



Coaticook, November 8, 2021

NOTICE OF MEETING

43RD ANNUAL GENERAL MEETING 2020-2021

Dear shareholder,

You are hereby invited to the annual general meeting of Aménagement forestier et agricole des Sommets inc. to be held on **Monday, November 29, 2021 at 6:30 p.m.** at the Épervier hall located at 80, rue Saint-Jacques Sud in Coaticook. On the reverse side, you will find the meeting agenda.

Please note that compliance with sanitary measures is required, such as wearing a mask and physical distancing. We strongly recommend that only one member per family be present.

TO RESERVE YOUR PLACE, PLEASE CONTACT
CARMEN PERRAS AT 819-849-7048 EXT. 101 OR BY EMAIL AT:

cperras@afasommets.qc.ca

If you do not plan to attend the Annual General Meeting, you can send us the attached proxy by identifying a person of your choice who is authorized to vote on your behalf. Otherwise, send us your blank, signed proxy and the Board of Directors will appoint someone on your behalf.

We look forward to seeing you there.

Sylvain Drapeau, ing.f.
General director



AGENDA

43RD ANNUAL GENERAL MEETING

Monday, November 29, 2021, at 6:30 p.m.

The Épervier hall in Coaticook
80, rue Saint-Jacques Sud, Coaticook

1. Word of welcome
2. Reading and acceptance of the written notice of meeting
3. Reading and acceptance of the agenda
4. Reading and acceptance of the minutes of the annual general meeting held on September 16, 2020
5. Presentation of the activity report
6. Presentation and acceptance of the results for the financial year ending March 31, 2021
7. Guest: Madame Julie Rastoll, Guérin Morin CPA inc.
8. Appointment of an auditor
9. Presentation of the assessment of the value of the company and the value of the share
10. Guest: Francis Boucher, RCGT
11. Election of outgoing directors:
 - Mr. Gaby Côté, seat number 2
 - Mr. Michel Raymond, seat number 1
10. Method used to determine the value of the share
11. Other
12. Closure of the meeting

PROXY

**FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
AMÉNAGEMENT FORESTIER ET AGRICOLE DES SOMMETS INC.**

WHICH WILL BE HELD November 29, 2021 AT 6:30 p.m.

I, the undersigned, _____, one of the shareholders of **Aménagement Forestier et Agricole des Sommets inc.** (hereinafter referred to as: the "Company") and possessing _____ shares of the class _____ of the Company, hereby appoints and constitutes _____ or, failing that _____ my mandatary, representative and proxy holder with full authority to attend, vote and otherwise act for and on my behalf at the Annual General Meeting of shareholders of the Company which will take place on November 29, 2021 at 6.30 p.m. to act therein in my name and on my behalf to the same extent and with the same powers as if I were present in person at such meeting or at its continuation in the event of adjournment.

In addition, the undersigned hereby revokes any other proxy given by him that could be used at this meeting and any adjournment thereof.

Signed _____, the _____ 2021.

Signature



Coaticook, November 8, 2021

NOTICE OF MEETING
SPECIAL GENERAL MEETING

Dear shareholder,

You are hereby invited to the Special General Meeting to be held on Monday, November 29, 2021 at 8:00 p.m. in the Épervier hall located at 80, rue Saint-Jacques Sud in Coaticook.

During this meeting, you will be invited to express your opinion on a merger project between the Groupement forestier du Haut-Yamaska and Aménagement forestier et agricole des Sommets Inc .; here is the agenda:

1. Word of welcome
2. Reading of the agenda
3. Appointment of the chairman and secretary of the meeting
4. Presentation of the members of the board of directors and management
5. Presentation of the project
 - History
 - Advantages
 - Questions & answers
6. Presentation of the professionals involved in the project
 - Mr. Stéphane Hardouin, Notary, HARDOUIN & ASSOCIÉES INC.
 - Madame Jacinthe Arès, fiscal attorney, RCGT
 - Mr. Francis Boucher, financial advisor, RCGT
7. Question period
8. Vote
9. Resolution on the merger
10. Closure of the meeting



Coaticook, November 8, 2021

To the shareholders of Aménagement forestier et agricole des Sommets inc.

SUBJECT: Grouping of our activities with the Groupement forestier du Haut-Yamaska

Dear shareholder,

As you know, the spirit of collaboration is in our genes, by the very nature of our collaborative activities and services to our member shareholders.

With the simple aim of maintaining the level of service and with a view to reducing administrative costs, pooling of contractors and stabilizing work teams, in short to increase our synergy, we are pleased to announce the merger of our two companies, of which we are privileged to count you among our shareholders.

As previously announced, our two companies are already working together in the normal course of operations, and we see that everything is going very well. The junction of the two companies, as of April 1, 2022, will result in the creation of a new, larger entity, operating in an enlarged territory and offering good business opportunities for the future, to the benefit of the shareholders.

We therefore confirm that during the extraordinary meeting, you will be invited to vote on this proposed merger. If you plan not to attend this meeting, you can send us the attached proxy by identifying a person of your choice authorized to vote on your behalf. Otherwise, send us your blank, signed proxy and the Board of Directors will appoint someone on your behalf.

Our approach is transparent and the accounting firm *Raymond Chabot Grant Thornton* as well as the notary firm *Hardouin & Associées* accompanied our merger committee throughout the evaluation process, with integrity, rigor, and independence.

Do not hesitate to contact the undersigned to share your questions, your concerns or even your pride in being part of an organization that has your interests at heart.

Regards.

Michel Raymond, president



Questions & Answers

Here is a list of the main questions we have had regarding the merger over the past few months.

Why merge, what are the advantages?

- Please note that we want to unite the business relationship between two entities offering the same services in their respective territories and with similar customers. The objective is to offer more services, of better quality and at a competitive price. The increase in activities will generate opportunities such as a better timber transport network, accessibility to new markets or quite simply a greater representation of the owners / shareholders of the new entity.

You will find in the appendix a list of the many advantages of this merger.

What are the disadvantages?

- We do not see any disadvantage on either side of this merger.

How will the merger take place, what are the stages?

- It is important to know that since December 2020, AFA has been managing forestry operations as well as the administration of GFHY, and that the results have been very positive by creating a synergy in the sharing of many resources and skills.

➤ Stages:

1. Pre-merger process (joint between the 2 companies and the professionals)

- Approach undertaken with the support of professionals including *Raymond Chabot Grant Thornton et Hardouin & Associées inc.*
- Business value assessment
- Determination of the value of the share
- Determination of the regulations of the new entity

2. Shareholder approval process

- Special general meeting of the 2 companies, the shareholders vote on the project (around the end of November 2021)

3. Creation of the new entity

- Creation of a new entity (April 1, 2022, end of the financial year for the 2 companies)
- Communication and promotion plan
- Issuing of new shares
- Period of pooling and standardization of resources (IT database, accounting, procedures and policies, services, etc.)

Why the name change?

- The process implies that AFA des Sommets inc. and GFHY will be closed, and a new entity will emerge from this merger.
- The name was voted on and chosen democratically in collaboration with the employees of the two groups and the boards of directors.

Will the value of my investment change?

- No, the value of your investment will remain unchanged. If you have an X value in one or the other of the companies, it will be the same in the new entity formed by the merger. However, a stock split could take place to match ministry requirements, however the actual value of your investment will remain the same.

Will I receive dividends?

- Dividends are voted by the Annual General Meeting, on the recommendation of the board of directors, they are generally granted according to the financial results of the company.

Will the quality of customer service be affected?

- Yes, we hope for an improvement in customer service in the medium term. This is one of the main goals of the merger. We believe that by uniting our financial and human resources, we can offer more services, of better quality and at a competitive price.

Will the office where I am currently doing business remain open?

- Yes, services will still be offered from Coaticook, Cookshire-Eaton and Cowansville.

Am I going to keep the same technician?

- Yes, no change on this side.

Will there be any layoffs related to the merger?

- No, no layoffs are planned, on the contrary we should create new positions in the short term



Benefits of the merger

- Become a key player in forest management
- Consolidate the position of an important player and have a greater impact on the various local authorities in Estrie, the Montérégie and with forest agencies
- Increase in investment capacity for the realization of future projects or developments
- Improved customer service by offering more services and a wider range of services
- Market diversification
- Expansion and access to new territory
- Increase in revenue
- Ensures the perpetuity of GFHY
- Reduction in administration costs and improvement of internal management systems
- Increase in the budget of the Agencies
- Improvement of the human resources policy and stabilization of the workforce
- Pooling of entrepreneurs and stabilization of work teams
- Sharing of expertise and contacts

PROXY

**FOR THE SPECIAL GENERAL MEETING OF SHAREHOLDERS
AMÉNAGEMENT FORESTIER ET AGRICOLE DES SOMMETS INC.**

TO BE HELD November 29, 2021 AT 8:00 p.m.

I, the undersigned, _____, one of the shareholders of **Aménagement Forestier et Agricole des Sommets inc.** (hereinafter referred to as: the "Company") and possessing _____ shares of the class _____ of the Company, hereby appoints and constitutes _____ or, failing that _____ my mandatary, representative and proxy holder with full authority to attend, vote and otherwise act for and on my behalf at the Annual General Meeting of shareholders of the Company which will take place on November 29, 2021 at 6.30 p.m. to act therein in my name and on my behalf to the same extent and with the same powers as if I were present in person at such meeting or at its continuation in the event of adjournment.

In addition, the undersigned hereby revokes any other proxy given by him that could be used at this meeting and any adjournment thereof.

Signed _____, the _____ 2021.

Signature

[THEREFORE, IT IS RESOLVED BY SPECIAL RESOLUTIONS:

- 1. TO** proceed with the ordinary amalgamation of the company with **Groupement Forestier du Haut-Yamaska Inc .;**
- 2. TO** authorize any director or officer of the company to sign the merger agreement, a draft of which is submitted to the shareholders' meeting and any amendment or modification to said draft as well as any other document useful or necessary to give full effect to these resolutions, including articles of amalgamation;
- 3. TO** authorize the board of directors, if it deems it appropriate and in the best interests of the company, to terminate the merger agreement without the consent of the shareholders before the issuance of the articles of merger.]