NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 4, 2015

and

MANAGEMENT INFORMATION CIRCULAR

May 1, 2015

This booklet contains important information and requires your immediate attention. If you are in doubt as to how to deal with these materials or the matters they describe, please consult your professional advisor.

DATA GROUP LTD.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 4, 2015

Notice is hereby given that the annual meeting of the common shareholders of DATA Group Ltd. (the "**Corporation**") will be held at the offices of McCarthy Tétrault LLP, Suite 5300, Toronto Dominion Bank Tower, 66 Wellington Street West, Toronto, Ontario on June 4, 2015 at 11:00 a.m. (Toronto time). At the meeting, shareholders will be asked to:

(a) receive the consolidated financial statements for the year ended December 31, 2014, together with the report of the auditors thereon;

(b) elect directors for the coming year;

(c) appoint auditors and authorize the directors to fix the remuneration to be paid to the auditors; and

(d) transact such other business as may properly come before the meeting or any adjournment thereof.

This notice is accompanied by the Circular, a form of proxy, a financial statement request form and an annual report that includes the audited financial statements for the year ended December 31, 2014.

A common shareholder of record at the close of business on April 27, 2015 will be entitled to vote at the meeting.

Registered shareholders who are unable to attend the meeting in person are encouraged to complete, date and sign the enclosed form of proxy and return it in the enclosed envelope. To be effective, proxies must be sent by mail, facsimile or personal delivery to the attention of DATA Group Ltd. c/o Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department, or by facsimile to 1-866-249-7775 or 416-263-9524, no later than 11:00 a.m. (Toronto time) on June 2, 2015 or, if the meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto) before the time set for the adjourned meeting. The deadline for the deposit of proxies may be waived by the chairman of the meeting at his sole discretion without notice.

If you are a non-registered shareholder of the Corporation and received this Notice of Meeting and accompanying materials through an intermediary, such as a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf, please read the instructions regarding how to vote at or attend the Meeting under "General Proxy Matters – Non-Registered Shareholders" in the Circular.

DATED May 1, 2015.

By Order of the Board of Directors

Thomas R. Spencer
Chair of the Board
DATA Group Ltd.

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GENERAL PROXY MATTERS

General

This management information circular, or Circular, of DATA Group Ltd. dated May 1, 2015 is furnished in connection with the solicitation of proxies by and on behalf of management of DATA Group Ltd. for use at the annual meeting of our shareholders, or Meeting, to be held on June 4, 2015 and any adjournment of the Meeting.

We have not authorized anyone to give any information or make any representation in connection with any matters to be considered at the Meeting other than those contained in this Circular and, if given or made, any such information or representation must not be relied upon as having been authorized.

Unless otherwise indicated or the context otherwise requires, in this Circular the terms "**Corporation**", "**we**", "**us**" and "**our**" refer to DATA Group Ltd.; "**DATA Group**" refers to DATA Group Ltd. and its subsidiary, DATA Group (US) Corp.; "**Common Shares**" refers to common shares of DATA Group Ltd.; and "**shareholders**" refers to holders of Common Shares.

Information contained in this Circular is given as of April 30, 2015, unless otherwise specifically stated.

Solicitation of Proxies

It is expected that the solicitation of proxies will be primarily by mail, but proxies may also be solicited personally, by advertisement or by telephone by our regular employees without special compensation, by our transfer agent, Computershare Investor Services Inc., at nominal cost. We will bear the cost of solicitation.

Appointment of Proxies

Enclosed with this Circular being sent to our shareholders is a form of proxy. The persons designated in the enclosed form of proxy are Michael G. Sifton, a director and the President and Chief Executive Officer of DATA Group Ltd., and Thomas R. Spencer, a director of DATA Group Ltd. **Each shareholder has the right to appoint some other person (who need not be a shareholder) to attend, vote and act on their behalf at the Meeting**. **This right may be exercised by inserting the person's name in the blank space provided in the enclosed form of proxy or by completing another proper instrument of proxy naming such other person as proxyholder. The instrument appointing a new proxy must be in writing and must be signed by the shareholder or his or her attorney therefor duly authorized in writing.**

Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. You are a registered shareholder if you have a share certificate for Common Shares and they are registered in your name or if you hold Common Shares through direct registration. Shareholders who hold their Common Shares through a bank, broker or other intermediary should read the instructions under the heading below, "Non-Registered Shareholders".

In order to be valid, the form of proxy must be delivered:

- by fax to Computershare Investor Services Inc., Attention: Proxy Department at 1-866-249-7775 or 416-263-9524; or

- by mail to Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1; or

- by personal delivery to Computershare Investor Services Inc. at the address set out above,

in each case so as to be deposited with the Corporation no later than 11:00 a.m. (Toronto time) on June 2, 2015 or, if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto) before the time set for the adjourned Meeting. The deadline for the deposit of proxies may be waived or extended by the Chair of the Meeting at the Chair's discretion without notice.

Non-Registered (Beneficial) Shareholders

The information in this section is of significant importance to shareholders who do not hold their Common Shares in their own name. Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting.

You are a non-registered shareholder if you hold Common Shares through an intermediary (including, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESP's and similar plans) that the non-registered holder deals with in respect of the Common Shares, or a clearing agency (such as the Canadian Depository for Securities Limited) of which the intermediary is a participant. In accordance with the requirements of the Canadian Securities Administrators, we will have distributed copies of the notice of meeting accompanying this Circular, this Circular, the enclosed form of proxy, financial statement request form and our financial statements for the year ended December 31, 2014 to the clearing agencies and intermediaries for onward distribution to non-registered shareholders. Typically, intermediaries will use a service company to forward such materials to non-registered shareholders. The majority of intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications Corporation in Canada and its counterpart in the United States, or Broadridge.

If you are a non-registered shareholder, you may vote in person, by proxy or by internet only by the following procedures outlined below. If you wish to vote by internet, please see the voting instruction form enclosed for details on protocol.

To Vote in Person

If you are able to attend the Meeting in person, and wish to vote your Common Shares in person you may do so by either (i) inserting your own name in the space provided on the enclosed voting instruction form or form of proxy provided by your intermediary; or (ii) submitting any other document in writing to your intermediary that requests that the non-registered shareholder or nominees thereof should be appointed as proxy. Then, follow the signing and return instructions provided by your intermediary. If you do not properly follow the return instructions provided by your intermediary, you may not be able to vote such Common Shares. Before the official start of the Meeting on June 4, 2015, please register with the representatives(s) from Computershare Investor Services Inc., who will be situated at a welcome table just outside the Meeting room. Once you are registered with Computershare Investor Services Inc., and, provided the instructions you provided to your intermediary have been forwarded by your intermediary to Computershare Investor Services Inc., your vote will be requested and counted at the Meeting.

To Vote by Proxy

Intermediaries are required to forward the Meeting materials to non-registered shareholders and often use service companies for this purpose. Generally, non-registered shareholders will either:

- be given a voting instruction form which is not signed by the intermediary and which, when properly completed and signed by the non-registered shareholder and returned to the intermediary or its service company, will constitute authority and instructions (often called a proxy authorization form) which the intermediary must follow (and which may, in some cases, permit the completion of the voting instruction form by telephone or internet); or

- less typically, be given a form of proxy which has already been signed by the intermediary (typically by a facsimile stamped signature), which is restricted as to the number of Common Shares beneficially owned by the non-registered shareholder, but which is otherwise not completed. This form of proxy need not be signed by the non-registered shareholder. In this case, the non-registered shareholder who wishes to submit a proxy should properly complete the applicable form of proxy and submit it to DATA Group Ltd., c/o Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department, with respect to the Common Shares beneficially owned by such non-registered shareholder, in accordance with the instructions elsewhere in this Circular.

In either case, the purpose of this procedure is to permit the non-registered shareholder to direct the voting of the Common Shares he or she beneficially owns.

Additionally, there are two kinds of non-registered shareholders: (i) those who object to their name being made known to the issuers of securities which they own, known as objecting beneficial owners or "OBOs"; and (ii) those who do not object to their name being made known to the issuers of securities which they own, known as non-objecting beneficial owners or "NOBOs". The Corporation may utilize the Broadridge QuickVote™ service to assist non-registered shareholders that are NOBOs with voting their Common Shares.

Revocation of Proxies

A registered shareholder who has given a proxy may revoke the proxy (a) by completing and signing a proxy bearing a later date and depositing it as previously described, or (b) by depositing an instrument in writing executed by him or her or by his or her attorney authorized in writing (i) at our registered office at any time up to and including the second last business day (being a day other than a Saturday, Sunday or statutory holiday, when banks are generally open for business in Toronto, Ontario for the transaction of banking business) preceding the day of the Meeting or any adjournment thereof, or (ii) with the chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment thereof, or (c) in any other manner permitted by law.

A non-registered shareholder may revoke a proxy instruction form (voting instructions) or a waiver of the right to receive Meeting materials and to vote given to an intermediary at any time by written notice to the intermediary, except that an intermediary is not required to act on a revocation of proxy instruction form (voting instructions) or of a waiver of the right to receive materials and to vote that is not received by the intermediary at least seven days prior to the Meeting.

Voting of Proxies

On any ballot that may be called for, Common Shares represented by properly executed proxies in favour of the persons specified in the enclosed form of proxy will be voted for or against or withheld from voting in accordance with the specifications made therein. **If a specification is not made with respect to any matter to be voted on at the Meeting, Common Shares will be voted in <u>FAVOUR</u> of those matters set out in the enclosed form of proxy**. The enclosed form of proxy confers discretionary authority upon the persons specified therein with respect to amendments or variations to matters identified in the accompanying notice of Meeting, and with respect to other matters which may properly come before the Meeting. As of the date of this Circular, we are not aware of any such amendment, variation or other matter to come before the Meeting.

Record Date, Voting of Common Shares and Quorum

As at April 27, 2015, we had 23,490,592 Common Shares issued and outstanding. Shareholders of record at the close of business on April 27, 2015 are entitled to receive notice of and to attend the Meeting in person or by proxy and are entitled to one vote per Common Share held on all matters to come before the Meeting.

Only those shareholders of record on the record date with the right to vote will be entitled to vote the Common Shares owned by the shareholder at the Meeting or any adjournment(s) thereof, in person or by proxy.

Two or more persons present in person either holding personally or representing as proxies in the aggregate at least 25% of the votes attached to all of our outstanding Common Shares will constitute a quorum for the transaction of business at the Meeting.

Under normal conditions, confidentiality of voting is maintained by virtue of the fact that proxies and votes are tabulated by our transfer agent. However, such confidentiality may be lost as to any proxy or ballot if a question arises as to its validity or revocation or any other like matter. Loss of confidentiality may also occur if our Board of Directors decides that disclosure is in the interest of the Corporation or its shareholders.

Principal Shareholders

To the knowledge of our Board of Directors, as at April 30, 2015, the following person beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10 per cent or more of the voting rights attached to any class of our voting securities.

Name	Number of Common Shares beneficially owned or over which control or direction is exercised	Percentage of Total Common Shares
KST Industries Inc.	3,337,500(1)	14.21%

Note:

(1) This information has been provided by KST Industries Inc.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Overview

We are committed to a high standard of corporate governance practices. Our Board of Directors is committed to aligning corporate governance practices with the recommendations currently in effect and contained in National Policy 58-201 – *Corporate Governance Guidelines*, or NP 58-201, which are addressed below. The Canadian securities regulatory authorities have adopted National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, or NI 58-101, and NP 58-201 with the objective of providing greater transparency to Canadian capital markets regarding public entity corporate governance practices. The Board of Directors will continue to monitor developments in this area carefully and will respond appropriately to any future changes.

Over the past several years there have been various initiatives by securities regulatory authorities, institutional investors and stock exchanges to enhance the standards of corporate governance within public companies. These initiatives have addressed corporate governance issues generally and, in particular, issues related to accounting controls, disclosure standards, board oversight, appropriate management incentives, board independence and other matters.

Board of Directors

Board Mandate

Our Board of Directors assumes stewardship of, and recognizes that it is ultimately responsible for, ensuring that our affairs are managed properly to protect and enhance shareholder value. Among its duties and responsibilities, the Board of Directors:

- oversees the formulation of our long-term strategic, financial and organizational plans and monitors performance in accordance with those plans;
- assesses the principal risks of our businesses and ensures appropriate systems are in place to manage those risks;
- oversees succession planning, including appointing, training and monitoring senior management;
- oversees the integrity of internal controls and management information systems;
- approves dividends on the Common Shares; and
- oversees our communications policy and reviews and, where necessary, approves (directly or through one of the Board of Directors committees) our material disclosure documents, such as annual and quarterly financial statements, management's discussion and analysis, management information circulars for annual meetings and annual information forms.

In addition, our Board has adopted a written Charter, a copy of which is attached as Appendix "A" to this Circular.

For the year ended December 31, 2014, our Board of Directors discharged its responsibilities directly and through the Audit Committee, the Human Resources and Compensation Committee and the Corporate Governance Committee. In 2014, the Board will discharge its responsibilities directly and through those committees.

Board of Directors Composition and Independence

During 2014, our Board of Directors was composed of seven directors. Six (or approximately 86%) of our directors were considered independent under NI 58-101, namely Messrs. Albino, Blair, Phillips, Spencer, Takhar and Ward.

The remaining director, Michael Suksi, was not independent under NI 58-101 by virtue of his relationship with the Corporation as its President and Chief Executive Officer. Mr. Suksi is not a nominee for election as a director at the Meeting. If elected at the meeting, Mr. Sifton, our current President and Chief Executive Officer, would not be independent under NI 58-101 for the same reason.

Our Board elects from its ranks a chairperson to preside at all meetings of the Board. Thomas R. Spencer, an independent director, was appointed as Chair of the Board in June 2014. Mr. Spencer is currently the Chair of our Board of Directors. Mr. Spencer will not stand for re-election as a director at the Meeting.

Outside Directorships

The following proposed nominees for election as directors of the Corporation also hold other reporting issuer trusteeships or directorships as set out below:

Director	**Reporting Issuer**[(1)]
Rod Phillips	Postmedia Network Canada Corp. Discovery Air Inc.
Michael G. Sifton	Yellow Pages Limited
J.R. Kingsley Ward	Wheels Group Inc.

Note:
(1) The common shares of Postmedia Network Canada Corp., the Class A common shares of Discovery Air Inc., the common shares of Wheels Group Inc. and the common shares of Yellow Pages Limited are listed on the Toronto Stock Exchange, or the TSX.

The Board of Directors has established procedures to enable it to facilitate open and candid discussion among the independent directors and is satisfied that it can exercise independent judgment in carrying out its responsibilities. These include:

- the Chair of the Board of Directors, Thomas R. Spencer, is an independent director and has, as a primary function, the facilitation of the operations and deliberations of the Board and the satisfaction of the Board's responsibilities under its Charter; and

- the Board of Directors meets on a regular basis with the Chief Executive Officer and without other management of the Corporation present, and it also meets from time to time without the Chief Executive Officer. At each meeting of the Board held in 2014, the independent members of the Board met without our management present.

Board Meeting Attendance

During 2014, our directors attended meetings of the Board of Directors and meetings of committees of the Board as set out below:

Director	**Board Meetings Attended**(1)	**Committee Meetings Attended**(2)
William Albino	6	8
Michael Blair(3)	4	4
Ron Fotheringham(4)	2	4
John H. Greenhough(4)	2	4
Rod Phillips(3)	3	4
Thomas R. Spencer	6	6
Derek Ridout(4)	2	2
Michael Suksi	6	_
Harinder S. Takhar(3)	4	4
J.R. Kingsley Ward(3)	4	2

Notes:

(1) In 2014, prior to the Corporation's annual meeting held on June 17, 2014, the Board of Directors held a total of two meetings and after the annual meeting, the Board of Directors held a total of four meetings.

(2) In 2014, each director that was a member of a committee of the Board of Directors attended 100% of the committee meetings that such director was eligible to attend based on the person's committee membership and tenure as a director.

(3) Messrs. Blair, Phillips, Takhar and Ward were each elected as a director at the Corporation's annual meeting held on June 17, 2014.

(4) Messrs. Fotheringham, Greenhough and Ridout did not stand for re-election at the Corporation's annual meeting held on June 17, 2014.

Committees of our Board of Directors

Our Board of Directors discharges its responsibilities directly, on the advice and recommendations of its committees. The Board has established three standing committees and delegates certain of its responsibilities to those committees. In each case, the committee is mandated to report to the Board of Directors and to carry out certain responsibilities. However, all decisions, recommendations and proposals require full board acceptance. The Board of Directors has approved charters that govern the respective committees of the Board.

The three standing committees of our Board of Directors are the Audit Committee, the Human Resources and Compensation Committee and the Corporate Governance Committee. A brief summary of each committee's mandate is set out below.

Audit Committee

The members of the Audit Committee are Michael Blair (Chair), William Albino and Harinder S. Takhar (William Albino was a member of the Audit Committee throughout 2014 and Michael Blair and Harinder S. Takhar were appointed as members of the Audit Committee in June 2014). All of the members of the Audit Committee are independent within the meaning of Multilateral Instrument 52-110 - *Audit Committees*. The Audit Committee is responsible for monitoring our financial reporting, accounting systems, internal controls and liaising with external auditors.

The Audit Committee's responsibilities include:

- reviewing and discussing with our management and our external auditors where appropriate, the annual and interim financial statements and management's discussion and analysis and earnings press releases with respect to our annual and interim financial results

- considering the scope and extent of the annual audit and evaluating the external auditor's performance for the preceding fiscal year, reviewing their fees and making recommendations to the Board of Directors

- reviewing the independence and performance of our external auditors and annually recommending to the Board of Directors the independent external auditors to be proposed for appointment at the next annual meeting of shareholders

- examining the presentation and impact of significant risks and key management estimates and judgements which may have a material impact on our financial reporting

- examining the adequacy of internal accounting and control procedures and systems

During 2014, prior to the Corporation's annual meeting held on June 17, 2014, the Audit Committee met two times and after the annual meeting, the Audit Committee met two times.

For additional information concerning the Audit Committee, see the section entitled "Management of the DATA Group – Committees of the Board of Directors of the DATA Group – Audit Committee" contained in our annual information form dated March 27, 2015.

Corporate Governance Committee

The members of the Corporate Governance Committee are William Albino (Chair), Michael Blair and Rod Philips, (William Albino was a member of the Corporate Governance Committee throughout 2014 and Michael Blair and Rod Philips were appointed as members of the Corporate Governance Committee in June 2014). All of the members of the Corporate Governance Committee are independent within the meaning of NI 58-101. The Corporate Governance Committee is responsible for:

- developing our approach to corporate governance issues and compliance with applicable laws, regulations, rules, policies and orders with respect to such issues

- reviewing our annual report on corporate governance for inclusion in our public disclosure documents

- advising the directors in filling vacancies on the Board of Directors

- periodically reviewing the composition and effectiveness of the Board of Directors and committees of the Board of Directors and the contribution of individual directors

- reviewing director compensation and our director's and officer's liability insurance and indemnification procedures

The process the Corporate Governance Committee undergoes to fill any vacancies on the Board of Directors includes identifying new nominees who have expertise in an area of strategic importance to us, a willingness to serve on the Board of Directors and any of its committees, and the ability to devote sufficient time to Board of Directors service.

In determining director compensation, the Corporate Governance Committee takes into account directors' time commitment, director compensation offered by other corporations of similar size, operations and market capitalization, and the risks and responsibilities that the directors assume in fulfilling their duties on the Board of Directors and any committee of the Board of Directors.

The Corporate Governance Committee is also responsible for adopting and periodically reviewing and updating our written disclosure policy. This policy, among other things:

- articulates our legal obligations and those of our directors, with respect to confidential corporate information

- identifies spokespersons who are the only persons authorized to communicate on our behalf with third parties such as analysts, media and investors

- provides guidelines regarding the disclosure of forward-looking information

- requires advance review by the directors (or, where considered appropriate, the Audit Committee) of any disclosure of financial information, and ensures that selective disclosure of material information is not permitted and that, if it occurs, a news release is issued immediately

- establishes “black-out” periods, immediately prior to and following the disclosure of quarterly and annual financial results and immediately prior to the disclosure of certain material changes during which we, our affiliated entities and our respective directors, officers, employees and consultants may not purchase or sell Common Shares

Each year, the Corporate Governance Committee recommends to the Board of Directors the compensation to be paid to the directors for the year. The Board of Directors, based on this recommendation, then establishes the annual compensation for the directors. In making its recommendation, the Corporate Governance Committee reviews each element of director compensation, including the annual retainer, the committee chair retainer, Meeting fees and equity awards, to determine whether the amounts are reasonable for the services provided by the directors.

During 2014, prior to the Corporation’s annual meeting held on June 17, 2014, the Corporate Governance Committee met two times and after the annual meeting, the Corporate Governance Committee met two times.

Human Resources and Compensation Committee

The members of the Human Resources and Compensation Committee are Harinder S. Takhar (Chair), Rod Philips and J.R. Kingsley Ward (all of whom were appointed as members of the Human Resources and Compensation Committee in June 2014). The Human Resources and Compensation Committee is composed entirely of independent directors within the meaning of NI 58-101. Throughout their careers, each of Mr. Philips, Mr. Takhar and Mr. Ward has held senior leadership roles in complex business organizations through which they gained considerable experience that is relevant to their respective responsibilities as members of the Human Resources and Compensation Committee and, in particular, reviewing the components of our compensation programs. The background of each member of the Human Resources and Compensation Committee is summarized under the heading “Matters to be Acted Upon at the Meeting – Election of Directors”. None of the members of the Human Resources and Compensation Committee is an active chief executive officer of any publicly-traded entity.

The Human Resources and Compensation Committee establishes the compensation levels for our Chief Executive Officer, or CEO, and the Chief Financial Officer, or CFO. This includes setting, in consultation with the CEO and CFO on an annual basis, corporate goals and objectives relevant to the compensation of the CEO and CFO, and reviewing and assessing their performance against those goals and objectives. In addition, the Committee is responsible for administering our equity compensation plans.

The Human Resources and Compensation Committee’s responsibilities also include:

- overseeing succession planning and making recommendations to the Board of Directors regarding the appointment of our officers and executive compensation

- reviewing with the CEO our salary scales and general salary structure, overall compensation strategy, objectives and policies

- reviewing and approving any compensation report required by applicable securities regulatory authorities for disclosure in annual proxy materials

- reviewing a code of ethics for our directors, officers and employees and submitting the same to the Board of Directors for its consideration and approval

- assisting the Board of Directors in fulfilling its responsibilities relating to our retirement pension plans

During 2014, prior to the Corporation's annual meeting held on June 17, 2014, the Human Resources and Compensation Committee met two times and after the annual meeting, the Human Resources and Compensation Committee met two times.

Position Descriptions

The Board of Directors has developed written position descriptions for the Chair of the Board of Directors and for the Chair of each committee of the Board of Directors.

Chair of the Board of Directors

The Chair of our Board of Directors is responsible for the efficient organization and operation of the Board of Directors and its committees in order to facilitate the operations and deliberations of the Board of Directors and the satisfaction of the Board of Directors' responsibilities under its charter; ensuring the effective communication between the Board of Directors and management and that the Board of Directors effectively carries out its mandate; and reviewing the agenda for each Meeting of the Board of Directors and for all meetings of the committees of the Board of Directors.

Chief Executive Officer

Our Board of Directors and the Chief Executive Officer have developed a written position description for the Chief Executive Officer. The objectives of the Chief Executive Officer include the general mandate to manage DATA Group and its businesses, including financial and human resources, and to maximize shareholder value. The Chief Executive Officer's objectives are discussed annually with the Human Resources and Compensation Committee.

Orientation and Continuing Education

We provide new directors with access to the Chief Executive Officer and all other senior management to provide each director with an understanding of DATA Group. The Chair of our Board of Directors reviews with new directors the role of the Board of Directors, its committees and its directors and the expectations of each member, including the rules and regulations with regard to the trading of our securities. Updates on our businesses and activities are provided to directors on a regular basis to ensure that directors have the necessary knowledge concerning the Corporation to meet their obligations as directors. All directors are also encouraged to visit our facilities with a view to enabling them to better understand our businesses.

Ethical Business Conduct

As part of our commitment to effective corporate governance, all directors, officers and employees of DATA Group must act in accordance with our Business Conduct Guidelines. The Guidelines, which have been adopted by our Board of Directors, require every director, officer, and employee of DATA Group to observe high standards of business and personal ethics as they carry out their duties and responsibilities. The Guidelines set forth policies and procedures which comprise the core principles applicable to all, and address ethical conduct, conflicts of interest and compliance with the law. The Guidelines are administered by the Human Resources and Compensation Committee. The Human Resources and Compensation Committee oversees and monitors the Guidelines and reports to the Board of Directors on the implementation and monitoring of the Guidelines and all matters that arise related to their provisions, including any departures or waivers that are granted. Any person may obtain a copy of the Guidelines by written request to the Secretary of the Corporation, 9195 Torbram Road, Brampton, Ontario, Canada, L6S 6H2, telephone (905) 791-3151. Our Board of Directors also ensures that directors exercise independent judgment in consideration of transactions in respect of which a director or executive officer, as applicable, has a material interest by requiring all directors and executive officers to adhere to the declaration of conflict of interest requirements mandated by applicable law.

Board and Committee Assessments

The Chair of our Board of Directors is responsible for the effective operation of the Board of Directors and its committees. These duties include ensuring that issues regarding quality of information and Board of Directors performance have been reviewed at meetings of the Board of Directors and that the Chair has made himself or herself available at all times for discussions with individual members of the Board of Directors regarding Board of Directors performance. In carrying out his or her responsibilities, the Chair also reviews the contributions of individual directors and considers whether the current composition of the Board of Directors promotes effectiveness and efficiency in its decision-making. The Audit Committee, Human Resources and Compensation Committee and Corporate Governance Committee each regularly assesses its effectiveness by requesting and collecting information from respective members of each committee in connection with formal and informal assessments of the Board of Directors. As a result of this process, the Board of Directors believes that the Board of Directors and each of its committees is operating effectively, with highly capable, informed individuals carrying out their responsibilities in a professional manner. The Board of Directors and the Audit Committee, Human Resources and Compensation Committee and Corporate Governance Committee each conduct self-assessments on a bi-annual basis. The Board of Directors completed self-assessments in 2013.

Majority Voting Policy

Our Board of Directors has adopted a majority voting policy in director elections that will apply at any Meeting of our shareholders where an uncontested election of directors is held. Pursuant to this policy, if the number of proxy votes withheld for a particular director nominee is greater than the votes for such director, the director nominee will be required to submit his or her resignation to the Chair of the Board of Directors promptly following the applicable shareholders' meeting. Following receipt of the resignation, the Corporate Governance Committee will consider the offer of resignation and, except in special circumstances, will recommend that the Board accept the resignation. Within 90 days following the applicable shareholders' meeting, the Board will publicly disclose its decision whether to accept the applicable director's resignation, including the reasons for rejecting the resignation, if applicable. A director who tenders his or her resignation pursuant to this policy will not be permitted to participate in any meeting of the Board of Directors or of the Corporate Governance Committee at which the resignation is considered. A copy of the majority voting policy may be found on our website at www.datagroup.ca.

Tenure Policies

Our Board of Directors has adopted tenure policies that are intended to achieve ongoing Board renewal in a manner that balances the benefits of experience with the need for new perspectives and expertise. Directors will not be re-nominated for election at an annual meeting of our shareholders after reaching 10 years of service on the Board. In exceptional circumstances, the Board may recommend any director for re-election for additional terms beyond these tenure limits in order to further the best interests of the Corporation. In 2014, the Board underwent significant renewal, with the retirement of three long-standing directors and the election of Mr. Blair, Mr. Phillips, Mr. Takhar and Mr. Ward as new independent directors.

A director of the Corporation is expected to submit their resignation to the Chair of the Board for consideration by the Board upon a recommendation of the Corporate Governance Committee in the following circumstances:

- the credentials underlying the director's appointment have changed;
- the director fails to receive a majority of votes for election at a shareholders' meeting; or
- the director is no longer qualified under the *Business Corporations Act* (Ontario) or applicable laws to serve as a director of the Corporation.

Board and Senior Management Diversity

Diversity is an important factor considered by the Corporate Governance Committee in assessing candidates and nominees for the Board of Directors. The Board is currently in the process of establishing a Board and senior management diversity policy to facilitate effective governance through the promotion of diverse perspectives and backgrounds. That policy is expected to set, as an objective, the identification and nomination or promotion of women directors and executive officers, and related goals as to percentage of the independent directors and executive officers of the Corporation that each gender comprises. Currently, none of the Board members are women.

We consider different aspects of diversity, including gender, when making executive officer appointments. The representation of women in those roles is an important element of our desire to build a diverse leadership team. As of April 30, 2015, 15% (or two of thirteen) of our senior executives were women.

COMPENSATION DISCUSSION AND ANALYSIS

The following section of this Circular and the section below entitled "Executive Compensation" discuss our executive compensation policies and practices, including information regarding all significant elements of compensation awarded to, earned by, paid to, or payable to each of our executive officers named in the Summary Compensation Table below (our former Chief Executive Officer, or CEO, Michael Suksi; our Chief Financial Officer, or CFO, Paul O'Shea; and our three other most highly compensated executive officers in 2014). We refer to these individuals in this Circular as the Named Executive Officers. On April 16, 2015, we announced that Mr. Suksi had stepped down as President and CEO of the Corporation and that Michael G. Sifton had been appointed to those positions. For a summary of Mr. Sifton's compensation arrangements, see "Executive Compensation – Summary of Mr. Sifton's Executive Compensation".

Compensation Philosophy and Objectives

Our executive officer compensation program is designed to:

- provide motivation and incentives to our executives with a view to enhancing shareholder value and successfully implementing our business plans;
- attract and retain key employees;
- recognize the scope and level of responsibility of each position;
- provide a competitive level of total compensation to all of our executives; and
- reward superior performance and achievement.

We evaluate both performance and compensation to ensure that our compensation philosophy and objectives are met. We periodically review our executive officer compensation philosophy and program to ensure that they are consistent with our goal of attracting, retaining and motivating executive officers to enhance shareholder value. In 2014, those responsibilities were discharged by the Human Resources and Compensation Committee.

In 2013, we introduced important changes to our compensation practices, which we believe further aligns our approach to executive compensation with the interests of our shareholders by rewarding our executive officers when DATA Group succeeds as a whole. These changes, which were phased in over 2013 and 2014, are summarized below:

- a greater portion of our executive officers' annual compensation is now tied to the overall financial performance of our business, rather than divisional results or personal objectives. As a result, annual cash bonuses are awarded to our executive officers primarily on the basis of the consolidated financial results of the Corporation for the relevant year. Executive officers are also awarded annual cash bonuses based on the officer's achievement of established personal performance objectives. Prior to 2013, our executive officers (other than our CEO and CFO) had the opportunity to earn annual cash bonuses based on the annual financial performance of the division in which the individual was employed (which we referred to as our “variable compensation program”).

- payment of performance-based annual cash bonuses to all of our executive officers is now contingent upon the Corporation achieving a threshold amount of “Adjusted EBITDA” (being earnings before interest, taxes, depreciation and amortization, as adjusted for extraordinary or unusual items, including restructuring costs and goodwill impairment) rather than the executive officer earning variable compensation upon the first dollar of operating profit of the relevant division (as was previously the case for our executive officers other than the CEO and CFO). In addition, failure to achieve the target Adjusted EBITDA in the relevant year will result in a greater decline in the executive officer’s cash bonus for that year, while exceeding the target will generate a greater increase in the amount of the bonus. Accordingly, the incidence and amount of annual cash bonuses paid to our executive officers varies more significantly than in the past as a greater portion of the officer’s annual cash bonus (and therefore his or her total annual compensation) is at risk.

Executive Compensation Process and Components

Process

In establishing the compensation of our CEO and CFO, the Human Resources and Compensation Committee takes the following approach:

- identify on a frequent basis the competitive market values of total compensation and the separate components of pay (including base salary, annual cash incentive awards and long-term compensation awards) for the CEO and CFO using benchmarking data;

- consider the strategic value of the role of the CEO and CFO to our company and retention risk to determine the target positioning of the respective roles of the CEO and CFO relative to competitive market value; and

- perform an evaluation of the performance of the CEO and CFO.

In evaluating the performance of the CEO and CFO, the Human Resources and Compensation Committee takes into account the following factors:

- performance relative to job responsibilities, which, in the case of the CEO, include contributions to strategic planning and execution, financial acumen in running the business, board relations, management development, and management of operations;

- key financial and non-financial achievements based on our annual financial results and the executive officer’s personal performance objectives; and

- self-evaluations of the performance of the CEO and CFO with respect to achieving non-financial objectives, contributions to the leadership team and overall leadership.

Decisions regarding the compensation of our other executive officers are made by the CEO, who annually reviews the performance of each member of our executive team during the year against our annual financial results as well as achievements of personal performance objectives detailing accomplishments, areas of strength and areas of development. The CEO bases his evaluation on his knowledge of each executive officer’s individual performance and achievements relative to their job responsibilities. The weight ascribed to any one of the components of executive compensation varies from individual to individual. The CEO determines the total compensation for each of the executive officers and those decisions are then implemented. The Human Resources and Compensation Committee reviews and approves the CEO’s determination as to the total compensation for each of the executive officers.

In determining the compensation of the CEO and CFO, the Board of Directors may exercise its discretion to award compensation absent attainment of the relevant performance goal or similar condition or to reduce or increase the size of any award or payout. The CEO may exercise similar discretion in determining the compensation of the other executive officers.

In 2013, the Human Resources and Compensation Committee requested that Mercer (Canada) Limited, or Mercer, the Human Resources and Compensation Committee's independent compensation consultant originally retained in 2011, conduct a benchmarking study to compare each element of total compensation for eleven executive and senior officers of the Corporation, including the CEO and CFO, against peer group survey data. The Committee considered the peer group executive and senior officers' compensation information provided and evaluated compensation strategies and structures. The Human Resources and Compensation Committee used the information in establishing salary, short-term incentive compensation, total target cash compensation (base salary and short-term incentive compensation), long-term incentive compensation, total direct compensation and pension plan design for the CEO and CFO. The CEO took that information into account in establishing those amounts for the balance of the executive and senior officers. For 2013, the primary peer group consisted of Mitel Networks Corp., Sierra Wireless Inc., Horizon North Logistics Inc., Ritchie Bros Auctioneers Inc., Morneau Shepell Inc., Boyd Group Inc., Ibi Group Inc., Fortress Paper Ltd., Evertz Technologies Ltd., Exfo Electro Optical Engr., Black Diamond Group Ltd., Calian Technology Ltd., Com Dev International Ltd. and Miranda Technologies Inc. For the primary peer group used, the Human Resources and Compensation Committee's intent was to select a broad group of Canadian companies that had annual revenues between $175 million and $700 million and operated in the same customer markets (similar sector or industry), labour markets (those markets in which the Corporation competes for executive talent) and capital markets (those markets in which the Corporation competes for equity and other capital). In addition, the primary peer group included several larger and smaller companies in order to align the median size of the peer group more closely to the Corporation's size as top executive pay is often somewhat correlated to company size. The primary group was used for market positioning and plan design comparison. Due to limited direct competitors in Canada, a secondary peer group consisting of larger U.S. and Canadian companies in a comparable industry was selected for plan design comparison only. The secondary peer group consisted of Xerox Corp., Donnelley (R R) & Sons Co., Quad/Graphics Inc., Adobe Systems Inc., Cenevo Inc., Deluxe Corp., Consolidated Graphics, Standard Register Co., Innerworkings Inc., Ennis, Multi Color Corp., Courier Corp., Champion Industries and Tufco Technologies Inc. The benchmarking data compiled in 2013 was used as a basis for finalizing our 2014 compensation decisions with respect to the eleven executive and senior officers, including the CEO and CFO.

At its March 2014 Meeting, the Human Resources and Compensation Committee evaluated our expected performance for 2014. At that time, the Human Resources and Compensation Committee also reviewed the amounts expected to be earned by the executives under the annual cash incentive plan for Mr. Suksi and Mr. O'Shea. The Human Resources and Compensation Committee then met again in March 2015 to review the financial results for 2014 and determine the extent to which the performance criteria for the 2014 annual CEO and CFO incentive plan were met.

Role of the Compensation Consultant

The Human Resources and Compensation Committee may engage compensation consultants or other advisors to provide information and advice to the Human Resources and Compensation Committee. We pay for the costs of those engagements.

Decisions made by the Human Resources and Compensation Committee are the responsibility of the Human Resources and Compensation Committee and may reflect factors and considerations other than the information and recommendations provided by Mercer.

Executive Compensation-Related Fees

In 2013, we engaged Mercer to make recommendations with respect to executive compensation for executive officers and paid related fees of $58,079 to Mercer. Mercer was not engaged in 2014. Mercer also provides consulting, actuarial, and defined benefit pension administration services to us in respect of our employee benefits plans. The Human Resources and Compensation Committee must pre-approve other services that Mercer or any of its affiliates provides to our company at the request of management, other than pension administration services provided in the ordinary course of our business.

All Other Fees

We paid $348,639 and $362,682 to Mercer and its affiliates for consulting, actuarial, and defined benefit pension administration services in respect of our employee benefits plans in 2013 and 2014, respectively.

Components of Executive Compensation

During the year ended December 31, 2014, the components of compensation for our executive officers were:

- base salary;
- performance based annual cash bonuses;
- performance based grants under our long-term incentive plan;
- pension plans; and
- personal benefits and perquisites such as car allowances and healthcare insurance.

The mix of these components in any given year is primarily influenced by the individual performance of the executive officer, the financial performance of DATA Group and competitive market levels of compensation.

Base Salary

We provide our executive officers with base salary to compensate them for services rendered during the fiscal year and to aid in attracting and retaining quality employees. The base salary for each of our executive officers is reviewed annually or upon a promotion or other change in job responsibility, based on the individual's level of responsibility, the importance of the position to us and the individual's contribution to our performance.

Performance-Based Incentive Compensation

The objective of including performance-based incentive compensation as part of the total compensation paid to our executive officers is to encourage and reward those individuals' contributions in producing strong financial and operational results and to focus our senior management to work as a team on our overall corporate results and strategic initiatives.

Our executive officers each have the opportunity to earn annual performance-based cash bonuses which are awarded primarily on the basis of our annual financial results as well as achievement of personal performance objectives.

Under the terms of their employment agreements, in 2014 Mr. Suksi and Mr. O'Shea were eligible to receive an annual performance bonus in an amount of up to 75% and 50%, respectively, of their base salary upon the achievement of corporate and individual objectives established by the Human Resources and Compensation Committee. In 2014, Mr. Roberts, Mr. Barron and Mr. Wittal were eligible to receive an annual performance bonus in an amount of up to 57%, 53% and 57%, respectively, of their base salary upon the achievement of corporate and individual objectives established by the CEO.

In 2014, between 50% and 70% (depending on the individual) of the total potential annual performance bonus that our executive officers could earn was determined by the amount of "Adjusted EBITDA" generated by our company on a consolidated basis in 2013 in excess of an incentive Adjusted EBITDA threshold for each of the executive officers, with the amount of the bonus payable to the executive officer increasing or decreasing by a two-to-one ratio to the amount by which Adjusted EBITDA exceeded or fell short of those targets above or below the threshold up to the maximum amount payable to the applicable executive officer, or down to zero. In 2014, the Adjusted EBITDA threshold and related targets for the CEO and CFO were established by the Human Resources and Compensation Committee and the CEO established those thresholds and targets for the balance of our executive officers, in each case at levels determined by reference to our confidential annual operating budget for 2014 approved by the Board of Directors. We believe that disclosure of the threshold and those targets would seriously prejudice DATA Group because those figures are based upon our confidential business plan, which contains competitively sensitive information concerning our company. Accordingly, we have relied upon an exemption available to us under applicable securities laws in our decision to maintain the confidentiality of the threshold and those targets. We believe that the 2014 Adjusted EBITDA threshold and targets were a practical and realistic estimate of our financial performance for the upcoming year based upon the data, projections and analyses that we used to develop our annual operating budget but that achievement of the distributable cash targets was nevertheless difficult. In 2014, neither Mr. Suksi nor Mr. O'Shea received a cash bonus, while Mr. Roberts, Mr. Baron and Mr. Wittal were awarded cash bonuses of $32,785, $28,668 and $33,648, respectively, under this portion of the bonus program.

For a discussion of our Adjusted EBITDA in 2014 and a reconciliation of Adjusted EBITDA to net income, refer to our management discussion and analysis for the year ended December 31, 2014.

In 2014, the remaining 30% to 50% of the potential performance bonus awarded to the CEO and CFO, respectively, was based upon achievement of certain personal performance objectives which are determined on an annual basis by those individuals and the Human Resources and Compensation Committee. The remaining portion of the potential performance bonus awarded to our other executive officers was based upon achievement of certain personal performance objectives which are determined on an annual basis by those individuals and the CEO.

In 2014, the CEO's personal performance objectives consisted of achieving revenue at levels established with reference to our confidential annual operating budget for 2014; implementing cost savings plan for 2014 and 2015 as per the revised strategic plan; upgrading the sales force to become a key point of competitive advantage in the marketplace, including hiring new members; implementing an improved and more formalized quality control program, with clearly defined standards, reporting and management techniques; and achieving revenue growth from selected key growth areas at levels established with reference to our confidential annual operating budget for 2014.

In 2014, the CFO's personal performance targets consisted of managing working capital and cash-flow to reduce debt at levels established with reference to our confidential annual operating budget for 2014; finalizing our strategy with regards to the multi-employer pension plan in Quebec and its impact on our cost savings initiatives; negotiating an extension of our credit agreement; and engaging Deloitte for a cost savings program for finance and information technology for 2014 and 2015, and successfully begin implementation of the recommendations in 2014.

In 2014, Mr. Suksi and Mr. O'Shea earned 100% each of the cash bonus available to them under this portion of the bonus program.

In 2014 (i) Mr. Roberts' personal performance objectives consisted of achieving budgeted gross margins for all DATA Group divisions; achieving cost savings in accordance with the cost savings plan in alignment with our strategic plan to drive new revenue; and increasing quality improvement and measurement nationally; (ii) Mr. Barron's personal performance objectives consisted of achieving budgeted revenue targets for his DATA Group division; achieving aggregate budgeted targets for new business; and achieving budgeted expense amounts for sales and marketing in his division; and (iii) Mr. Wittal's personal performance objectives consisted of achieving budgeted revenue targets for his DATA Group division; achieving budgeted targets for new business; and achieving budgeted expense amounts for sales and marketing in his division. Mr. Roberts, Mr. Baron and Mr. Wittal earned 98%, 91% and 79%, respectively, of the target bonus available to them under this portion of the bonus program in 2014 on the basis of the achievement of their personal performance targets.

In 2014, Messrs. Suksi, O'Shea, Roberts and Wittal received a portion of their performance-based incentive compensation in the form of restricted share units of the Corporation, or RSUs, which vest as to one-third upon grant and the balance on the first and second anniversaries of the grant of the RSUs.

Long-Term Incentive Compensation

We maintain for our directors, officers and other employees a long-term incentive plan, or LTIP, that was adopted in connection with the completion of the Arrangement, as well as a long-term incentive plan, or Legacy LTIP, that was established previously by the Fund. There were no awards granted under the LTIP in 2014.

LTIP

The following information is intended as a summary of the LTIP.

Purpose

The purpose of the LTIP is to provide eligible participants with compensation opportunities that will encourage ownership of Common Shares, enhance our ability to attract, retain and motivate key personnel, reward key senior management for strong financial performance and align executive officers' incentives with the interests of shareholders.

Eligibility

The composition of eligible participants in the LTIP from time to time is determined by the Human Resources and Compensation Committee, taking into account the recommendations of the CEO and is limited to directors, officers (including officers of our affiliates), employees (including employees of our affiliates), and consultants of our affiliates, as well as consultant companies providing management or administrative services to DATA Group and employees of such consultant companies.

Administration

The LTIP is administered by our Board of Directors or the Human Resources and Compensation Committee.

Awards

Awards granted under the LTIP may consist of stock options, stock appreciation rights (SARs), restricted Common Shares (Restricted Shares), restricted share units (RSUs), and deferred share units (DSUs). Each award will be subject to the terms and conditions set forth in the LTIP and to those other terms and conditions specified by the Human Resources and Compensation Committee. Previous awards will be taken into account when considering new awards.

Shares Subject to the LTIP

Subject to adjustment in certain circumstances as discussed below, the LTIP will authorize the issuance of up to 10% of the issued and outstanding Common Shares from time to time pursuant to the terms of the plan. The maximum number of Common Shares that: (i) are issuable to insiders; and (ii) may be issued to insiders within a one-year period pursuant to awards under the LTIP and any other share-based compensation arrangement we adopt is 10% of the Common Shares outstanding from time to time. For these purposes, the term "insider" has the same meaning as "reporting insider" in National Instrument 55-104 – *Insider Reporting Requirements and Exemptions*. The number of shares subject to each award, the exercise price, the expiry time, the extent to which such award is exercisable and other terms and conditions relating to such awards will be determined by the Board of Directors or the Human Resources and Compensation Committee. No participant will be granted awards in any single calendar year with respect to more than 5% of the issued and outstanding Common Shares. If, and to the extent, awards granted under the plan terminate, expire, cancel, or are forfeited without being exercised and/or delivered, Common Shares subject to such awards will again be available for grant under the LTIP. Additionally, to the extent any Common Shares subject to an award are tendered and/or withheld in settlement of any exercise price and/or any tax withholding obligation associated with that award, those Common Shares will again be available for grant under the LTIP.

In the event of any recapitalization, reorganization, amalgamation, stock split or combination, stock dividend or other similar event or transaction, substitutions or adjustments will be made by the Board of Directors or the Human Resources and Compensation Committee to: (i) the aggregate number, class and/or issuer of the securities reserved for issuance under the LTIP; (ii) the number, class and/or issuer of securities subject to outstanding awards; and (iii) the exercise price of outstanding options or SARs, in each case in a manner that reflects equitably the effects of such event or transaction.

Awards under the LTIP will be non-assignable and non-transferable although they are assignable to and may be exercisable by a participant's legal heirs or personal representatives in certain cases.

Amendments

Shareholder approval will be required for amendments to the LTIP to: (i) reduce the exercise price or purchase price of awards under the LTIP benefiting an insider of the Corporation; (ii) extend the term under an award benefiting an insider of the Corporation (iii) remove or exceed the insider participation limit; (iv) increase the maximum number of securities issuable, either as a fixed number or a fixed percentage of our outstanding capital represented by such securities; and (v) amend an amending provision within the LTIP.

The Board of Directors or the Human Resources and Compensation Committee may, without shareholder approval, amend the LTIP with respect to (i) amendments of a "housekeeping nature"; (ii) changes to the vesting provisions of the LTIP or any award; (iii) changes to the provisions of the LTIP relating to the expiration of awards prior to their respective expiration dates upon the occurrence of certain specified events; (iv) changes in the exercise price of an award granted to a participant who is not an insider; (v) the cancellation of an award; or (vi) any other amendment to the LTIP or an award which is approved by any applicable stock exchange on a basis which does not require shareholder approval to be obtained.

Termination of Service

Unless provided otherwise in the award agreement, the right to exercise any option or SAR will terminate 90 days following termination of the participant's relationship with us or any of our affiliates, as applicable, for reasons other than death, disability or termination for cause (as defined in the LTIP). If the participant's service with us or any of our affiliates terminates due to death or disability, unless provided otherwise in the award agreement or individual employment agreement, the right to exercise an option or SAR will terminate on the earlier of one year following such termination and the award's original expiration date. If the participant's relationship with us is terminated for cause, any option or SAR not already exercised will be automatically forfeited as of the date of such termination and any unvested RSUs will immediately expire on the date of such termination.

Unless provided otherwise in the award agreement, if a participant's service with us or any of our affiliates terminates for any reason other than the death or disability of the participant during the period that restrictions on Restricted Shares granted to the participant remain unfulfilled or uncompleted, those Restricted Shares in respect of which restrictions remain uncompleted or unfulfilled will be forfeited to us. In the event of the death or disability of a participant, we will cause the trustee to distribute to the participant or their legal representative any Restricted Shares held by the participant subject to any restrictions specified by the Board of Directors or the Human Resources and Compensation Committee.

Change of Control

In the event of a change of control of the Corporation, the Board of Directors or the Human Resources and Compensation Committee will have discretion to, among other things, accelerate the vesting of outstanding awards, settle outstanding awards in cash or exchange outstanding awards for similar awards of a successor company. A change of control will be deemed to have taken place upon the occurrence of any of the following, in one transaction or a series of related transactions:

- the acquisition by any person or persons acting jointly or in concert, whether directly or indirectly, of beneficial ownership of voting securities of the Corporation that, together with all other voting securities of the Corporation held by such persons, constitute in the aggregate more than 50% of all of the then outstanding voting securities of the Corporation;
- an amalgamation, arrangement, consolidation, share exchange, take-over bid or other form of business combination of the Corporation with another person that results in the holders of voting securities of that other person holding, in the aggregate, more than 50% of all outstanding voting securities of the person resulting from the business combination;
- the sale, lease, exchange or other disposition of all or substantially all of the property of the Corporation or any of its affiliates to another person, other than in the ordinary course of business of the Corporation or of an affiliate of the Corporation or to the Corporation or any one or more of its affiliates;
- the adoption of a resolution to wind-up, dissolve or liquidate the Corporation;

- as a result of, or in connection with, a contested election of directors of the Corporation, or an amalgamation, arrangement, reorganization, consolidation, share exchange, take-over bid or other form of business combination involving the Corporation or any of its affiliates and another person, the nominees named in the most recent management information circular of the Corporation for election to our Board of Directors do not constitute a majority of the board; or
- any other transaction that is deemed to be a “Change in Control” for the purposes of the LTIP by our Board of Directors in its sole and absolute discretion.

Stock Options

The exercise price of any stock option granted under the LTIP will be the market price of the Common Shares, being the closing price of the Common Shares on the TSX on the date immediately before the date on which the option is granted or such other minimum price as is permitted by the TSX in accordance with its policies from time to time. Our Board of Directors or the Human Resources and Compensation Committee will be entitled to determine the option term for each option; provided, however, that the exercise period of any option may not exceed 10 years from the date of grant. It is currently anticipated that stock options granted under the LTIP will expire five years after the date of grant. Vesting for each option will also be determined by our Board of Directors or the Human Resources and Compensation Committee.

SARs

Our Board of Directors or the Human Resources and Compensation Committee will be authorized to grant SARs pursuant to the terms of the LTIP. Upon exercise of a SAR, the participant will be entitled to receive an amount equal to the difference between the closing price of the Common Shares underlying the SAR on the TSX on the date immediately before the date of grant and the closing price of the Common Shares underlying the SAR on the TSX on the date immediately before the date of exercise. Such amount is payable in cash or Common Shares as determined by the Board of Directors or the Human Resources and Compensation Committee.

Restricted Shares

Our Board of Directors or the Human Resources and Compensation Committee will be authorized to grant Restricted Shares pursuant to the terms of the LTIP. Restricted Shares may consist of either treasury Common Shares or outstanding Common Shares purchased for purposes of the LTIP. Restricted Shares will be granted subject to restrictions which will be determined by, and may be varied by, our Board of Directors or the Human Resources and Compensation Committee. Restricted Shares will generally vest over a five year period. All Restricted Shares will be held for the benefit of participants in the name of a trustee appointed for purposes of the LTIP or, in the case of non-treasury Restricted Shares, by a custodian with whom shares are deposited by the trustee. Participants will have no custody or control of the Restricted Shares granted to them while they are held by the trustee or the custodian. Restricted Shares will only be released to the participant after the shares become free of all restrictions.

RSUs

Our Board of Directors or the Human Resources and Compensation Committee will be authorized to issue RSUs subject to such terms and conditions, not inconsistent with the terms of the LTIP, as our Board of Directors may impose in its sole and absolute discretion. An RSU is a contractual promise to issue shares and/or cash in an amount equal to the fair market value (determined at the time of distribution) of the Common Shares subject to the award, at a specified future date, subject to the fulfillment of vesting conditions specified by our Board of Directors or the Human Resources and Compensation Committee. Prior to settlement, an RSU will carry no voting or dividend rights or other rights associated with share ownership. An RSU award may be settled in Common Shares, cash or in any combination of both. However, a determination to settle an RSU in whole or in part in cash may be made by our Board of Directors or the Human Resources and Compensation Committee, in its sole discretion.

DSUs

Our Board of Directors or the Human Resources and Compensation Committee will be authorized to issue DSUs, subject to such vesting and other terms and conditions, not inconsistent with the terms of the LTIP, as our Board of Directors may propose in its sole and absolute discretion. A DSU is a right to receive, on a deferred payment basis, a Common Share or the cash equivalent of a Common Share on the terms contained in the LTIP. The amount will not be paid out until such time as the recipient leaves us, thereby providing an ongoing equity stake throughout the recipient's period of service. A DSU award may be settled in Common Shares, cash, or in any combination of both. However, a determination to settle a DSU in whole or in part in cash may be made by our Board of Directors or the Human Resources and Compensation Committee, in its sole discretion.

Pension Plans

Our executive officers participate in the same defined contribution pension plan as our other employees. Mr. O'Shea also participates in the defined benefit provision of one of our pension plans. However, effective January 1, 2008, no further service credits will accrue under that provision of the plan, although pensionable earnings on and after January 1, 2008 will be factored into the determination of a participant's final average earnings.

The objective of including pension plans as part of our executive compensation program is to provide retirement benefits and additional retirement income security for officers who remain with us for an extended period of time.

Personal Benefits and Perquisites

We provide our employees, including the Named Executive Officers, with other personal benefits and perquisites that we believe are reasonable and consistent with our overall compensation program to better enable us to attract and retain quality employees for key positions. We periodically review the levels of other personal benefits and perquisites provided to the Named Executive Officers to ensure competitiveness and value to employees. The Named Executive Officers are given a car allowance and are entitled to reimbursement of a portion of certain related operating expenses, and participate in the pension plans described above.

Our executive officers participate in healthcare and other benefit programs on the same terms as our other employees.

Claw-Backs

We have not implemented any claw-back policy that would adjust or attempt to recover incentive compensation payable or paid to any executive officers if the performance objectives upon which the compensation was based were to be restated or otherwise adjusted in a manner that would have the effect of reducing the amount payable or paid.

Summary of Mr. Sifton's Executive Compensation
(President and Chief Executive Officer)

On April 16, 2015, we announced the appointment of Michael G. Sifton as the President and Chief Executive Officer of the Corporation. Mr. Sifton's appointment and related employment arrangements followed an extensive succession planning process conducted by the Board with the assistance of Odgers Berndston, an executive search firm, and Mercer, a compensation consultant. Odgers Berndston was retained in December, 2014 with a mandate to identify qualified candidates for the position of CEO of the Corporation and Mercer was retained in March 2015 to provide the Board with advice as to the compensation to be paid to the successful candidate.

In connection with his appointment, we entered into an employment agreement with Mr. Sifton. Mr. Sifton's .compensation seeks to combine a mix of salary which the Board believes is competitive from a market standpoint, and variable short-term and long-term incentive compensation tied to the Corporation's performance. See also "Termination and Change of Control Benefits – Mr. Sifton".

Highlights of Mr. Sifton's Compensation Arrangements

- Annual base salary of $425,000

- Eligible to receive an annual cash performance bonus

- Eligible to receive non-performance based and performance based grants under the LTIP

Variable Compensation

Short Term Performance based Incentive Compensation

For each year of his employment, Mr. Sifton will be eligible to earn a cash bonus of up to 122.5% of his base salary. The amount of the bonus will be determined by the Board or the Human Resources and Compensation Committee of the Board, or the Committee, based upon Mr. Sifton's relative success in achieving performance metrics established by the Board or the Committee

Long-Term Incentive Compensation

For each year of his employment, Mr. Sifton will be eligible to receive the following LTIP awards:

- a non-performance based RSU award equal to 12.5% of his annual base salary (pro-rated for any partial calendar year). The value of the award will be translated into RSUs based upon the Fair Market Value (as defined in the LTIP) of a Common Share on the grant date. These RSUs will vest on the third anniversary of the date on which they were granted ,subject to accelerated vesting in the event of a change of control (as defined in the LTIP); and

- a performance based RSU award of up to 56.25% of his annual base salary (pro-rated for any partial calendar year) The value of the award will be translated into RSUs based on the Fair Market Value of a Common Share on the grant date and a target performance metric. The amount of the RSU award will be determined by the Board or the Committee based upon the relative success of Mr. Sifton in achieving, over a three year period, average annual performance metrics established by the Board or the Committee. Those metrics will be tied to the annual earnings per share (weighted as to 75%) and return on capital employed, or ROCE, (weighted as to 25%) achieved by DATA Group for the relevant period. These RSUs will only vest to the extent that those performance metrics are met or exceeded , subject to accelerated vesting in the event of a change of control. Mr. Sifton's final cash performance bonus and

Options

In addition, we have awarded to Mr. Sifton a one-time grant of options to acquire up to 1,174,500 common shares at a price of $0.75 per share. These options will vest over a three year period commencing in 2016 only upon the achievement, over and above a specified threshold, of annual performance metrics established by the Board or the Committee. Those performance metrics are tied to the earnings per share and ROCE of DATA Group for each year of that three year period.

Share Ownership

By the fifth anniversary of the date on which he commences employment with the Corporation Mr. Sifton is required to acquire and beneficially own a number of Common Shares have an aggregate fair market value equal to three times his annual base salary, measured at the end of each calendar year.

Assessment of Risks Associated with Our Compensation Policies and Practices

We have assessed our compensation plans and programs for all our employees, including our executives, to ensure alignment of the various plans and programs with our business plan and to evaluate the potential risks associated with those plans and programs. We have concluded that, although we maintain performance-based incentive plans, our compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on us.

The Human Resources and Compensation Committee considers the risks associated with executive compensation and corporate incentive plans when designing such plans and the elements described below with respect to such plans and programs have generally been implemented by or at the direction of the Human Resources and Compensation Committee.

In undertaking the assessment, the assessment team and the Human Resources and Compensation Committee considered the following features of our executive compensation plans and programs:

- a detailed planning process with executive or Human Resources and Compensation Committee oversight exists for all compensation programs

- the proportion of an employee's performance-based pay increases as the responsibility and potential impact of the employee's position increases

- all short-term incentive plans and commission plans are cash-based plans, which results in less total compensation being tied solely to the performance of the Common Shares

- we set performance goals that we believe are reasonable in light of past performance and market conditions

- we use a consistent corporate performance metric, Adjusted EBITDA from year to year, rather than changing the metric to take advantage of changing market conditions

- we use time-based vesting after three years for our long-term equity awards to ensure our employees' interests are aligned with those of our shareholders for our long-term performance

- assuming achievement of at least a threshold level of performance, payouts under our performance-based plans result in some compensation at levels below full target achievement, rather than an "all-or-nothing" approach

- through their participation in the LTIP, all members of our senior management have a component of their leadership incentive plans tied to our overall performance to ensure cross-functional alignment with our business plan

None of our executive officers or directors is permitted to purchase financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of our equity securities granted as compensation or held, directly or indirectly, by the executive officer or director.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth information concerning the compensation earned by the Named Executive Officers in 2014. Compensation is presented for the fiscal year ended December 31, 2014 to the extent that the Named Executive Officer was an employee during that period.

Name and principal position	Year	Salary	Share-based awards[3]	Option-based awards	Non-equity incentive plan compensation		Pension value[4]	All other compensation	Total Compensation
		($)	($)	($)	($)		($)	($)	($)
					Annual incentive plans	Long-term incentive plans[3]			
Michael Suksi, Chief Executive Officer	2014	420,240	32,609	-	94,554[1]	-	6,233	-	553,636
	2013	420,240	-	-	-	-	6,068	-	426,308
	2012	411,769	-	-	170,150[1]	-	5,955	-	587,874
Paul O'Shea Chief Financial Officer	2014	290,700	15,790	-	43,605[1]	-	7,699	-	357,794
	2013	290,700	-	-	-	-	7,495	-	298,195
	2012	285,000	-	-	83,875[1]	-	7,356	-	376,231
Alan Roberts Senior Vice-President, Operations	2014	246,432	7,139	-	103,531[2]	-	4,259	-	361,361
	2013	204,884	-	-	35,972[2]	-	3,423	-	244,279
	2012	165,385	-	-	45,532[2]	-	-	-	210,917
Rick Barron Vice-President, Sales, Western Canada	2014	200,000	-	-	87,040[2]	-	6,232	-	293,272
	2013	199,896	-	-	90,684[2]	-	6,068	-	296,648
	2012	195,500	-	-	77,431[2]	-	5,955	-	278,886
Steve Wittal Vice-President, Sales, Eastern Canada	2014	219,542	8,535	-	109,608[2]	-	6,232	-	343,917
	2013	202,931	-	-	65,215[2]	-	6,068	-	274,214
	2012	199,923	-	-	86,462[2]	-	5,955	-	292,340

Notes:

(1) Represents annual cash bonuses earned during the year. These amounts are paid in the subsequent year.

(2) Represents annual cash variable compensation earned during the year. These amounts are paid on a quarterly basis during the year in which they are earned, except for the fourth quarter which is paid in the subsequent year subject to any required reconciliation in respect of the first three quarters of the applicable year.

(3) Represents the fair market value of RSU awards granted to the Named Executive Officer.

(4) Represents the sum of the compensatory amounts related to the Corporation's defined benefit and defined contribution pension plans.

Pension Plans

We maintain a defined benefit and defined contribution pension plan, or the DGL Plan, for certain of our employees. We also contribute to the Graphics Communications Supplemental Retirement and Disability Fund of Canada pension plan for certain employees at our Drummondville and Granby plants in Québec. Effective January 1, 2008, the DGL Plan was amended such that no further service credits will accrue under the defined benefit provision of the DGL Plan, after December 31, 2007, although pensionable earnings on and after January 1, 2008 will be factored into the determination of a participant's final average earnings. We used to maintain a defined benefit and defined contribution pension plan for certain of our employees of Relizon Canada Inc., a predecessor of the Corporation. Substantially all of the outstanding pension obligations under that plan were settled in 2010 through the purchase of annuity contracts or lump-sum payments pursuant to participant elections and the wind up of the plan was completed during the year ended December 31, 2012. For more information regarding our pension plans, please refer to our management's discussion and analysis for the year ended December 31, 2014.

Defined Benefit Plans

The following table sets forth information regarding the present value of accumulated benefits for each of the Named Executive Officers who participated under the defined benefit provision of the DGL Plan, as of December 31, 2014.

Name	Number of years credited service	Annual benefits payable		Accrued obligation at start of year	Compensatory change	Non-compensatory change[1]	Closing present value of defined benefit obligation
	(#)	($)	($)	($)	($)	($)	($)
		At year end[2]	At age 65[3]				
Paul O'Shea	22	38,893	38,893	444,055	Nil	95,411	539,466
Steve Wittal	9	N/A	16,074	108,494	Nil	28,188	136,682

Notes:
(1) Assumptions regarding valuation of the plans are described in our consolidated financial statements for the year ended December 31, 2014.
(2) Annual pension under the plan payable if the participant retires at year end.
(3) Annual pension under the plan payable if the participant retires at age 65.

The above Named Executive Officers participate in the defined benefit provision of the DGL Plan, together with certain other employees of the Corporation.

Annual pensions under the defined benefit provision of the DGL Plan are based on 1% of the employee's best five year average pensionable earnings (not to exceed the final five year average Year's Maximum Pensionable Earnings, or YMPE, set each year by the Canada Pension Plan)) plus 1.75% of the employee's best five year average pensionable earnings in excess of the five year average YMPE, times the number of years of service. For pension benefit purposes, pensionable earnings include base pay, commissions and management variable compensation. The maximum annual pension benefit under the defined benefit provision of the DGL Plan is $1,722.22 times the number of years of credited service. The above Named Executive Officers' pensionable earnings, as at December 31, 2014, were such that it is expected that they will receive an annual pension under the defined benefit provision of the DGL Plan equal to the maximum annual pension benefit under the defined benefit provision of the DGL Plan times years of credit service for purposes of the defined benefit provision of the DGL Plan, which were 22 years and seven months for Mr. O'Shea, and 9 years and four months for Mr. Wittal as at December 31, 2014.

Pension payments are not subject to any deduction for social security or other offset amounts such as Canada Pension Plan.

Defined Contribution Plans

The following table sets forth information regarding the present value of accumulated benefits for each of the Named Executive Officers under the defined contribution provision of the DGL Plan as of December 31, 2014.[1]

Name	Accumulated value at start of year	Compensatory	Non-compensatory[2]	Accumulated value at year end
	($)	($)	($)	($)
Michael Suksi	135,273	6,233	28,860	170,366
Paul O'Shea	140,111	7,699	27,903	175,713
Alan Roberts	10,269	4,259	11,155	25,683
Rick Barron	290,754	6,233	57,707	354,694
Steve Wittal	133,857	6,233	33,979	174,069

Notes:

(1) The table includes an additional matching contribution by the Corporation.

(2) Assumptions regarding pension plans are described in our consolidated financial statements for the year ended December 31, 2014.

The Corporation allows all eligible employees, including the Named Executive Officers, to participate in the defined contribution provision of the DGL Plan. The defined contribution provision of the DGL Plan is based on a contribution by the employee of a percentage of his or her earnings, which is matched by the Corporation. Earnings include base pay, commissions, bonuses and variable compensation. The contribution rate for the plan is based on the employee's years of service with the Corporation and its predecessors at the beginning of each fiscal year, as outlined below. Rate changes take effect as of January 1 of each year.

The following table sets forth information regarding the respective levels of contribution by the Corporation and its employees under the defined contribution provision of the DGL Plan, based upon the employee's years of service with the Corporation and its predecessors.

Years of Service as at January 1	Contribution of Named Executive Officer	Contribution of the Corporation[1]	Total Contribution
Fewer than 5 years (with a minimum of 1 year)	3%	1.5%	4.5%
5 years or more, but fewer than 15 years	4%	2%	6%
15 years or more	5%	2.5%	7.5%

Note:

(1) Except for those persons who participate in the defined benefit provision of the DGL Plan, who receive an additional one percent.

Pursuant to the defined contribution provision of the DGL Plan, and subject to the exception noted in the above table, the Corporation makes annual contributions up to a maximum of 2.5% of the employee's earnings. Employees are permitted to make additional voluntary contributions to the plan, but the Corporation will not match those additional contributions. The total mandatory and voluntary employee contributions and the Corporation's matching contributions are subject to limits under the *Income Tax Act* (Canada). These limits are updated annually and, in 2014, the annual contribution limit was the lesser of 18% of the employee's earned income, and $24,930 for 2014, rising to $25,370 in 2015. Funds are accumulated in the employee's account, following which the employee determines how the contributions will be invested by selecting from a group of funds available for the plan and administered by a Canadian financial services company as chosen by the Corporation. If the employee does not make an investment selection or makes an incomplete selection, the contributions will be invested in a default fund. Contributions on behalf of the Named Executive Officers are included in the "Non-Equity Incentive Plan Compensation – Long-term Incentive Plans" column in the Summary Compensation Table in this "Executive Compensation" section of this Circular. Upon retiring or leaving the Corporation, the Named Executive Officer will have choices in arranging for the transfer of his pension account pursuant to the defined contribution pension plan.

Termination and Change of Control Benefits

Termination of Employment

Mr. Suksi and Mr. O'Shea

In 2014, Mr. Suksi, our former CEO, and Mr. O'Shea, our CFO, were the only Named Executive Officers with written severance arrangements. In each case, those arrangements are contained in the executive's employment agreement with the Corporation. Subsequent to 2014, we entered into a written severance arrangement with Mr. Sifton, our current CEO, the terms of which are contained in his employment agreement with the Corporation.

On April 16, 2015, we announced that Mr. Suksi had stepped down as the President and CEO of the Corporation. As a result of the termination of his employment with the Corporation, Mr. Suksi became entitled under the terms of his employment agreement to the following amounts:

- lump sum payment equal to two times Mr. Suksi's then current annual base salary, payable on the last day of his employment (or $840,480), less applicable deductions, and

- lump sum payment equal to two times Mr. Suksi's annualized performance bonus and LTIP payments over his last three years of employment (or over actual term of employment if less than three years), payable on the last day of his employment (or $198,208), less applicable deductions.

Mr. O'Shea, as our CFO, is entitled to the provision of benefits upon the involuntary termination of his employment without cause, the voluntary termination of his employment, or a change of control. Mr. O'Shea is only entitled to a payment in connection with a change of control if he elects to terminate his employment within 60 days of the change of control. For purposes of Mr. O'Shea's employment agreement, a "change of control" is defined as: (i) any change in the holding, direct or indirect of the Common Shares of the Corporation, as a result of which a person or group of persons acting jointly or in concert are in a position to exercise effective control of the Corporation, or (ii) the sale of all or substantially all of the assets of the Corporation.

Under the terms of his employment agreement, Mr. O'Shea is entitled to the following amounts in the event of the termination of his employment:

Event	**Payment**
Voluntary Termination within 60 days of a Change of Control or Involuntary Termination without Cause	• lump sum payment equal to the then current base salary for 24 months plus accrued but unpaid vacation entitlements and earned but unpaid performance bonus and LTIP payments, payable on the last day of his employment • lump sum payment equal to two times Mr. O'Shea's annualized performance bonus and LTIP payments over his last three years of employment, payable on the last day of his employment • continued participation for 24 months in all group insurance and benefit plans or programs (including car allowance) provided to Mr. O'Shea by the Corporation immediately prior to the termination of his employment. Those plans and

Event	Payment
	programs currently consist of health care insurance, car allowance and the Corporation's defined contribution pension plan
Voluntary Termination	• vesting of all outstanding and unvested awards held by Mr. O'Shea under the LTIP, effective and payable on the last day of his employment • LTIP award in respect of the full fiscal year since the last award made to Mr. O'Shea under the LTIP and any subsequent partial fiscal year in which Mr. O'Shea terminates his employment (which will be prorated), except that Mr. O'Shea will not be entitled to an LTIP award in respect of a partial fiscal year if he resigns prior to July 1 of that year. This award will be granted within 10 days of the Board of Directors approving the Corporation's audited financial statements for the applicable fiscal year • retiring allowance equal to three months of Mr. O'Shea's then current base salary, payable on the last day of his employment

Mr. Sifton

Mr. Sifton, as our CEO, is entitled to the provision of benefits upon (i) the involuntary termination of his employment without cause; and (ii) the voluntary termination of his employment for good reason upon, or within six months immediately following a change of control. For purposes of Mr. Sifton's employment agreement, a "change of control" is defined as the occurrence of any of the following events: (i) the acquisition by any person or persons acting jointly or in concert, whether directly or indirectly, of beneficial ownership of voting securities of the Corporation that, together with all other voting securities of the Corporation held by such persons, constitute in the aggregate more than 50% of all of the then outstanding voting securities of the Corporation; (ii) an amalgamation, arrangement, consolidation, share exchange, take-over bid or other form of business combination of the Corporation with another person that results in the holders of voting securities of that other person holding, in the aggregate, more than 50% of all outstanding voting securities of the person resulting from the business combination; (iii) the sale, lease, exchange or other disposition of all or substantially all of the property of the Corporation or any of its affiliates to another person, other than in the ordinary course of business of the Corporation or of an affiliate of the Corporation or to the Corporation or any one or more of its affiliates; (iv) the adoption of a resolution to wind-up, dissolve or liquidate the Corporation; or (v) as a result of, or in connection with, a contested election of directors of the Corporation, or an amalgamation, arrangement, reorganization, consolidation, share exchange, take-over bid or other form of business combination involving the Corporation or any of its affiliates and another person, the nominees named in the most recent management information circular of the Corporation for election to our Board of Directors do not constitute a majority of the board. For the purposes of Mr. Sifton's employment agreement, "good reason" means the occurrence of any of the following events without his consent: (i) the assignment to Mr. Sifton of any duties which are materially inconsistent with his position under his employment agreement; (ii) a material change in his duties or reporting relationships from those set out in his employment agreement; (iii) a material reduction in Mr. Sifton's annual salary, benefits, performance bonus, LTIP awards or entitlements under any other plans in which he participates while employed by the Corporation (other than as a result of the failure to achieve any performance metric or other vesting or distribution condition); or (iv) any other reason which would be considered to amount to constructive dismissal at common law. Notwithstanding the foregoing, an event, act or omission which constitutes good reason will be deemed not to be good reason if the Corporation cures the event, act or omission within 30 days of receiving the 30 day notice Mr. Sifton is required to provide that good reason exists.

Under the terms of his employment agreement, Mr. Sifton is entitled to the following amounts in the event of the termination of his employment.

Event	**Payment**
Voluntary Termination for Good Reason following a Change of Control or Involuntary Termination without Cause	A lump sum payment equal to: • Mr. Sifton's annual base salary, plus annual bonus (calculated based on the average annual bonus paid to Mr. Sifton in the last two fiscal years ended immediately preceding the date of termination of his employment with the Corporation), plus any cash payments made in the applicable year to settle outstanding LTIP awards that are, by their terms, cash settled and that would otherwise have been paid to Mr. Sifton had his employment with the Corporation continued for: (A) a period of twelve months following the date of termination if the date of termination occurs up to one year following the commencement of his employment with the Corporation; or (B) twelve months following the date of termination plus an additional three months for each year of employment with the Corporation completed by Mr. Sifton as of the date of termination, up to a maximum of 24 months, if the date of termination occurs more than one year following the commencement of his employment with the Corporation (we refer to the period in clause (A) or (B) above, as applicable, as the Severance Period) • accrued and unpaid annual base salary and vacation pay earned up to the date of termination • continued participation for the Severance Period in those benefit plans generally available to the employees of the Corporation immediately prior to the termination of his employment. Those plans and programs currently consist of health care insurance and the Corporation's defined contribution pension plan. If the terms and conditions of those benefits plans or the pension plan do not permit the continued participation of Mr. Sifton or his dependents, as applicable, for any period between the date of termination and the expiry of the Severance Period, the Corporation will pay to Mr. Sifton a lump sum payment equal to the premiums that the Corporation would have otherwise paid to maintain the participation of Mr. Sifton or his dependents, as applicable, in such benefits plans or the pension plan during such period

Mr. Sifton's, Mr. Suksi's and Mr. O'Shea's employment agreements also provide for confidentiality, non-solicitation and non-competition covenants in favour of the Corporation. The non-solicitation and non-competition covenants in Mr. Suksi's and Mr. O'Shea's employment agreements apply during the term of employment and for two years following resignation or the termination of employment by the Corporation for any reason. The non-solicitation and non-competition covenants in Mr. Sifton's employment agreement apply during the term of employment and, in the case of the non-competition and client non-solicitation covenants, for one year following resignation or termination of employment by the Corporation for any reason and, in the case of the employee and consultant non-solicitation covenant, for two years following either such event. In each case, those agreements also provide for a waiver by the executive officer of all defences related to the covenants, and entitle the Corporation to monetary damages that flow from breach of the covenants and injunctive relief in the event of such breach.

Other Executive Officers

We have generally provided separation benefits to executive officers who are asked to leave us for reasons other than cause. Those benefits are not contractual and are subject to approval by our Board of Directors. In determining the amount and extent of any separation benefits, we typically take into account factors such as length of service, individual accomplishments and performance, and the value of benefits forfeited through termination. Generally, separation benefits are not available for executive officers who voluntarily resign or retire. The Board of Directors has not adopted any policy with respect to executive officer separation benefits, and there is no guarantee that any executive officer termination in the future will be handled in the same way as past terminations.

In the event of termination of employment, all of the Named Executive Officers are entitled to receive any benefits that they would otherwise be entitled to receive under any provision of our pension plan. Benefits under that plan are generally not affected by whether a participant's employment terminates with or without cause.

LTIP Payments Upon a Change of Control

Under the LTIP, in the event of a change of control of the Corporation, our Board of Directors or the Human Resources and Compensation Committee will have discretion to, among other things, accelerate the vesting of outstanding awards, settle outstanding awards in cash or exchange outstanding awards for similar awards of a successor company. A change of control will generally be deemed to have taken place for purposes of the LTIP upon the occurrence of any of the following, in one transaction or a series of related transactions:

- the acquisition by any person or persons acting jointly or in concert, whether directly or indirectly, of beneficial ownership of voting securities of the Corporation that, together with all other voting securities of the Corporation held by such persons, constitute in the aggregate more than 50% of all of the then outstanding voting securities of the Corporation;
- an amalgamation, arrangement, consolidation, share exchange, take-over bid or other form of business combination of the Corporation with another person that results in the holders of voting securities of that other person holding, in the aggregate, more than 50% of all outstanding voting securities of the person resulting from the business combination;
- the sale, lease, exchange or other disposition of all or substantially all of the property of the Corporation or any of its affiliates to another person, other than in the ordinary course of business of the Corporation or of an affiliate of the Corporation or to the Corporation or any one or more of its affiliates;
- the adoption of a resolution to wind-up, dissolve or liquidate the Corporation;
- as a result of, or in connection with, a contested election of directors of the Corporation, or an amalgamation, arrangement, reorganization, consolidation, share exchange, take-over bid or other form of business combination involving the Corporation or any of its affiliates and another person, the nominees named in the most recent management information circular of the Corporation for election to our Board of Directors do not constitute a majority of the board; or
- any other transaction that is deemed to be a "Change in Control" for the purposes of the LTIP by our Board of Directors in its sole and absolute discretion.

Summary of Incremental Termination and Change of Control Payments

The following table describes the estimated incremental payments, payables and other benefits that would have been received by Mr. O'Shea if there had been a change of control of the Corporation or Mr. O'Shea's employment had been involuntarily terminated as of December 31, 2014.

Name	Voluntary Termination Following a Change of Control or Involuntary Termination of Employment[(1)]	Voluntary Termination of Employment[(1)]
	($)	($)
Paul O'Shea	825,836	143,566

Note:

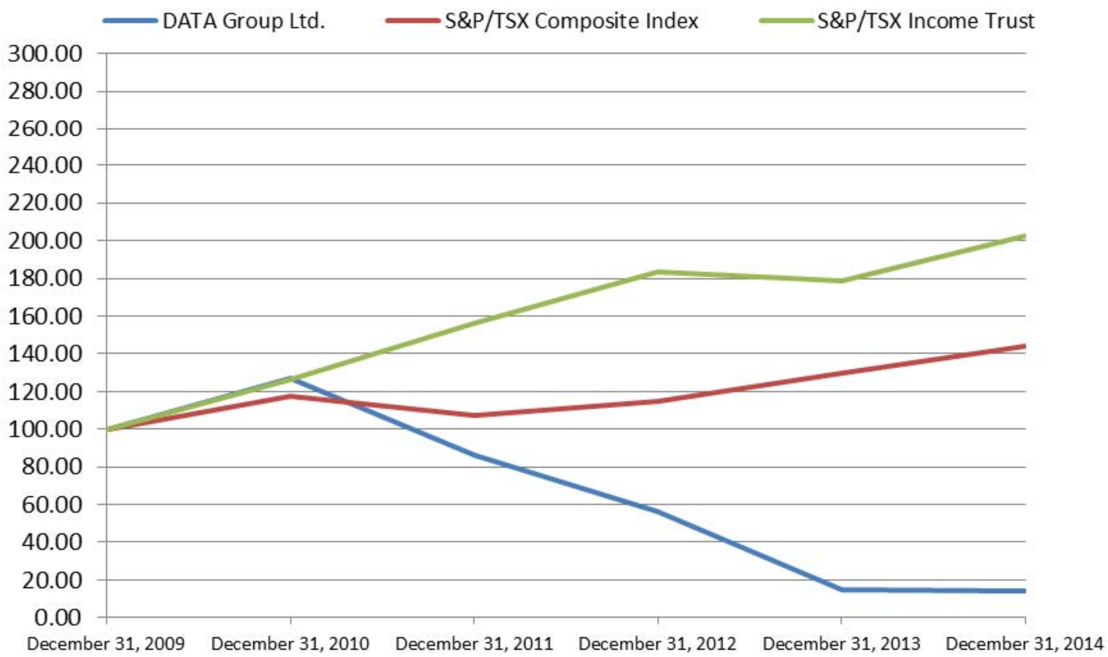
(1) Includes lump sum payment or continuance of salary, performance bonus, LTIP payments, perquisites, and provision of benefits. Amounts calculated with respect to performance bonuses and LTIP payments include actual bonuses.

Performance Graph

The following graph compares the percentage change in the cumulative unitholder or shareholder return on the units of the Corporation predecessor, The Data Group Income Fund, or Common Shares, as applicable, compared to the cumulative total return of the S&P/TSX Composite Index and the cumulative total return of the S&P/TSX Income Trust Index, respectively, for the period commencing December 31, 2009 to December 31, 2014 based on the price of the units or Common Shares, as applicable, assuming a $100 investment on December 31, 2009 and reinvestment of distributions or dividends, as applicable.

During the period between December 31, 2009 and December 31, 2010, the increase in total compensation paid to our executive officers exceeded the cumulative unitholder return on the units, but was largely consistent with fluctuations in the levels of our cash available for distribution to unitholders over that period, which we believe was an important measure in assessing our performance during that period. Over that period, we maintained annual cash distributions at the same level notwithstanding the adverse economic conditions experienced in 2009. During 2009, the performance of the units improved, while we froze the salaries of all of our executive officers and all other employees in response to the negative effects of the Canadian economy on the Corporation's operations. During 2010, the performance of the units continued to improve, and we lifted the salary freeze imposed in 2009. Effective January 1, 2011, we became subject to taxation, which reduced our cash available for distribution to unitholders and, as a result, we reduced our annual cash distributions to unitholders by 44%. During 2011, the performance of the units declined. Compensation paid to our executive officers in 2011 increased over 2010 based upon our financial results in 2011 and, in part, to reflect the promotion of certain executive officers to more senior positions. During 2012, we believe that the performance of the Common Shares declined primarily as a result of the decrease in the dividend payable on the shares announced in November 2012. Compensation paid to our executive officers in 2012 decreased compared to 2011. During 2013, we believe the performance of the Common Shares declined primarily as the result of the suspension of the dividend on the Common Shares. The base salary paid to our Named Executive Officers in 2013 increased on average by 2% to reflect the rate of inflation and maintain competitive salary levels, while the total compensation paid to those executives as a group decreased by 11.8% since 2012. During 2014, the performance of the Common Shares was flat primarily as the result of the continued suspension of the dividend. As of December 31, 2014, base salary paid to our Named Executive Officers increased on average by 4.4% to reflect the rate of inflation and maintain competitive salary levels, while total compensation paid to the Named Executive Officers had increased by 23.5% since 2013 and had increased by 8.7% since 2012.

Cumulative Value of $100 Investment in the Units/Common Shares[(1)], the S&P/TSX Composite Index and the S&P/TSX Income Trust Index



	Dec 31/09	Dec. 31/10	Dec. 31/11	Dec. 31/12	Dec. 31/13	Dec. 31/14
Nominal Data:						
Units/Common Shares	$100.00	$127.02	$86.41	$55.97	$14.71	$14.39
S&P/TSX Composite Index	$100.00	$117.61	$107.36	$115.08	$130.03	$143.75
S&P/TSX Income Trust Index	$100.00	$126.69	$156.41	$183.19	$178.86	$202.63
Actual Data:						
Units/Common Shares	$5.92	$6.38	$3.77	$2.05	$0.47	$0.46
S&P/TSX Composite Index	$31,019.40	$36,480.62	$33,302.95	$35,696.72	$40,334.38	$44,591.13
S&P/TSX Income Trust Index	$250.74	$317.67	$392.17	$459.34	$448.47	$508.08

Note:
(1) The Corporation is the successor to The DATA Group Income Fund, or the Fund, which was an income trust. On January 1, 2012, the outstanding units of the Fund were exchanged for common shares of the Corporation on a one-for-one basis.

DIRECTOR COMPENSATION

The Corporate Governance Committee, which consists solely of independent directors, has the primary responsibility for reviewing and considering any revisions to director compensation.

Director compensation consists of the following elements:

- annual cash retainer of $30,000 (other than the Chair of the Board of Directors);
- $1,500 for each Board of Director meeting attended;
- annual retainer fee for the Chair of the Board of Directors of $65,000;

- Audit Committee chair annual fee of $10,000;
- Corporate Governance Committee chair annual fee of $3,000;
- Human Resources and Compensation Committee chair annual fee of $7,000; and
- individual committee meeting fee of $500.

The directors are entitled to receive reimbursement of reasonable out-of-pocket expenses incurred by them to attend Board of Directors meetings.

Summary Director Compensation

The following table below sets forth information concerning compensation paid to our directors in the fiscal year ended December 31, 2014.

Name	Fees earned	Share-based awards	Option-based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total
	($)	($)	($)	($)	($)	($)(1)	($)
William Albino	55,000	-	-	-	-	-	55,000
Michael Blair(3)	36,154	-	-	-	-	-	36,154
Ron Fotheringham(4)	27,000	-	-	-	-	-	27,000
John H. Greenhough(5)	30,000	-	-	-	-	2,500	32,500
Rod Phillips(3)	24,654	-	-	-	-	-	24,654
Derek Ridout(6)	43,500	-	-	-	-	-	43,500
Thomas R. Spencer	78,500	-	-	-	-	-	78,500
Harinder S. Takhar(3)	33,154	-	-	-	-	-	33,154
J.R. Kingsley Ward(3)	24,654	-	-	-	-	-	24,654

Notes:

(1) Represents healthcare benefits paid by DATA Group Ltd. on behalf of the director.

(2) Mr. Suksi did not receive any compensation for acting as a director.

(3) Messrs. Blair, Phillips, Takhar and Ward were each elected as a director on June 17, 2014 and their annual fees were pro-rated accordingly.

(4) Mr. Fotheringham did not stand for re-election at the annual meeting held on June 17, 2014 and his annual fees were pro-rated accordingly. During his term as director in 2014, Mr. Fotheringham was a member of the Audit Committee.

(5) Mr. Greenhough did not stand for re-election at the annual meeting held on June 17, 2014 and his annual fees were pro-rated accordingly. During his term as director in 2014, Mr. Greenhough was a member of the Audit Committee, chair of the Corporate Governance Committee and chair of the Human Resources and Compensation Committee.

(6) Mr. Ridout did not stand for re-election at the annual meeting held on June 17, 2014 and his annual fees were pro-rated accordingly. During his term as director in 2014, Mr. Ridout was chair of the Board of Directors and a member of the Human Resources and Compensation Committee.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	1,174,500	$0.75	1,174,559
Equity compensation plans not approved by securityholders	Nil	Nil	Nil

Notes:

(1) Under the terms of the LTIP, the number of Common Shares available for issuance under the LTIP is equal to 10% of the Common Shares outstanding from time to time. See "Long-Term Incentive Compensation - LTIP".

(2) The information in this table is given as at April 30, 2015.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

None of our directors, officers or employees of DATA Group, any proposed nominee for election as a director of the Corporation, nor any associate of any such person, is indebted to the Corporation or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as set forth below, during the year ended December 31, 2014, no proposed director of the Corporation, or any associate or affiliate of any such person, nor any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation (other than voting securities held by such person or company as underwriter in the course of a distribution) or any associate or affiliate of any such person, has any material interest, direct or indirect, in any transaction or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

On April 16, 2015, we announced that, subject to receipt of the requisite regulatory approvals, the Corporation intends to conduct a rights offering, or the Rights Offering, in which all existing holders of Common Shares may, subject to applicable law, participate on an equal and proportional basis in purchasing additional Common Shares. The Rights Offering will be conducted by way of a rights offering circular, or the Circular. Pursuant to the Rights Offering, each shareholder as of the record date for the offering, or the Record Date, will be issued one right, or Right, for each Common Share held on the Record Date. Eligible holders of Rights will be entitled to exercise their Rights on the basis that, for every four Rights held, the holder will be entitled to purchase one Common Share at a price of $0.56 per Common Share at or before the expiry time of the Rights Offering, following which all outstanding Rights will terminate and expire. Eligible holders of rights certificates who exercise all of their Rights will also be entitled to acquire additional Common Shares, if any, which are not subscribed for by other holders of Rights pursuant to an additional subscription privilege, the terms of which will be described in the Circular. The Rights will be transferable and will be represented by rights certificates. The maximum number of Common Shares issuable pursuant to the Rights Offering will be 5,872,648. The completion of the Rights Offering is not subject to the Corporation receiving any minimum amount of subscriptions.

Mr. Sifton, our CEO, a director of the Corporation and a nominee for election as a director at the Meeting, has agreed to provide a standby commitment, or the Standby Commitment, pursuant to which he is required to acquire any Common Shares not otherwise acquired under the Rights Offering by holders of Rights pursuant to the basic subscription privilege and the additional subscription privilege, up to a maximum of 1,750,000 Common Shares. The Corporation will not pay Mr. Sifton any fee for providing the Standby Commitment. The Standby Commitment is subject to certain other conditions and may be terminated prior to the date of closing of the Rights Offering in certain circumstances. If, upon completion of the Rights Offering, the number of Common Shares available to Mr. Sifton under the Standby Commitment is less than 1,750,000 Common Shares, the Corporation will issue and sell, on a non-brokered private placement basis, to Mr. Sifton the number of Common Shares required to satisfy the shortfall, or the Private Placement, at a price of $0.60 per Common Share, subject to acceptance by the TSX.

Mr. Sifton was not a director, officer or insider of the Corporation at the time the terms of the Rights Offering, Standby Commitment and Private Placement were negotiated between the Corporation and Mr. Sifton. Completion of the Rights Offering and the Private Placement are subject to receipt of all necessary regulatory approvals, including, but not limited to, the TSX. The Corporation intends to use the net proceeds raised from the Rights Offering and the Private Placement for general working capital purposes.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation maintains a policy of insurance for the directors and officers of DATA Group. The aggregate limit of liability applicable to all insured directors and officers of DATA Group under the policy is $25 million, inclusive of defence costs. Under the policy, DATA Group has reimbursement coverage to the extent of a deductible of $500,000 for each loss. The policy includes securities claims coverage for DATA Group, insuring against any legal obligation to pay on account of any securities claims brought against DATA Group. The aggregate limit of liability is, however, shared between the Corporation and its subsidiaries and their respective directors and officers such that the limit of liability is not exclusive to the Corporation and its subsidiaries or their respective directors and officers.

MATTERS TO BE ACTED UPON AT THE MEETING

Receipt of Financial Statements

Our audited consolidated financial statements for the fiscal year ended December 31, 2014 and the report of the auditor's thereon will be presented at the Meeting.

Appointment of Auditors

At the Meeting, shareholders will be requested to appoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Corporation, to hold office until the next annual meeting of shareholders or until their successors are appointed and to authorize the directors to fix the auditor's remuneration.

In the absence of a contrary instruction, the individuals named as proxyholders in the enclosed proxy intend to vote FOR the appointment of PricewaterhouseCoopers LLP, Chartered Accountants as auditors of the Corporation to hold office until the next annual meeting of shareholders or until their successors are appointed and FOR the resolution authorizing the directors to fix their remuneration unless specifically instructed otherwise on the form of proxy.

Election of Directors

The six nominees proposed for election as directors are listed below. Directors are elected annually and, unless re-elected, retire from office at the end of the next annual general meeting of shareholders.

Each director elected at the Meeting will hold office until our next annual meeting or until his successor is elected or appointed.

In the absence of a contrary instruction, the individuals named as proxyholders in the enclosed proxy intend to vote FOR the election as directors of each of the nominees whose names are set forth below, each of whom has been a trustee of the Fund and/or a director of the Corporation since the date indicated below opposite his name. If, for any reason, at the time of the Meeting any of the nominees is unable to serve, and unless otherwise specified, it is intended that the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion.

The following table sets forth information with respect to each person proposed to be nominated for election as a director, including the number of Common Shares owned beneficially, or over which control or direction was exercised, by such person at the date of this Circular. The information as to Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised and the biographies of the proposed nominees for election as directors, not being within our knowledge, has been furnished by the respective nominees individually.

Proposed Nominee	Principal Occupation	Director Since	Common Shares(4)
William Albino(1)(2) Ontario, Canada	Corporate director	2012	10,000
Michael Blair(1)(2) Ontario, Canada	Corporate director	2014	254,000
Rod Phillips(2)(3) Ontario, Canada	Corporate director	2014	–
Michael G. Sifton Ontario, Canada	Director and President and Chief Executive Officer of DATA Group Ltd.	2015	–
Harinder S. Takhar(1)(3) Ontario, Canada	Chairman and Chief Executive Officer of Chalmers Group of Companies and KST	2014	3,337,500
J.R. Kingsley Ward(3) Ontario, Canada	Chairman and Managing Partner of VRG Capital Corp.	2014	647,100

Notes:
(1) Member of the Audit Committee.
(2) Member of the Corporate Governance Committee.
(3) Member of the Human Resources and Compensation Committee.
(4) As of April 30, 2015.

The principal occupation of each person proposed to be nominated for election as a director for the past five years preceding the date hereof and additional biographical information is described below:

William Albino. Mr. Albino has been a Director of the company since August 8, 2012. He currently chairs the Governance Committee of the Board and is a member of the Audit Committee. Prior to his retirement in 2011, Mr. Albino was Chief Executive Officer of Smart Systems for Health, an Agency of the Ontario Government charged with developing and implementing electronic health records for all Ontarians. Before that assignment, Mr. Albino was an Executive Vice President of EDS Canada, responsible, at various times, for the EDS's business in the Telecommunications, Government, and Manufacturing sectors. He spent two years as head of his own consulting company while acting as an independent investor in start-up technology companies. Mr. Albino's longest employment - 25 years - was with Xerox Corporation where he held numerous positions, in both Canada and the US, culminating in his assignment as Vice-President and General Manager of the company's largest division. Mr. Albino has a Bachelor of Arts degree from the University of Toronto and a Masters of Business Administration from The Richard Ivey School of Business at the University of Western Ontario. He is presently a director of The Aurora Historical Society and the Big Brother and Sisters Council of Champions.

Michael Blair. Prior to his retirement in 2011, Mr. Blair was the Chief Executive Officer and director of Automodular Corporation, a public company that supplies sub-assembly and sequencing services to automotive assemblers. Mr. Blair was also the Founder and Chairman of Pharmx Rexall Drug Stores Ltd., a chain of drug stores in Ontario. Mr. Blair has also served as the Founder, President and Chief Executive Officer, a director and a member of the audit committee of The Enfield Corporation Limited, an industrial corporation that engaged in manufacturing of electrical equipment, glass and plastics packaging, and automotive parts and components. At the time, The Enfield Corporation Limited employed approximately 10,000 personnel and operated around 40 plants and facilities in Canada, the United States, the United Kingdom and Hong Kong. Mr. Blair was the chairman of the board and chairman of the audit committee of Federal Pioneer Limited, which was, prior to its acquisition in 1990, Canada's largest independent manufacturer of circuit breakers, switchgear and transformers, employing approximately 2,300 personnel in its 13 manufacturing facilities. Mr. Blair holds a Bachelor of Arts degree from the Royal Military College of Canada, a Masters of Business Administration from The Richard Ivey School of Business at the University of Western Ontario, and an ICD.D designation through the Rotman School of Management.

Rod Phillips. Mr. Phillips currently serves as the chair of Postmedia Network Canada Corp. and Postmedia Network Inc. He is a member of the Board of Directors of Discovery Air Inc., DATA Group Ltd. and the Toronto International Film Festival. He is Chair of CivicAction and the TELUS Great Toronto Community Board. He was most recently President and Chief Executive Officer of the Ontario Lottery and Gaming Corporation (OLG) from 2011 to 2014. For eight years prior to that Mr. Phillips was President and CEO of Shepell.fgi one of North America's leading providers of workplace health and productivity solutions. From 1997 to 2000, Mr. Phillips served as Chief of Staff to Mayor Mel Lastman during his first term as the leader of the newly amalgamated City of Toronto. He is a graduate of the MBA program at Wilfrid Laurier University and holds an Honours BA in Political Science and English from Western University. Mr. Phillips has completed the Directors Education Program at the Rotman School of Management and holds the Institute of Corporate Directors designation ICD.D.

Michael G. Sifton. Mr. Sifton was appointed as President and Chief Executive Officer and a director of the Corporation on April 16, 2015. Between 2009 and April 2015, Mr. Sifton was a Managing Partner at Beringer Capital. Mr. Sifton spent his career in the media business, with over 20 years of direct experience in the Canadian newspaper industry. Prior to joining Beringer Capital, he was President and Chief Executive Officer of Sun Media, Canada's largest newspaper publisher by household penetration and reach. In 2001, Mr. Sifton led the formation of Osprey Media Group, which was later acquired by Sun Media in 2007. Prior to forming Osprey Media Group, Mr. Sifton was President of Hollinger Canadian Newspapers G.P. and President and Chief Executive Officer of family-owned Armadale Communications. Mr. Sifton is a former Chairman of The Canadian Press and a former Director of the Canadian Newspaper Association and the Newspaper Audience Databank. Mr. Sifton is the Chairman of the Board of Governors of St. Andrew's College in Aurora, Ontario. Mr. Sifton holds a Bachelor of Commerce (Honours) from Queen's University.

Harinder S. Takhar. Mr. Takhar currently serves as the Chairman and CEO of Chalmers Group of Companies and its parent company, KST Industries Inc. Chalmers Group of Companies consists of five manufacturing companies with operations in Canada and the USA. He previously served as the President and CEO of Chalmers Group of Companies from 1992 to 2003. Mr. Takhar was elected to the Ontario Legislature in October 2003 and was re-elected in 2007, 2011 and 2014. In October 2003, he was appointed to the Executive Council of Ontario and as the Minister of Transportation. In May 2006, Mr. Takhar was appointed as Ontario's first Minister of Small Business and Entrepreneurship, later as Minister of Small Business and Consumer Services. He then served as Minister of Government Services from June 2009 until November 2012. From February 2013 to May 2013, he was reappointed as the Minister of Government Services and as the Chair of the Management Board of Cabinet. Mr. Takhar holds a Master's degree in Economics, Political Science and an undergraduate degree in English, Economics and Political Science. He is a member of the Chartered Professional Accountants (CPA), Certified Management Accountants (CMA) and a fellow of CPA, CMA Ontario.

J.R. Kingsley Ward. Mr. Ward is currently the chairman and managing partner of VRG Capital Corp. and prior to that was the President of VRG Capital from 1992 to 2011. Mr. Ward began his career at the Vimy Ridge Group Ltd., a Toronto based holding company with a portfolio of investments primarily in the healthcare industry. In 1992, VRG Capital, a division of Vimy Ridge Group Ltd., was formed to develop merchant banking initiatives for Vimy Ridge Group Ltd. Mr. Ward has over 25 years of experience in initiating, structuring, and monetizing private equity investments. Mr. Ward's business career includes being a founder and director of Clarus Securities, an institutional investment dealer, Chairman of Nucro Technics, a pharmaceutical contract support organization, and is currently a director of Wheels Group Inc., a leading North American third party logistics management company. He was a founder and former Director of IPEC (now Flint Energy Services) and was a founder and former Chairman of Pareto Corporation, a marketing services company until its sale in 2011. He is a past Director of PLM Group, a commercial printing and direct marketing company.

ADDITIONAL INFORMATION

Copies of the following documents are available upon written request to the Secretary of the Corporation, 9195 Torbram Road, Brampton, Ontario, Canada L6S 6H2 or by calling 905-791-3151.

(i) the annual report to shareholders containing the audited consolidated financial statements for the year ended December 31, 2014 together with the accompanying auditor's report;

(ii) our interim consolidated financial statements for periods subsequent to December 31, 2014;

(iii) our management's discussion and analysis for the year ended December 31, 2014;

(iv) this Circular; and

(v) our annual information form.

Additional information relating to the Corporation can be found at www.sedar.com. Financial information of the Corporation is provided in our comparative financial statements and management's discussion and analysis of financial conditions and results of operations for the financial year ended December 31, 2014.

Our auditors are PricewaterhouseCoopers LLP. Our annual consolidated financial statements for the year ended December 31, 2014 have been filed under National Instrument 51-102 – *Continuous Disclosure Obligations* in reliance on the report of PricewaterhouseCoopers LLP, given on their authority as experts in auditing and accounting. PricewaterhouseCoopers LLP has confirmed to us that it is independent within the meaning of the rules of professional conduct of the Institute of Chartered Accountants of Ontario.

DIRECTORS' APPROVAL

The contents and the sending of this management information circular dated May 1, 2015 have been approved by our board of directors.

Dated as of May 1, 2015.

Thomas R. Spencer
Chair of the Board
DATA Group Ltd.

APPENDIX "A"

DATA GROUP LTD.

BOARD OF DIRECTORS

CHARTER

WHEREAS the board of directors (the "**Board**") of DATA Group Ltd. (the "**Corporation**") has determined that it would be appropriate for the Board to adopt a written mandate in the form of a charter ("**Charter**") describing its responsibilities and duties in relation to oversight of the business and affairs of the Corporation and committees of the Board;

AND WHEREAS the Board is appointed by and represents the shareholders of the Corporation and is obligated to act in the best interests of the Corporation;

A. PROCEDURAL MATTERS

1. Members of the Board will serve at the pleasure of the shareholders of the Corporation and the shareholders of the Corporation will elect the Board annually.

2. The Board may appoint such committees from time to time as it considers appropriate in compliance with applicable laws to act on behalf of the Board or make recommendations to the Board with respect to matters to be decided by the Board. If such committees are intended as permanent committees, they will have a charter that defines their responsibilities in relation to the Board and the extent of delegated powers to such committees. The functions of the Board, subject to applicable laws, may be delegated to its committees except where provided otherwise herein.

3. At least a majority in number of the directors will be independent. The Corporate Governance and Human Resources and Compensation Committees of the Board will make recommendations from time to time to the Board as to an appropriate determination of what constitutes an independent director and the Board will annually determine the independent status of each director.

4. The Board will choose a director annually to act as Chair of the Board (the "**Chair**") who will qualify as an independent director. The Board will provide the Chair with a written mandate.

5. Members of the Board will be entitled to receive such remuneration for acting as members of the Board as may be determined from time to time by the Board on the recommendations of the Corporate Governance Committee of the Board.

6. The Board will, from time to time, evaluate its effectiveness and the effectiveness of its committees with respect to its (and their) contribution to the Corporation and the Board's representation of the Corporation's shareholders. The Board will meet *in camera* at each regularly scheduled meeting of the Board and at such other times as the Board may determine for such purpose and for such other purposes as the Board may determine.

7. The Board will consider from time to time its resources, including the adequacy of the information provided to it with respect to oversight of the management of the Corporation and will confer with management with respect to its findings.

8. The functions referred to in sections B1(a), (b), (d), (e), (g), (i), 2 and 3(a) and (b) below will not be delegated.

B. FUNCTIONS

1. <u>General Responsibilities</u>

(a) The Board will exercise general stewardship responsibilities with respect to the Corporation. Without limitation, stewardship will include the specific responsibilities and duties outlined in this Charter.

(b) The Board will oversee the management of the Corporation. In doing so, the Board will establish a productive working relationship with the Chief Executive Officer and other officers of the Corporation. On advice from the Corporate Governance Committee, the Board will approve appointment of any person who is to hold an officer position of the Corporation. The Board will receive regular reports from the Chief Executive Officer and Chief Financial Officer of the Corporation on the Corporation's financial performance.

(c) The officers of the Corporation, headed by the Chief Executive Officer, will be responsible for general day to day management of the Corporation and for making recommendations to the Board with respect to long term strategic, financial, organizational and related objectives.

(d) The roles and responsibilities of the Board are intended to primarily focus on the formulation of long term strategic, financial and organizational goals for the Corporation. Without limitation, the Board will (i) review and approve the Corporation's financial objectives, short and long-term investment plans for the Corporation and monitor performance in accordance with such plans, (ii) assess the principal risks of the Corporation's investments and ensure appropriate systems are in place to manage such risks, (iii) oversee the communications policies of the Corporation and (iv) monitor the effectiveness of the Corporation's internal control and management information systems to safeguard the Corporation's assets.

(e) The Board will also approve:

(i) dividends for each dividend period in accordance with applicable laws;

(ii) significant capital allocations and expenditures;

(iii) review and approve all material transactions; and

(iv) all matters that would reasonably be expected to have a material impact on shareholders, creditors or employees.

(f) The Board will oversee ethical behaviour and compliance with laws and regulations (which includes overseeing the choice of critical accounting principles on recommendations from the Audit Committee of the Board).

(g) With respect to significant risks and opportunities affecting the Corporation, the Board may impose such limits on the investment activity of the Corporation as may be in the interests of the Corporation and its shareholders.

(h) The Board will annually consider what additional skills and competencies would be helpful to the Board. The identification of specific candidates for consideration will be the responsibility of the Corporate Governance Committee which will be guided by the findings of the Board in relation to competencies and skills. The Board will approve any proposed changes in compensation to be paid to members of the Board on the recommendation of the Corporate Governance Committee.

(i) The Board will perform such other functions as are prescribed by law and as it may from time to time determine in accordance with the plenary powers of the Board.

2. Relationship with Committees

(a) The Board will annually assess the charters of its committees.

(b) The Board will annually appoint a member of each committee to act as Chair of the committee on the advice of the Chair and the Corporate Governance Committee.

(c) The Board will receive periodic reports from its committees following committee meetings and, annually, a report from each committee as to the work undertaken by the committee and the committee's recommendations, if any, for change with respect to its responsibilities and effectiveness.

3. Financial Reporting and Significant Disclosure Documents

(a) The Board will review on an ongoing basis the financial and underlying operational performance of the Corporation.

(b) The Board will review and approve the Corporation's annual information form as well as its annual report and related financial statements and annual management discussion and analysis disclosure. In doing so, the Board will consider the quality and usefulness of the information from the perspective of its shareholders.

(c) The Board has responsibility for reviewing and approving for release quarterly financial statements and related disclosure.

(d) The Board will periodically review the means by which shareholders can communicate with the Corporation including the opportunity to do so at the annual meeting, communications interfaces through the Corporation's website and the adequacy of resources available within the Corporation to respond to shareholders.

C. RESOURCES, MEETINGS AND REPORTS

1. The Board will have adequate resources to discharge its responsibilities. The Chair will be empowered to engage advisers as may be appropriate from time to time to advise the Chair or the Board with respect to duties and responsibilities.

2. The Board will meet not less than four times per year.

3. The meetings of the Board will ordinarily include the Chief Executive Officer (if not a director) and the Secretary and will periodically include other senior officers as may be appropriate and as may be desirable to enable the Board to become familiar with the Corporation's management team.

4. The Secretary will keep minutes of its meetings in which will be recorded all actions taken by the Board. Such minutes will be made available to Board members at their request and all such minutes will be approved by the Board for entry in the records of the Corporation.

5. Members of the Board will have the right, for the purposes of discharging their respective powers and responsibilities, to inspect any relevant records of the Corporation and its subsidiaries.

6. Members of the Board, subject to approval of the chair of the Corporate Governance Committee, may retain separate counsel to deal with issues relating to their responsibilities as members of the Board.