefit of the Eligible participant or entitlement to a cash payment will vest. If the employment or directorship of an Eligible Participant is terminated without Cause or because of the Retirement (as defined in the LTIP) of the Eligible Participant, or the Eligible Participant resigns on a basis which constitutes Constructive Dismissal, the Eligible Participant will be entitled to receive all of the Eligible Participant's allocated Shares or cash payment, as applicable, on the vesting schedule described above. If the employment or directorship of an Eligible Participant is terminated due to the death or Disability (as defined in the LTIP) of such Eligible Participant, or if such Eligible Participant is a Long-Term Employee (as defined in the LTIP) and resigns or is terminated for any reason other than for Cause, the Eligible Participant, or the Eligible Participant's personal representative, as the case may be, will as soon as reasonably practicable receive all of such Eligible Participant's allocated Shares or cash, as applicable.

The CNCG Committee has the authority to, among other things:

(i) determine those individuals who will participate in the LTIP;

(ii) determine the level of participation of each participant; and

(iii) the time or times when ownership of the Shares and/or cash will vest for each participant.

A participant is not entitled to transfer or assign any rights he or she has in any LTIP award, or the Shares and/or cash issuable thereunder, held by the LTIP custodian.

The total number of Shares issuable under the LTIP to insiders of the Corporation and its subsidiaries, together with any Shares issuable to all insiders under any other equity compensation plan of K-Bro, shall not exceed 10% of the issued and outstanding Shares within any one-year period or at any time. The total number of Shares issuable to any non-Director participant under the LTIP, together with any Shares reserved for issuance to such participant under any other equity compensation arrangements of the Corporation, shall not exceed 5.0% of the then issued and outstanding Shares at the date of the grant.

Notwithstanding the foregoing, no amount shall be granted to a Director if such grant would result in such Director being awarded a greater number of Shares, amount of cash or combination thereof, as applicable, hereunder than the lesser of (i) 1.0% of the Shares outstanding at the grant date; (ii) within a calendar year, receiving a number of Shares which, together with any awards to such Director under any other incentive plan of K-Bro, would exceed $100,000 in value based on the fair market value of such Shares at the grant date; and (iii) within a calendar year, receiving an amount of cash which, together with any awards to such Director under any other incentive plan of K-Bro, would exceed $100,000 in value based on the fair market value of such Shares at the grant date. Other than as described above, the LTIP does not provide for a maximum number of Shares which may be issued to an individual.

The CNCG Committee has the right, in its absolute discretion, to amend, suspend or terminate the LTIP, or any portion thereof, at any time, subject to applicable law and regulatory requirements (including the rules, regulations and policies of the TSX), if any, that require the approval of Shareholders. Such amendments may include, without limitation:

(i) any amendment to the vesting provisions of the LTIP and any award granted thereunder;

(ii) any amendment regarding the effect of any termination of an Eligible Participant's employment, appointment, or contract;

(iii) any amendment necessary to comply with applicable law or the requirements of the TSX orany other regulatory body having authority over K-Bro, the LTIP or the Shareholders;

(iv) any amendment of a "housekeeping" nature, including, without limitation, to clarify the meaning of an existing provision of the LTIP or any agreement ancillary thereto, correct or supplement any provision of the LTIP that is inconsistent with any other provision of the LTIP, cure any ambiguity, error or omission in the LTIP, correct any grammatical or typographical errors, or amend the definitions in the LTIP regarding administration of the LTIP;

(v) any amendment regarding the administration of the LTIP;

(vi) any amendment necessary to suspend or terminate the LTIP; and

(vii) any amendment, fundamental or otherwise, that does not require the approval of Shareholders under the LTIP.

Notwithstanding the foregoing, K-Bro will be required to obtain the approval of the Shareholders for any amendment related to:

(i) any amendment amending the provisions relating to the transferability of an award granted thereunder, other than for transfers by will or the law of succession or to corporations controlled by the individual or family trusts;

(ii) any amendment to remove or to exceed the insider participant limits of the LTIP;

(iii) any amendment to increase the maximum number of Shares ssuable under the LTIP;and

(iv) any amendment to an amending provision of the LTIP.

The LTIP provides that a maximum aggregate number of Shares equal to 10% of issued and outstanding Shares from time to time on a non-diluted basis may be issued. As at December 31, 2025, 691,004 Shares (representing approximately 5.3% of the Shares issued and outstanding as of December 31, 2025) have been issued under the LTIP. As at December 31, 2025, 89,014 Shares granted under the LTIP had not yet vested. Pursuant to the rules of the TSX, every three years after institution, all unallocated entitlements under a security based compensation arrangement which does not have a fixed maximum aggregate number of securities issuable, such as the LTIP, must be approved by the Board and the Shareholders. As such, the LTIP must be re-approved by the Shareholders in 2028.

All NEOs are eligible to receive compensation under the LTIP tied directly to the Corporation's achievement of financial, operational and strategic objectives and the executive's personal achievements.

Name	LTIP Entitlement (Yes/No)	Target LTIP Award Entitlement Percentage of Base Salary[1]	Stretch LTIP Award Entitlement Percentage of Base Salary[2]
Linda J. McCurdy	Yes	100%	100%
Sean P. Curtis	Yes	60%	60%
Kristie L. Plaquin	Yes	35%	35%
Michael W. Jones	Yes	20%	-
Ryo Utahara	Yes	15%	15%



There are two types of LTIP awards available, which are defined as follows:

1. ***Target LTIP award, limited to 100% of base salary, calculated as follows:***

   i. 50% of the target LTIP award is based on the achievement of certain financial targets determined annually by the CNCG Committee including EBITDA, EPS, margins, and revenue.

   ii. 50% of the target LTIP award is determined at the discretion of the CNCG Committee.

2. ***Stretch LTIP award, limited to 100% of base salary, determined by the CNCG Committee on the same basis as the target LTIP Award is determined.***

Notwithstanding the calculation of cash bonus amounts as described above, the CNCG Committee has the authority to recommend to the Board an additional LTIP award commensurate with the level of achievement of other non-financial goals and metrics during the fiscal year.

LTIP awards made in the most recently completed fiscal year to the NEOs are set out in the following table:

Name	Value of LTIP Grant ($)	Period Under Maturation & Payout[1]
Linda J. McCurdy	1,225,854	30 months
Sean P. Curtis	402,000	30 months
Kristie L. Plaquin	231,000	30 months
Michael W. Jones	61,339	30 months
Ryo Utahara	73,536	30 months

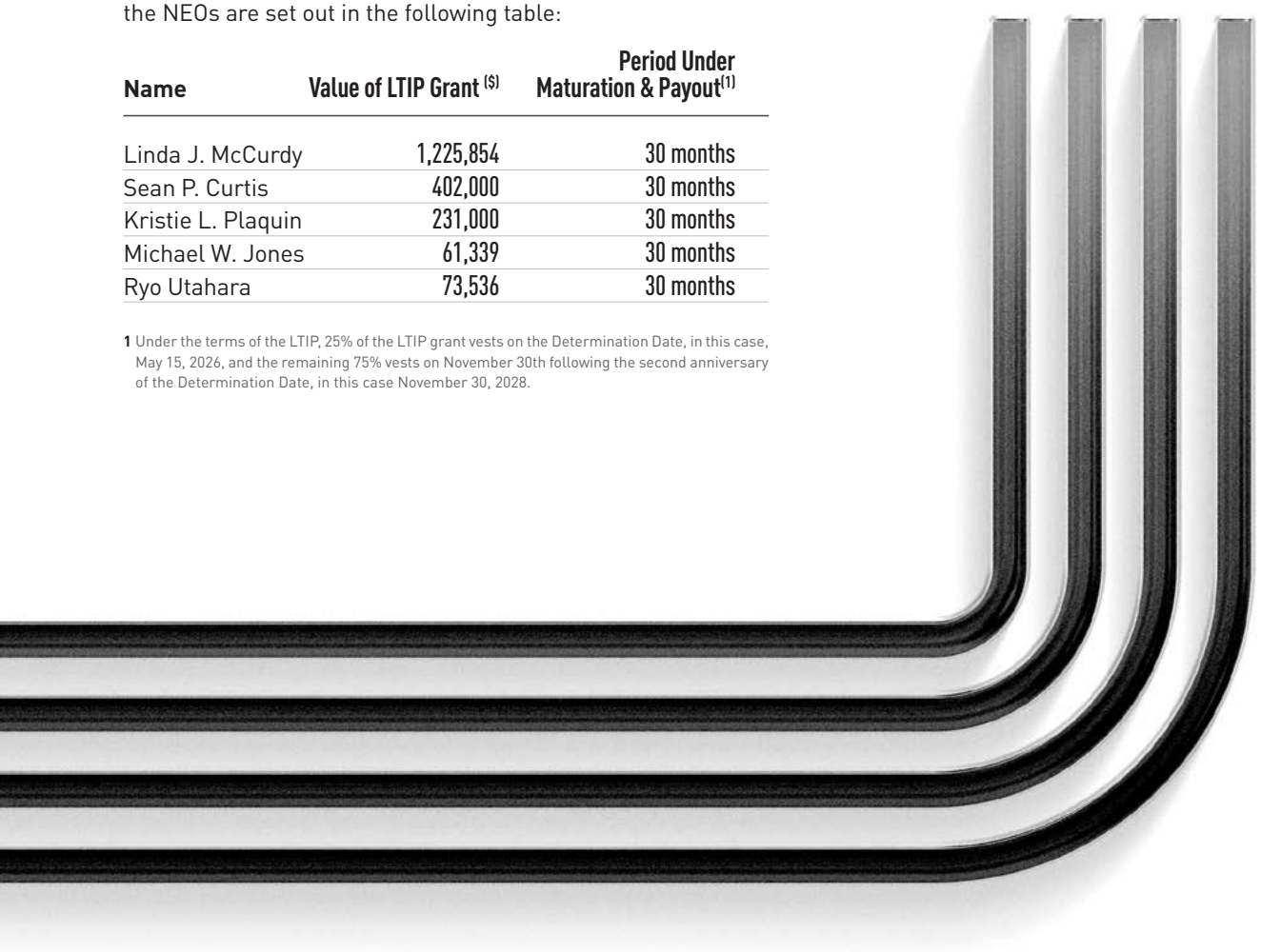
1 Under the terms of the LTIP, 25% of the LTIP grant vests on the Determination Date, in this case, May 15, 2026, and the remaining 75% vests on November 30th following the second anniversary of the Determination Date, in this case November 30, 2028.

K-Bro's annual burn rate under the LTIP was 0.7% in fiscal 2025, 0.5% in fiscal 2024, and 0.6% in fiscal 2023. The burn rate is calculated by dividing the number of Shares granted during the applicable fiscal year by the weighted average number of Shares issued and outstanding for the applicable fiscal year.

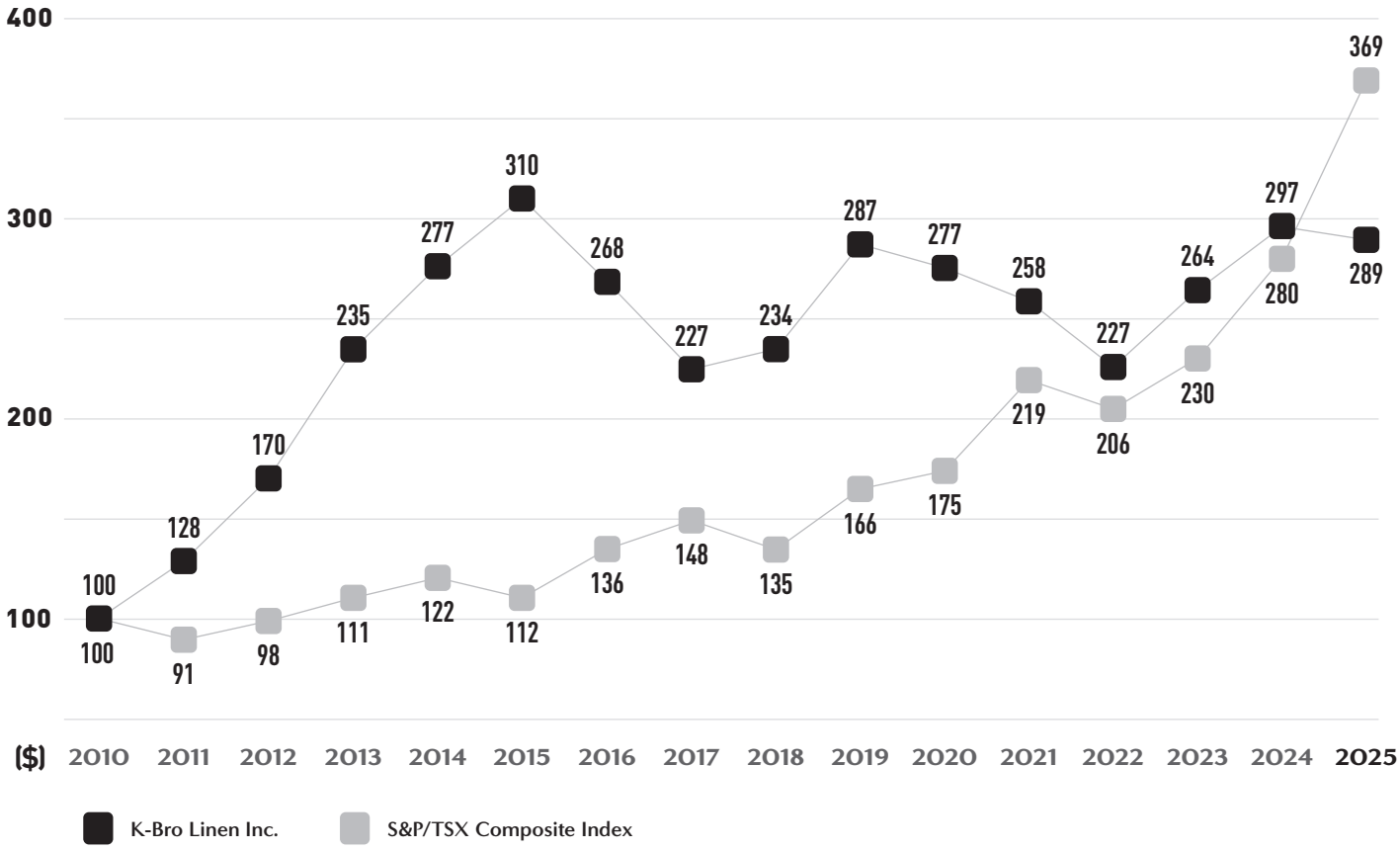
All Directors and executive officers of the Corporation are prohibited from entering into transactions that have the effect of hedging the economic value of any direct or indirect interests that a Director or executive officer may have in Shares.

OTHER COMPENSATION

Executive officers also receive other benefits that the CNCG Committee believes are reasonable and consistent with the overall executive compensation program. Benefits include participation in the Corporation's Registered Retirement Savings Plan ("RRSP") and traditional health and welfare programs. In addition, the Corporation provides perquisites such as vehicle allowances to certain executive officers.



Performance Graph[1][2]



1 The graph reflects the total cumulative return, assuming reinvestment of all dividends, of $100 invested on December 31, 2010 in each of the Shares of the Corporation and the S&P/TSX Composite (TRIV) Index.

2 The year-end values of each investment shown on the graph are based on share price appreciation plus dividend reinvestment.

Compensation levels for the NEOs during the period from 2010 to 2025 are generally consistent with the trend of total return on investment charted for K-Bro in the performance graph, reflecting the proportion of at-risk compensation for the NEOs. Total direct compensation for the NEOs consisting of base salary, annual cash incentive payment and the value of the annual LTIP award is used for the comparison over this period.

A significant portion of compensation is equity-based and the value is directly related to Share price performance. The total direct compensation for the NEOs in 2025 totaled $6.3 million and represents 1.2% of revenue for 2025.

The CNCG Committee annually reviews the total compensation earned and accruing to the President and Chief Executive Officer since her appointment and relates it to the total shareholder return during the same period. In its last review, the CNCG Committee reviewed the total compensation earned by the President and Chief Executive Officer for the year ended December 31, 2025 and found it to be reasonable.

NAMED EXECUTIVE OFFICERS

K-Bro's NEOs are the Chief Executive Officer, Chief Financial Officer and the next three highest paid officers. The following profiles below provide a short biography of each of the Corporation's NEOs.

LINDA J. MCCURDY, MBA, CPA

President & Chief Executive Officer

Ms. McCurdy joined K-Bro in May 1998 as Chief Financial Officer and became President & Chief Executive Officer in January 2000. Prior to joining K-Bro, she was Chief Financial Officer of Innovotech Inc., a biochemical products processor. Ms. McCurdy's prior experience also includes six years at the Overwaitea Food Group, where she held a number of financial positions. Ms. McCurdy is a Chartered Professional Accountant and has an MBA from the University of Western Ontario.

KRISTIE L. PLAQUIN, CPA CA

Chief Financial Officer

Ms. Plaquin has been with the Corporation since 2001 and was its Chief Financial Officer from January 2004 through May 2005, during which time the Corporation completed its initial public offering and subsequent debt financings. After a temporary absence from K-Bro from 2005 to 2006, Ms. Plaquin served as K-Bro's Director of Financial Planning from 2007 to 2014, during which time she played a lead role in K-Bro's growth and financing initiatives until assuming her current role as K-Bro's Chief Financial Officer. Ms. Plaquin joined K-Bro from PricewaterhouseCoopers LLP and holds a Bachelor of Commerce degree from the University of Alberta and a Chartered Professional Accountant designation.

SEAN P. CURTIS

Senior Vice-President & General Manager

Mr. Curtis joined K-Bro in 1984 and has over 35 years of experience in the laundry and linen services industry. As Senior Vice-President, Mr. Curtis works directly with K-Bro's President & Chief Executive Officer in the areas of plant expansions, capital equipment installations and business development into new markets.

MICHAEL W. JONES

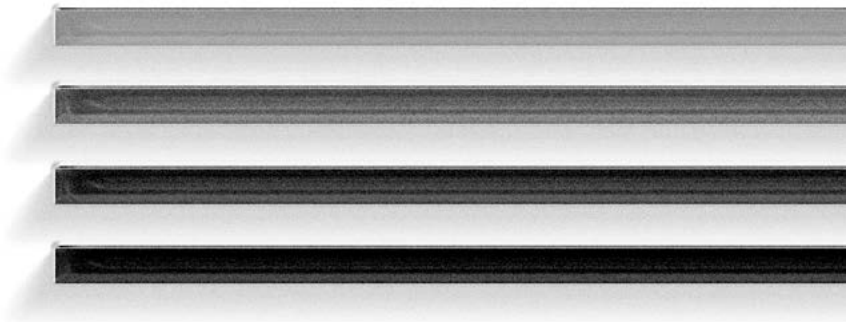
UK Managing Director

Mr. Jones has 35 years of experience in the U.K. commercial laundry sector. He joined Fishers in 2000 and was appointed Managing Director in 2014 during a period in which the business was under private equity ownership. Since K-Bro acquired Fishers on November 27, 2017, Mr. Jones has continued as Managing Director and works closely with K-Bro's President and Senior Vice-President to develop and grow K-Bro's U.K. business.

RYO UTAHARA

Vice President, People & Partnerships

Mr. Utahara began his tenure with K-Bro in 2010 and has held numerous positions, including General Manager. Currently, Mr. Utahara is a Vice President based out of Vancouver with accountability for the Vancouver operations and for strategic national hospitality agreements. Prior to Mr. Utahara's time with K-Bro, he spent ten years with a global forestry company in Canada and Norway, as well as two years with a national healthcare service provider. Mr. Utahara holds a Bachelor of Commerce degree from the University of Victoria as well as a Master of Business Administration degree from the University of British Columbia.



Summary Compensation Tables for Named Executive Officers

The following table sets forth all annual and long-term compensation earned by the NEOs during the three (3) most recently completed financial years:

($CDN) **Name & Principal Position**	Year	Base Salary	Annual Incentive Cash Bonus[1]	Share-Based Awards[2]	Cash Awards under LTIP	All Other Compensation[3]	Total Compensation[4]
Linda J. McCurdy	2025	612,927	1,225,854	1,225,854	-	42,046	3,106,681
President & Chief	2024	592,200	1,184,400	1,184,400	-	41,217	3,002,217
Executive Officer	2023	572,200	743,860	743,860	-	43,172	2,103,092
Sean P. Curtis	2025	402,000	482,400	402,000	-	30,109	1,316,509
Sr. Vice-President &	2024	390,000	468,000	390,000	-	29,629	1,277,629
Chief Operating Officer	2023	377,645	226,587	377,645	-	32,970	1,014,847
Kristie L. Plaquin	2025	330,000	330,000	231,000	-	20,419	911,419
Chief Financial Officer	2024	320,000	320,000	224,000	-	20,019	884,019
	2023	292,250	140,280	204,575	-	19,412	656,517
Michael W. Jones	2025	401,935	61,339	61,339	-	34,981	559,594
UK Managing Director	2024	357,637	45,243	45,243	-	31,442	483,873
	2023	338,800	67,759	-	-	31,717	438,277
Ryo Utahara	2025	238,000	80,325	73,536	-	13,785	405,646
Vice President,	2024	231,000	77,963	71,456	-	13,575	393,994
People & Partnerships	2023	220,000	82,500	74,250	-	13,245	389,995

1 Amount consists of annual cash bonuses awarded for the fiscal year noted, to be paid in the subsequent year.

2 These amounts are equity based awards made pursuant to the Corporation's long-term incentive plan; values noted are the total amount granted to the respective employees and are issued from treasury based on the five-day volume weighted average closing price of the Shares of the TSX for the period ending May 15 of any given year.

3 Represents contributions by the Corporation to Registered Retirement Savings Plans that match executive contributions up to 4% for the plan, as well as contributions for car allowances, health plans and other fees.

4 The Corporation does not itself employ, pay or award compensation to any executive officers. During the year ended December 31, 2025, certain officers of K-Bro Linen Systems Inc. performed policy-making functions in respect of the business of the Corporation, whose securities constitute the only ultimate investment of the Corporation. Accordingly, they may be considered for the purposes of disclosure requirements to be executive officers of the Corporation and disclosure of compensation earned by them as officers of K-Bro.

LONG-TERM INCENTIVE PLAN AWARDS – OUTSTANDING AT END OF YEAR

The following table summarizes all cash and share-based awards outstanding at the end of December 31, 2025 for each NEO.

Name	Number of Shares	Vesting Date	Market Value of Unvested Share-Based Awards[1]
Linda J. McCurdy	15,732	November 30, 2026	552,251
	25,527	November 30, 2027	896,253
Sean P. Curtis	7,987	November 30, 2026	280,424
	8,406	November 30, 2027	295,135
Kristie L. Plaquin	4,326	November 30, 2026	151,886
	4,828	November 30, 2027	169,511
Michael W. Jones	-	November 30, 2026	-
	1,375	November 30, 2027	48,276
Ryo Utahara	1,570	November 30, 2026	55,123
	1,540	November 30, 2027	54,069

1 Based on the closing price of the Shares on December 31, 2025 of $35.11 per share.

INCENTIVE AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table sets forth details of all incentive awards which vested or were earned during the most recently completed financial year.

	SHARE-BASED AWARDS			CASH AWARDS	
Name	Number of Shares	Grant Date	Market Value of Share-Based Awards[1]	Grant Date	Value Earned During the Year
Linda J. McCurdy	18,243	May 15, 2023	537,441	May 15, 2025	1,184,400
	8,509	May 15, 2025	296,102		
Sean P. Curtis	9,244	May 15, 2023	272,330	May 15, 2025	468,000
	2,802	May 15, 2025	97,506		
Kristie L. Plaquin	5,008	May 15, 2023	147,536	May 15, 2025	320,000
	1,610	May 15, 2025	56,026		
Michael W. Jones	-	May 15, 2023	-	May 15, 2025	45,243
	-	May 15, 2025	-		
Ryo Utahara	1,535	May 15, 2023	45,221	May 15, 2025	77,963
	514	May 15, 2025	17,887		

1 The market values of the LTI grants issued on May 15, 2023 are based on the volume weighted average price (VWAP) cost per Share of $29.46 in the open market. The market values of the LTI grants issued on May 15, 2025 are based on the volume weighted average price (VWAP) cost per Share of $34.80 in the open market.

RETIREMENT BENEFIT PLANS

Each of the NEOs is eligible to participate in a self-directed group RRSP under which K-Bro matches contributions made by each individual up to a maximum of 4% of the individual's base salary. Amounts matched by K-Bro vest immediately. The Corporation does not have defined benefit or defined contribution pension plans.

TERMINATION & CHANGE OF CONTROL BENEFITS

In the event of termination for any reason other than cause, disability, death or conviction of a felony, Ms. McCurdy is entitled to a payment equal to 12 months of her base salary plus one month for every full year of completed service as the Chief Executive Officer (such calculation excluding the first year in the role), to a maximum entitlement of 24 months plus the average annual bonus in the three preceding years multiplied by one-sixth multiplied by the number of years of service in the role of Chief Executive Officer (such calculation excluding the first year in the role). Ms. McCurdy is also entitled to the continuation of benefits for the minimum required statutory notice period.

Ms. McCurdy's employment contract includes a one-year non-competition clause as well as a three-year non-solicitation clause and confidentiality provisions. The non-competition and non-solicitation restrictions are subject to waiver upon the written consent of the Board, which consent may be unreasonably withheld but not exercised in bad faith.

In the event of termination for any reason other than cause, disability, death or conviction of a felony, Mr. Curtis is entitled to a lump sum payment equal to 12 months of his base salary and continuation of benefits for the minimum required statutory notice period. His employment contract includes a one-year non-competition clause as well as a three-year non-solicitation clause and confidentiality provisions. The non-competition and non-solicitation restrictions are subject to waiver upon the prior written consent of the Board, which consent may be unreasonably withheld but not exercised in bad faith. No change of control benefits exist under his employment contract, other than the immediate vesting of his rights under the LTIP.

In the event of termination for any reason other than cause, disability, death or conviction of a felony, Ms. Plaquin is entitled to a lump sum payment equal to 18 months of her base salary plus the average annual bonus in the three preceding years multiplied by 1.5, and continuation of benefits for the minimum required statutory notice period. Her employment contract includes a one-year non-competition clause as well as a one-year non-solicitation clause and confidentiality provisions. The non-competition and non-solicitation restrictions are subject to waiver upon the prior written consent of the Board, which consent may be unreasonably withheld but not exercised in bad faith.

Under the terms of the LTIP, any Shares and/or cash, as applicable, awarded to or earned by the NEOs under the LTIP to the date of the triggering event shall immediately vest if there is:

- termination without cause;
- retirement (as defined under the LTIP);
- resignation on a basis which constitutes constructive dismissal;
- termination due to death or disability; or
- a change of control of the Corporation.

The following table provides details regarding the estimated incremental payments by the Corporation to each of the NEOs on a change of control or termination without cause, assuming a triggering event occurred on January 1, 2025.

($CDN) **Name**	Base Salary[1]	Annual Incentive Cash Bonus[2]	Accelerated Value of of Unvested LTI[2]	Total
Linda J. McCurdy	1,225,854	4,380,714	1,448,603	7,055,172
Sean P. Curtis	402,000	-	575,558	977,558
Kristie L. Plaquin	495,000	395,140	321,397	1,211,537
Michael W. Jones	-	-	48,276	48,276
Ryo Utahara	-	-	109,192	109,192

1 Upon termination for reasons noted above, not upon change in control.

2 Based on the closing price of the Common Shares on December 31, 2025 of $35.11 per share.

Compensation of Directors

Director compensation is designed to appropriately compensate independent Directors for their knowledge and contributions while maintaining a focus on the low-cost structure of the Corporation.

The Board approved the following compensation components for Directors, other than Ms. McCurdy, who is not entitled to director compensation. Each Director is also entitled to reimbursement for all out-of-pocket expenses to attend Board and committee meetings. Directors are not compensated for return travel to attend Board and committee meetings. Annual Board and committee retainers are paid quarterly in arrears and pro-rated for partial service. The total cash earned in retainers and fees for these services by outside Directors in 2025 was $539,500.

The following table sets out the retainers and fees for the years ended December 31, 2025 and 2024.

	2025	2024
Board Chair Retainer	76,000	76,000
Director Retainer - Cash	52,000	52,000
Share Based Awards[1]	50,000	50,000
Audit Committee Chair Retainer	21,000	21,000
Audit Committee Member Retainer	6,000	6,000
HR Committee Chair Retainer	15,000	15,000
HR Committee Member Retainer	4,000	4,000

1 The Board Member Retainers are paid in treasury shares on an annual basis under the terms of the long-term incentive plan, subject to the discretion of the CNCG Committee.

DIRECTORS' SUMMARY COMPENSATION TABLE

The following table provides information regarding compensation paid to the Directors of the Corporation for the year ended December 31, 2025 in respect of their services. Members of Management who serve as Directors do not receive any additional remuneration for acting in their capacity as a Director. All Directors are reimbursed for the reasonable expenses incurred in connection with all Board and committee meetings.

	Board Retainer	Committee Chair Retainer	Board and Committee Retainer	Total Retainers Earned	Share Based Awards	Total Compensation
Michael B. Percy	76,000	-	10,000	86,000	76,000	162,000
Matthew B. Hills	52,000	-	10,000	62,000	50,000	112,000
Steven E. Matyas	52,000	15,000	6,000	73,000	50,000	123,000
Elise Rees	52,000	21,000	4,000	77,000	50,000	127,000
Rona Ambrose	13,000	-	2,500	15,500	-	15,500
Total	**245,000**	**36,000**	**32,500**	**313,500**	**226,000**	**539,500**

DIRECTORS' & OFFICERS' INSURANCE

Under policies purchased by K-Bro, approximately $30 million of insurance is in effect for the Directors and officers of K-Bro against liability for any actual or alleged error, misstatement, misleading statement, act, omission, neglect or breach of duty in discharging their duties, individually or collectively. K-Bro is also insured under these policies in the event it is permitted or required by law to indemnify individual Directors and officers.

INDEBTEDNESS OF DIRECTORS OR NAMED EXECUTIVE OFFICERS

No Director, proposed Director nominee, NEO or employee, or former Director, NEO or employee of the Corporation, nor any of their associates or affiliates, is, or has been at any time since the beginning of the last completed financial year, indebted to the Corporation or any of its subsidiaries, nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Corporation or any of its subsidiaries.

Interest of Informed Persons In Material Transactions

The Corporation is not aware of any material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of any Director or executive officer, proposed nominee for election as a Director, or any Shareholder holding more than 10% of the Shares, or any associate or affiliate of any of the foregoing, in any transaction in the preceding financial year or any proposed or ongoing transaction of the Corporation which has or will materially affect the Corporation or any of its subsidiaries.

Interest of Certain Persons or Companies in Matters to Be Acted Upon

Other than as set forth herein, Management is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person or company who has been a Director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, or of any proposed Directors, or of any associate or affiliate of any such persons, in any matter to be acted upon at the Meeting.

Report of the Audit Committee

The main objective of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- the quality and integrity of the Corporation's financial statements and related disclosures;
- the Corporation's internal controls systems, including its internal control over financial reporting systems;
- compliance by the Corporation with legal and regulatory requirements including, among other things, in respect of financial disclosure;
- the qualification, independence and performance of the Corporation's independent auditor;
- the performance of the Corporation's Chief Financial Officer;
- the Corporation's financial risk management systems; and
- any additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

For more information on the Audit Committee, including the text of the Audit Committee Charter, refer to the Audit Committee section in our Annual Information Form for the year ended December 31, 2025.

The Board has determined that each member of the Audit Committee is independent and financially literate (as such terms are defined by applicable securities law), and that Ms. Rees is an audit committee financial expert and has accounting or related financial management expertise as defined by applicable securities laws. Following the Meeting, Mr. Percy will step down as a Director and, accordingly, as a member of the Audit Committee. Information regarding the education and experience of the Audit Committee members is contained in our Annual Information Form for the year ended December 31, 2025.

AUDIT COMMITTEE WORK PLAN

The Audit Committee meets at least once each quarter and reports on its activities to the Board. The Audit Committee's activities are based on the Audit Committee Charter and the Audit Committee's annual work plan. At each quarterly meeting, the Audit Committee has the opportunity to meet separately, *in-camera* with each of the executive team and the external auditors.

The following sets forth highlights of the actions taken by the Audit Committee in 2025.

Financial Reporting:

- Received presentations from the Chief Financial Officer and made inquiries related to the quarterly and annual financial performance and operating results of the Corporation, including its reporting segments, relative to results in prior periods and to investor expectations;
- reviewed, throughout the year, any changes or adoptions of significant accounting policies and significant estimates impacting the current and future financial statements of the Corporation;
- reviewed and discussed with the Chief Executive Officer and Chief Financial Officer their readiness to certify the annual and interim financial statements and related disclosure materials of the Corporation, as required under Canadian securities legislation;
- reviewed and recommended to the Board for approval the public release and filing of the annual audited consolidated financial statements and quarterly unaudited consolidated financial statements of the Corporation, including related news releases and management discussion and analysis; and
- reviewed and recommended to the Board for approval key securities filings that contain financial information, including the Annual Information Form.

External Auditors:

- Oversaw the work of the external auditors;
- reviewed and approved the annual audit plan;
- monitored the progress of the external audit;
- received reports on the external auditors' internal quality control procedures, independence and confidentiality procedures;
- met quarterly with the external auditors without Management present;
- recommended to Shareholders the appointment of external auditors;
- reviewed and set the compensation of the external auditors; and
- reviewed and pre-approved all audit, audit-related and non-audit services provided by the external auditors or their affiliates.

Accounting & Financial Management:

- Reviewed and approved the Corporation's major accounting policies, including alternatives and potential key management estimates and judgments;
- reviewed with Management the Corporation's financial policies and compliance with these policies;
- reviewed reports regarding the status of capital markets and implications thereof for K-Bro and its financing plans, such as renewal and amendments to its credit facilities;
- received reports regarding taxation matters including any tax adjustments and the status of existing and projected tax provisions; and
- reviewed and discussed with Management at each quarterly meeting the results of significant capital expenditures, and made recommendations to the Board with respect to capital project spending in excess of previous budgetary authorizations.

Audit Committee-Related Governance:

- Reviewed and approved the Audit Committee's annual work plan;
- received and reviewed with Management updates throughout the year regarding changing governance-related laws, rules and emerging best practices, and the implications of proposals of Canadian regulators with respect to the Audit Committee; and
- reviewed expenses of the Chair and Chief Executive Officer.

On behalf of the Audit Committee



Elise Rees,
Chair



Steven E. Matyas



Michael B. Percy



Rona Ambrose



Matthew Hills

Report of the Compensation, Nominating & Corporate Governance Committee

The primary mandate of the CNCG Committee is to:

- develop the Corporation's compensation philosophy and guidelines on executive compensation;
- oversee succession planning for the executive team;
- determine the goals and objectives pertaining to the compensation of the Chief Executive Officer;
- evaluate the Chief Executive Officer's performance and recommend compensation based upon the results of such evaluation; and
- determine the compensation for the Senior Vice-President and Chief Financial Officer based on the recommendation of the Chief Executive Officer.

The members of the CNCG Committee as at the date of this Information Circular are Messrs. Matyas, Percy, Hills and Mses. Rees and Ambrose, each of whom are independent Directors. Mr. Matyas serves as the Chair of the CNCG Committee.

K-Bro is actively seeking an additional Director to serve on the Board. The CNCG Committee has identified several excellent candidates for this position, however, as of the date of this Information Circular, the CNCG Committee's nomination process has not yet been completed. The CNCG Committee expects to complete its nomination process as soon as possible, after which the Board intends to increase the Board size to six and add the new nominee to the Board.

The Board is of the view that the CNCG Committee collectively has the knowledge, experience and background to fulfill its mandate, and that each of the members of the CNCG Committee has direct experience relevant to his or her responsibilities regarding executive compensation.

In particular, Mr. Matyas previously served as the Chief Executive Officer of Staples Retail Inc. Both Mr. Matyas and Ms. Rees have extensive experience with numerous public companies. These collective skills and extensive experience enable the CNCG Committee to make decisions on the suitability of the Corporation's compensation policies and practices.

CNCG COMMITTEE WORK PLAN

The CNCG Committee held one meeting in 2025 and held *in-camera* sessions without the presence of Management at the end of the meeting.

EXECUTIVE COMPENSATION-RELATED FEES

The CNCG Committee retained the services of Laulima Consulting and PricewaterhouseCoopers LLP, independent advisory firms, to assist in the valuation of LTIP awards and provide recommendations to the Board. Total professional fees billed for these scopes of work were $40,264 and $22,878 in fiscal 2025 and 2024, respectively.

ASSESSMENT OF RISK ASSOCIATED WITH THE CORPORATION'S COMPENSATION POLICIES & PRACTICES

The CNCG Committee has assessed the Corporation's compensation plans and programs for its executive officers to ensure alignment with the Corporation's business plan and strategy and to evaluate the potential risks associated with those plans and programs. The CNCG Committee has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Corporation.

The CNCG Committee considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

CNCG COMMITTEE APPROVAL

The CNCG Committee has reviewed and discussed with Management the compensation disclosure in this document, including the information in the "Information Concerning the Director Nominees" and "Compensation Discussion and Analysis" sections, and has recommended that the disclosure be included in this Information Circular.

On behalf of the Compensation, Nominating and Corporate Governance Committee



Steven E. Matyas, Chair



Matthew Hills



Rona Ambrose



Elise Rees



Michael B. Percy

Statement of Corporate Governance Practices

The following describes the Corporation's governance practices with reference to National Policy 58-201 – *Corporate Governance Guidelines* and National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (collectively, the "Governance Guidelines"), which are initiatives of the Canadian Securities Administrators.

The Board and Management recognize that effective corporate governance practices are fundamental to the long-term success of the Corporation. Sound corporate governance contributes to Shareholder value through increased confidence. In light of the Governance Guidelines and best practice standards in Canada, the Board and Management have implemented a sophisticated set of governance policies and procedures and are committed to maintaining a high standard of corporate governance.

COMPOSITION OF THE BOARD OF DIRECTORS

The Board is currently composed of six Directors. Ms. McCurdy is not independent as she is the Chief Executive Officer of K-Bro. As such, for fiscal year 2025, the Board consisted of a majority of Directors (5 of 6) who are independent.[1]

1. Rona Ambrose was appointed to the Board of Directors effective November 5, 2025.

The Board functions independently of the non-independent Directors by holding *in-camera* sessions without the non-independent Directors present. Our policy is to hold an *in-camera* session at each Board and committee meeting, and this policy was complied with at each Board and committee meeting in 2025. From time to time, the Board or a committee may convene additional meetings to consider specific matters that arise before the next scheduled meeting, and *in-camera* sessions generally are not held during those additional meetings.

To facilitate its own effectiveness, the Board has identified certain key expectations for its members. Directors are expected to attend all meetings of the Board and any committees of which they are a member, and are also expected to prepare thoroughly in advance of each meeting in order to actively participate in the discussions and decision-making. In addition, each Director is expected to develop and maintain a thorough knowledge of K-Bro's strategy, business, operations, financial position, industry and markets, and to be an effective ambassador and representative of the Corporation.

BOARD CHAIR

The Chair of the Board is a duly elected member of the Board and is appointed by the Board each year for a one-year term, with such appointment being made (except when a vacancy is being filled) at the first meeting of the Board following the annual general meeting of Shareholders. Michael Percy is the current Chair of the Board. The Chair of the Board is independent as such term is defined in the Governance Guidelines.

The responsibilities of the Chair of the Board are set out in a detailed position description that affirms that the Chair of the Board is expected to provide leadership to the Directors in discharging their mandate as set out in the Mandate of the Board (as defined herein). Among other things, the Chair of the Board generally oversees meetings of the Board and presides over meetings of Shareholders. The Chair of the Board is the liaison between the Directors and Management and is responsible for promoting the proper flow of information to the Directors to keep them fully apprised of all material matters. Following the Meeting, Mr. Percy will step down as a Director and, accordingly, as Chair. Following the Meeting, the Directors will elect a new Chair.

BOARD MANDATE

The Board adopted a written mandate (the "Mandate of the Board") to confirm the Board's ongoing duties and responsibility for stewardship of the Corporation. A copy of the Mandate of the Board is attached to this Information Circular as Schedule "A". The Board is responsible for supervising the activities and managing the investments and affairs of the Corporation. The Board discharges its responsibilities either directly or through the Audit Committee, the CNCG Committee and the Disclosure Committee, which is made up of the Chief Executive Officer and Chief Financial Officer. Please see "Statement of Governance Practices – Disclosure Committee".

POSITION DESCRIPTIONS

The Board has developed and approved detailed position descriptions for the Chair of the Board, Chair of the CNCG Committee, Chair of the Audit Committee and Chief Executive Officer of K-Bro. The Chairs of the Audit Committee and CNCG Committee are appointed pursuant to the respective charters of those committees and are responsible for ensuring the responsibilities set out in those charters are fulfilled. The CNCG Committee is responsible for reviewing and making

recommendations to the Board regarding the position descriptions for the Chair of the Board, Chair of each Committee, and the Chief Executive Officer.

The Chair of the Board is responsible for, among other things, overseeing the Board discharge of its duties, governing the conduct of the Board, assisting committees in the discharge of their duties, and acting as a liaison between the Board and Management. The Chairs of each committee are responsible for, among other things, scheduling committee meetings, setting agendas for and presiding over committee meetings, and acting as a liaison between the respective committee and the Board. The Chief Executive Officer is responsible for, among other things, overseeing the day-to-day operation of the business of K-Bro in accordance with K-Bro's strategic plan and annual budget.

ORIENTATION & CONTINUING EDUCATION

All new Directors receive a comprehensive orientation as soon as practical after their appointment to the Board. They are briefed on the role of the Board, its committees, the contribution individual Directors are expected to make, and the nature and operation of K-Bro, including visits to K-Bro's facilities. This is consistent with the Governance Guidelines and enables a new Director to better understand the Corporation and his or her role and responsibilities.

Directors also participate in a continuing education program that, among other things, assists Directors in maintaining or enhancing their skills and abilities as Directors and ensures that their knowledge and understanding of the Corporation remains current. The continuing education program was developed to help Directors maintain or enhance their skills and abilities, and update their knowledge and understanding of the Corporation and its industry.

The key components of the program include:

Regular briefings. Directors are briefed regularly (and at least on a quarterly basis) on strategic issues affecting the Corporation. These briefings include reviews of K-Bro's competitive environment, K-Bro's performance relative to its peers, and any other developments that could materially affect the Corporation's business. The briefings are conducted by the Chief Executive Officer, Chief Financial Officer and other members of Management, as well as external advisors to the Corporation.

Internal educational seminars. The Board also plans training activities to be held at certain Board meetings, in addition to regular education sessions and presentations to be made to the Board. For example, recent presentations have been made to the Board relating to proposed new accounting standards.

COMMUNICATION WITH SHAREHOLDERS

The Board and Management welcome engagement with Shareholders and encourage Shareholders to express their views. To allow Shareholders to provide timely and meaningful feedback, K-Bro has developed practices appropriate for its Shareholder base to facilitate constructive engagement. Examples of such practices include meetings with institutional investors and with organizations representing a significant number of Shareholders, maintenance of the investor relations information provided on K-Bro's website and establishing methods of hearing from Shareholders on an ongoing basis. The Directors review and approve the contents of major disclosure documents, including K-Bro's annual financial statements, annual information form, management discussion and analysis, and information circular.

The Directors review annually and approve the Corporation's Disclosure Policy (the "Disclosure Policy"), which addresses how K-Bro interacts with analysts, investors and the public, and contains measures to avoid selective disclosure in accordance with the Corporation's policies and procedures and legal disclosure requirements. Procedures are in place to provide timely information to current and potential investors and respond to their inquiries. The Chief Financial Officer is responsible for maintaining communications with the investing public. It is K-Bro's intention that every Shareholder inquiry should receive a prompt response. Corporate staff is available to Shareholders by telephone, email and fax, and significant financial disclosure documents are available on K-Bro's website at ***www.k-brolinen.com*** and under K-Bro's profile on SEDAR+ at ***www.sedarplus.ca***.

CODE OF BUSINESS CONDUCT & ETHICS

The Corporation has adopted a Code of Business Conduct and Ethics (the "Code") that sets out the principles that guide the behaviour of Directors, officers and employees of K-Bro. The Code addresses, among other things, the following issues:

(a) conflicts of interest, including transactions and agreements in respect of which a Director or executive officer has a material interest;

(b) protection and proper use of corporate assets and opportunities;

(c) confidentiality of corporate information;

(d) fair dealing with the Corporation's security holders, customers, suppliers, competitors and employees;

(e) compliance with laws, rules and regulations; and

(f) reporting of any illegal or unethical behaviour.

Monitoring of accounting, internal controls and auditing matters, as well as violations of law, the Code and other policies or directives of the Corporation, occurs primarily through the monitoring of complaints and concerns reported pursuant to the Corporation's Whistleblower Policy. Any person can report complaints or concerns, which may be done on an anonymous basis, through the Corporation's Ethics Hotline & Web Portal or by contacting the Chair of the Audit Committee. Confidentiality of complaints received by the Chair of the Audit Committee will be maintained to the fullest extent possible. The Chair may acknowledge receipt of a complaint, though it is not the obligation of the Chair to communicate the status of the complaint to the complainant. Upon receipt of a complaint, the Chair of the Audit Committee will determine whether the complaint relates to a questionable accounting or auditing matter. Any complaints that relate to such matters will be immediately brought to the attention of, and reviewed under the direction of, the Audit Committee. The Audit Committee will be responsible to take any corrective action which it determines to be appropriate. The Chair will maintain a log of all complaints that are received, which will track the receipt, investigation, and resolution of complaints.

The Board (or any committee to whom that authority has been delegated) can grant waivers of compliance with the Code for the benefit of Directors or executive officers in appropriate circumstances. No such waiver has been granted since the adoption of the Code and consequently, the Corporation has not filed any material change report during the last fiscal year pertaining to any conduct of a Director or executive officer that constitutes a departure from the Code.

A Director or executive officer of K-Bro must disclose in writing to the Corporation, as applicable, the nature and extent of any interest they have in an actual or proposed material contract or material transaction. A Director or executive officer of K-Bro required to make such disclosures shall not vote on any resolution to approve the contract or transaction unless it relates primarily to their remuneration as a Director, officer, employee or agent of the Corporation, as applicable, or is for indemnity or insurance in connection with their role.

In addition to the Code, the Mandate of the Board provides that the Board is specifically responsible for satisfying itself as to the integrity of the Chief Executive Officer and executive officers of K-Bro, and that the Chief Executive Officer and other executive officers create a culture of integrity and ethical business conduct throughout the organization.

The Code is available under the Corporation's profile on SEDAR+ at ***www.sedarplus.ca*** or the Corporation's website at ***www.k-brolinen.com***.

NOMINATION OF DIRECTORS

The CNCG Committee, composed entirely of independent Directors, oversees the recruitment and selection of all proposed Director nominees for the Board and recommends to the Board such individuals for election to the Board at each annual meeting of Shareholders. The CNCG Committee also fills vacancies on the Board from time to time. The CNCG Committee reviews annually the competencies, skills and personal qualities required of Directors, as a whole, taking into account the needs of the Corporation at the time and any formal criteria established by the Board. The CNCG Committee also reviews and makes recommendations to the Board concerning any change in the size of the Board to facilitate effective decision-making.

Candidates for the Board are assessed on their individual qualifications, diversity, experience and expertise, and in order for the CNCG Committee to recommend an individual for nomination, that individual must exhibit the highest degree of integrity, professionalism, values and independent judgment. The CNCG Committee believes that the Board should be comprised of Directors with a broad range of experience and expertise, and who are able to devote sufficient time and resources to their duties as Directors. Although the CNCG Committee and the Board do not adhere to any formal quotas in determining Board membership, the CNCG Committee and the Board encourage the promotion of diversity as more fully described below. Where beneficial, the CNCG Committee may engage the services of a search firm to assist in the identification of Director candidates with the necessary skills or experience.

AUDIT COMMITTEE

Information concerning, among other things, the composition of the Audit Committee and the Audit Committee's Charter can be found in the Corporation's Annual Information Form under the heading "Audit Committee Information" which is available on SEDAR+ at ***www.sedarplus.ca***.

DISCLOSURE COMMITTEE

The Chief Executive Officer and Chief Financial Officer of K-Bro are responsible for reviewing and updating the Disclosure Policy and, in doing so, function as the disclosure policy committee ("Disclosure Committee").

The responsibilities of the Disclosure Committee include:

- developing and implementing the Disclosure Policy;
- monitoring the effectiveness of and compliance with the Disclosure Policy;
- ensuring that the Corporation's and its subsidiaries' Directors, officers and certain other employees are educated with respect to disclosure issues and the Disclosure Policy;
- reviewing and authorizing any public disclosure (including electronic, written and oral disclosure) made by the Corporation in advance of its public release; and
- monitoring the Corporation's website on a regular basis to ensure that:
  - the website is up to date and accurate;
  - all material information on the website is dated when posted or modified;
  - outdated information on the website is archived;
  - the archived material is retained for six years;
  - all documents filed on SEDAR+ are concurrently posted to the website; and
  - all material supplemental information given to analysts, investors and other market professionals are also posted on the website.

ASSESSMENTS

The CNCG Committee is responsible for developing and recommending to the Board a process for reviewing the competencies, skills and effectiveness of the Board as a whole, its committees and the contributions of individual Directors on a regular basis. The CNCG Committee is also responsible for overseeing the execution of the review process approved by the Board and Management. During the review process, the CNCG Committee considers: (i) input from Directors, where appropriate; (ii) attendance of Directors at meetings of the Board and of any committee; (iii) the Mandate of the Board; (iv) the charter of each committee; (v) applicable position descriptions for the Chairs of the Board and each committee; and (vi) the competencies and skills each individual Director is expected to bring to the Board and each committee.

TERM LIMITS

The Corporation has not adopted formal term limits for Directors or other mechanisms of Board renewal. Overall tenure is based upon a member's continuing contribution, the ongoing needs of the Corporation and annual election by Shareholders. The CNCG Committee reviews on a regular basis the makeup of the Board and particular skill sets which would be beneficial to the overall strategy and evolving business requirements of the Corporation. In addition, the CNCG Committee assesses each Director in order to ensure that the Board is balanced between highly experienced directors with long-term institutional knowledge and those with a fresh perspective. The Board is of the view that such a review process is more effective than implementing terms limits or other mechanisms of Board renewal (such as a mandatory retirement age).

WOMEN ON THE BOARD & IN EXECUTIVE OFFICES

The Corporation has not adopted a written policy specifically relating to the identification and nomination of women directors nor does the Board or the CNCG Committee consider the level of representation of women on the Board or in Management positions when nominating candidates for election to the Board or when making Management appointments. Instead, the Board and the CNCG Committee evaluate potential nominees to the Board by reviewing the qualifications of the nominee, and determine their relevance by taking into consideration the then current Board composition and the anticipated skills required to round out the capabilities of the Board. Similarly, the Board assesses candidates for Management positions with the Corporation based on experience, skill and merit. However, the Corporation values diversity, including, without limitation, diversity of experience, perspective, education, race, gender and national origin as part of its overall business strategy and may consider diversity when identifying Board nominees and appointing executive officers.

The Board has not set specific targets as to the number of women Board members or the number of women in Management positions. The Board believes that the most effective way to achieve its goal of increasing the representation of women in leadership roles at all levels of the organization is to identify high-potential women within the Corporation and work with them to ensure they develop the skills, acquire the experience and have the opportunities necessary to become effective leaders. The Board will, however, evaluate the appropriateness of adopting targets in the future.

As at the date of this Information Circular, three women are members of the Board (representing 50% of the Director nominees) and two women hold executive positions which include the Chief Executive Officer and the Chief Financial Officer.



Other Business

As at the date hereof, the Directors are not aware of any matter intended to come before the Meeting other than those items of business set forth in the attached Notice of Meeting. If any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy to vote in respect of those matters in accordance with their judgment.

ADDITIONAL INFORMATION

Electronic copies of the Meeting materials are accessible online at ***www.k-brolinen.com/2026-agm-package***. Additional information relating to the Corporation can be found at ***www.sedarplus.ca*** or our website at ***www.k-brolinen.com***. Additional financial information is contained in the Corporation's audited consolidated financial statements for the years ended December 31, 2025 and 2024, and the Corporation's annual management discussion and analysis of financial condition and results of operations for fiscal 2025. Copies of the Annual Information Form, Annual Report (including the related management discussion and analysis), consolidated financial statements and this Information Circular may be obtained by written request to K-Bro Linen Systems Inc., 14903 – 137 Avenue, Edmonton, Alberta, T5V 1R9, Attention: Chief Financial Officer. The Corporation may require the payment of a reasonable charge if the request is made by a person that is not a Shareholder.

BOARD OF DIRECTORS APPROVAL

The contents and the sending of this Information Circular to Shareholders of the Corporation have been approved by the Board.

Dated at Edmonton, Alberta this 7th day of April 2026.

On behalf of the Board of Directors

LINDA J. MCCURDY

Director, President & Chief Executive Officer
K-Bro Linen Inc.

Schedule "A"

MANDATE OF THE BOARD OF DIRECTORS

The purpose of this Mandate is to set out the mandate and responsibilities of the board of directors (the "***Board***") of K-Bro Linen Inc. (the "***Corporation***"), as well as some of the policies and procedures that apply to the Board in discharging its duties and responsibilities, subject to the provisions of applicable statutes.

1. Composition

The Board shall be comprised of a majority of individuals who qualify as "independent" as such term is defined in National Policy 58-201 – *Corporate Governance Guidelines* ("***NP 58-201***").

The chair of the Board (the "***Chair***") will be a duly elected member of the Board and will be "independent" as such term is defined in NP 58-201. The Chair will be appointed by the Board each year for a one (1) year term, with such appointment taking place at the first meeting of the Board following the annual general meeting of the shareholders of the Corporation (the "***Shareholders***"). If at any time the Chair is not an independent director, the independent directors shall select an independent director to carry out the functions of a lead director. The lead director would chair regular meetings of the independent directors and assume other responsibilities that the independent directors as a whole have designated.

2. Responsibilities of the Board of Directors

The Board is responsible for the stewardship of the Corporation and in that regard shall be specifically responsible for:

(a) adopting a strategic planning process and approving, on at least an annual basis, a budget;

(b) evaluating and discussing a strategic plan for the upcoming year which takes into account, among other things, the opportunities and risks of the Corporation's business and investments;

(c) supervising the activities and managing the investments and affairs of the Corporation;

(d) approving major decisions regarding the Corporation;

(e) defining the roles and responsibilities of management;

(f) reviewing and approving the business and investment objectives to be met by management;

(g) overseeing management;

(h) reviewing the Corporation's debt strategy;

(i) ensuring that a system is in place to identify the principal risks of the Corporation and ensuring that appropriate procedures are implemented to manage these risks;

(j) ensuring the integrity and adequacy of the Corporation's internal controls and management information systems;

(k) succession planning, including the appointment, training and supervision of management;

(l) establishing committees of the Board, where required or prudent, and defining their respective mandates;

(m) receiving and evaluating reports and recommendations from the committees of the Board from time to time;

(n) maintaining records and providing reports to Shareholders;

(o) ensuring effective and adequate communication with Shareholders, other stakeholders and the public;

(p) determining the amount and timing of dividends and other distributions to Shareholders;

(q) establishing guidelines for the expectations and responsibilities of directors with respect to attendance at Board meetings and advance review of meeting materials;

(r) adopting a written code of business conduct and ethics, and monitoring compliance with the code;

(s) to the extent feasible, satisfying itself as to the integrity of the Chief Executive Officer ("CEO") and senior officers of the Corporation, and that the CEO and other senior officers create a culture of integrity throughout the organization;

(t) adopting a communications policy which enables the Corporation to communicate effectively, addresses how the Corporation interacts with all of its stakeholders, including analysts and the public, contains measures for the Corporation to avoid selective disclosure, and is reviewed at such intervals or times as the Board deems appropriate; and

(u) developing the Corporation's approach to governance, including developing a set of governance principles and guidelines that are specifically applicable to the Corporation and designed to ensure that the Corporation and its directors, officers and employees comply with all applicable laws, rules and regulations and conduct their business ethically and with honesty and integrity.

It is recognized that every director in exercising powers and discharging duties must act honestly and in good faith with a view to the best interest of the Corporation. Directors must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

In addition, directors are expected to carry out their duties in accordance with policies adopted by the Board from time to time.

It is expected that management will help facilitate the Board's compliance with its legal duties by causing the Corporation and any subsidiaries of the Corporation to take such actions as may be necessary in that regard and by promptly reporting any data or information to the Board that may affect such compliance.

3. Board Meetings

The Board will meet as many times as necessary to effectively carry out the Board's responsibilities, and not less than four (4) times per year: at least three (3) meetings to review quarterly results, and once (1) prior to the issuance of the annual financial results of the Corporation. The Board shall meet periodically without management present to ensure that the Board functions independently of management. At each Board meeting, unless otherwise determined by the Board, an *in-camera* meeting of only independent directors will take place. Each member of the Board is expected to review materials in advance and to attend, where possible, all scheduled meetings of the Board. Individual directors shall be permitted to engage outside advisors at the cost of the Corporation, subject to the prior approval of the Compensation, Nominating and Corporate Governance Committee.

The Board appreciates having certain members of senior management attend each Board meeting to provide information and opinion to assist the directors in their deliberations. Management attendees will be excused for any agenda items which are reserved for discussion among directors only.

A director may participate in a Board and/or committee meeting by means of telephone, electronic communication facilities, or such other communication facilities which permit all persons participating in the meeting to communicate with each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Powers of the Board may also be exercised by written resolutions signed (physically or electronically) by all directors.

4. Board Meeting Agendas & Information

The Chair, in consultation with management, will develop the agenda for each Board meeting. Agendas will be distributed to the directors before each meeting, and all Board members shall be free to suggest additions to the agenda in advance of the meeting.

Whenever practicable, information and reports pertaining to Board meeting agenda items will be circulated to the directors in advance of the meeting. Reports may be presented during the meeting by members of the Board, management and/or staff, or by invited outside advisors. It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it will not be prudent or appropriate to distribute written materials in advance.

5. Delegations & Approval Authorities

The Board will appoint the CEO and delegate to the CEO and other senior executives authority over the day-to-day management of the business and affairs of Corporation. Management is authorized to act, without Board approval, on all ordinary course matters relating to the Corporation's business.

The Board may delegate certain matters it is responsible for to the committees of the Board, currently consisting of the Audit Committee and Compensation & Governance Committee. The Board may appoint other committees, as it deems appropriate and to the extent permissible under applicable law. The Board will, however, retain its oversight function and ultimate responsibility for such matters and associated delegated responsibilities.

6. Measures for Receiving Shareholder Feedback

Certain publicly disseminated materials of the Corporation shall provide measures for receiving feedback from stakeholders.

7. Expectations of Management

At the request of the Board, Management shall be required to report to the Board on the performance of the Corporation, new and proposed initiatives, the Corporation's business and investments, management concerns and any other matter the Board or the Chair may deem appropriate. In addition, the Board expects management to promptly report to the Chair any significant developments, changes, transactions or proposals respecting the Corporation or any of its subsidiaries.

8. Communications Policy

The Board approves the content of the Corporation's major communications to Shareholders and the investing public, including the Annual Report, Management Information Circular, Annual Information Form and any prospectuses which may be issued. The Audit Committee shall review and recommend to the Board for approval the quarterly and annual financial statements (including the Management Discussion & Analysis) and press releases relating to financial matters. The Board is also responsible for monitoring all of the Corporation's external communications. However, it is the function of management to speak for the Corporation in its communications with

the investment community, media, customers, suppliers, employees, governments and general public.

The Board shall also be responsible for reviewing the Corporation's policies and practices with respect to disclosure of financial and other information, including insider reporting and trading. The Board shall approve and monitor the disclosure policies designed to assist the Corporation in meeting its objective of providing timely, consistent and credible information, consistent with disclosure requirements under applicable securities law and the rules and regulations of the stock exchanges upon which the Corporation's securities are listed. The Board shall review the Corporation's policies relating to communications and disclosure on an annual basis.

Generally, communications from Shareholders and the investment community will be directed to the CEO, who will coordinate an appropriate response depending on the nature of the communication. It is expected, if communications from stakeholders are made to the Chair or to other individual directors, management will be informed and consulted to determine any appropriate response.

9. Internal Control & Management Information Systems

The Board is responsible for the integrity of the Corporation's internal control and management information systems, and all material matters relating to the Corporation and its business.

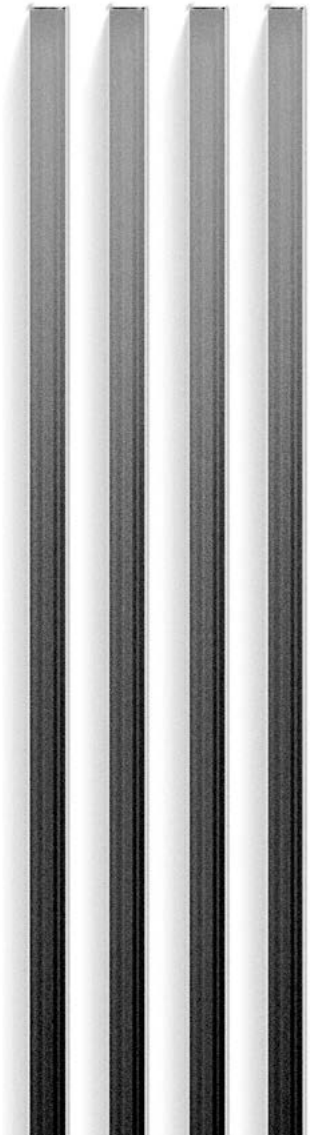
The Audit Committee is responsible for ensuring internal controls are appropriately designed, implemented and monitored, and for ensuring that management and financial reporting is complete and accurate, even though management may be charged with developing and implementing the necessary procedures.

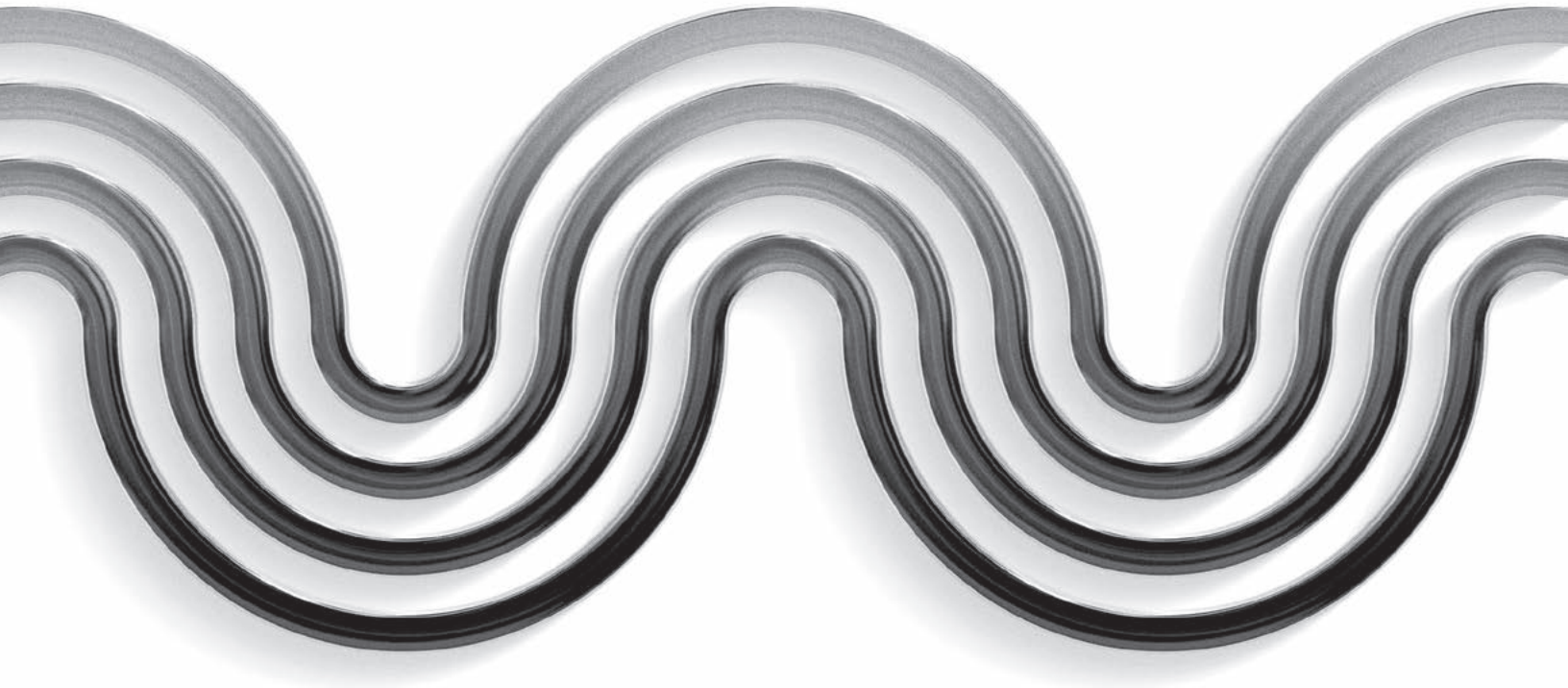
10. Review of & Changes to the Mandate

The Board may review and assess the adequacy of this Mandate from time to time. The provisions of this Mandate may be amended at any time.

The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively This Mandate is intended as a component of a flexible governance framework to assist the Board in carrying out its duties to the Corporation in accordance with applicable law. It does not establish any legally binding obligations beyond those imposed by applicable law and is not intended to give rise to any liability on the part of the Corporation or its directors or to Shareholders, securityholders, investors, customers, suppliers, partners, competitors, employees or other persons, or to any other liability whatsoever on their part.

APPROVED by the Board of Directors of K-Bro Linen Inc. on November 13, 2024.





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