ANNUAL INFORMATION FORM

YEAR ENDED

DECEMBER 31, 2012

March 5, 2013

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INTRODUCTORY NOTE

In this Annual Information Form, unless the context otherwise requires, the term "**Corporation**" refers to TVA Group Inc., and the term "**TVA**" refers to the Corporation and its subsidiaries. Unless otherwise indicated, the information presented in this Annual Information Form is given as at December 31, 2012. All dollar amounts appearing in this Annual Information Form are in Canadian dollars, except if another currency is specifically mentioned. In addition, the table below lists a number of defined terms that are used throughout this Annual Information Form to refer to various corporations within the TVA group or affiliates.

Entity	**Defined term**
Quebecor Inc.	"Quebecor"
Quebecor Media Inc.	"Quebecor Media"
TVA Publications Inc.	"TVA Publications"

ITEM 1 THE CORPORATION

The Corporation was incorporated in accordance with the laws of Québec by letters patent dated March 29, 1960 under the name Télé-Métropole Corporation.

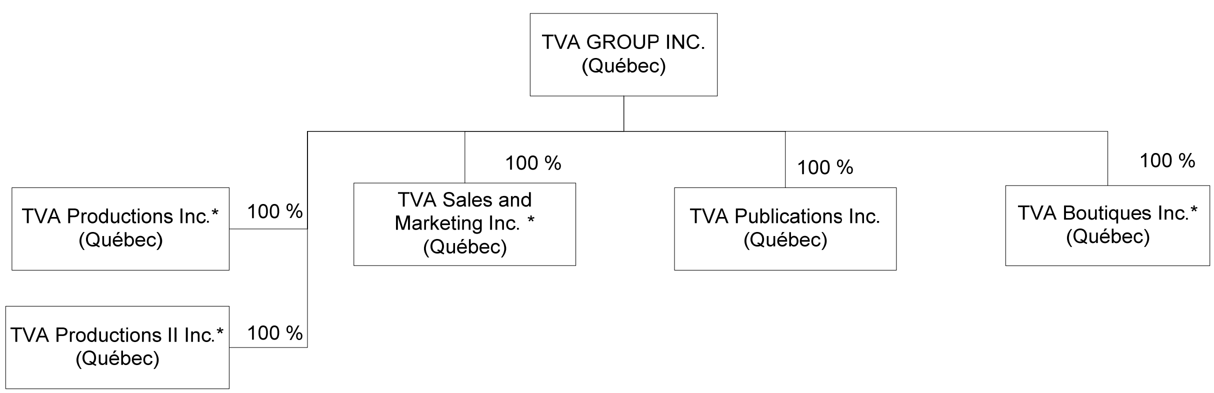
On February 17, 1998, the corporate name Télé-Métropole Inc. was changed to TVA Group Inc. The Corporation is governed by the *Business Corporations Act* (Québec).

Its head office is located at 1600 de Maisonneuve Boulevard East, Montréal, Québec H2L 4P2. Its Website address is http:\\groupetva.ca. The telephone number is (514) 526-9251 and the fax number is (514) 598-6085. The information found on its Website is neither an integral part of this Annual Information Form nor is it deemed to be incorporated by reference.

1.1. SUBSIDIARIES

The organizational chart below lists the Corporation's main subsidiaries at December 31, 2012 as well as their jurisdiction of incorporation and the percentage of voting rights held, directly or indirectly, by the Corporation. Some of the subsidiaries, whose total assets represented no more than 10% of the consolidated assets of the Corporation at December 31, 2012, and whose sales and operating revenues represented no more than 10% of its consolidated sales and consolidated operating revenues at that date, have been omitted. The omitted subsidiaries, taken as a whole, accounted for less than 20% of the consolidated assets and less than 20% of the consolidated sales and consolidated operating revenues of the Corporation at December 31, 2012.

The subsidiaries identified with an asterisk (*) represent 10% or less of the total consolidated assets and 10% or less of the consolidated sales and consolidated operating revenues of the Corporation at December 31, 2012. They have been included to better illustrate the overall structure of the Corporation.



ITEM 2 BUSINESS

The business of the Corporation is divided into two business sectors: Television and Publishing.

Television

In the Television sector, the Corporation creates, produces and broadcasts entertainment, information and public affairs programming and distributes audiovisual products and films, in addition to its commercial production and home shopping operations. The Corporation operates North America's largest private French-language conventional television network, as well as eight specialty services. It also holds a minority interest in SUN News General Partnership and in the Évasion specialty channel.

The Television sector includes the activities of TVA Network (including the subsidiaries and divisions TVA Productions Inc., TVA Productions II Inc., TVA Sales and Marketing Inc., TVA Accès, TVA Création, TVA Nouvelles, TVA Interactif), the specialty services, the marketing of the digital products of the different televisual brands, the home and online shopping services of its subsidiary TVA Boutiques Inc., as well as the audiovisual and film distribution operations of its division TVA Films.

Publishing

The Publishing sector, through TVA Publications, commercializes more than 20 trademarks in more than 75 magazines and eleven Internet websites. Those trademarks specialize in show business and entertainment, television, fashion and beauty, teenagers, home decor and renovation, as well as services. In addition to its magazines, TVA Publications commercializes several digital versions associated with its various trademarks. With almost 50% of the market, TVA Publications is the most important French-language magazine publisher in Québec. As for its division TVA Studio, it specializes in content development, commercial printed productions and premedia services.

The following table provides information on revenues for each of TVA's business sectors.

REVENUES BY BUSINESS SECTOR (in thousands of dollars)

	Year ended December 31, 2012	Year ended December 31, 2011
Television	$394,075	$378,854
Publishing	$67,357	$70,622
Intersegment items	($4,066)	($3,981)
TOTAL	$457,366	$445,495

2.1. TELEVISION

TVA owns and operates six of the ten stations that make up TVA Network: CFTM-TV (Montréal), which is the network's flagship station, and five regional television stations: CFCM-TV (Québec City), CHLT-TV (Sherbrooke), CHEM-TV (Trois-Rivières), CFER-TV (Rimouski-Matane-Sept-Îles) and CJPM-TV (Saguenay/Lac St-Jean) (the "**regional stations**"). In addition to these regional stations are four affiliated stations: CHOT-TV (Gatineau) and CFEM-TV (Rouyn), owned by RNC Media Inc., as well as CIMT-TV (Rivière-du-Loup) and CHAU-TV (Carleton), owned by Télé Inter-Rives Ltée (the "**affiliated stations**"). TVA holds a 45% interest in Télé Inter-Rives Ltée. The TVA Network signal reaches nearly the entire French-speaking audience in Québec, as well as the French-speaking communities in Ontario and New

Brunswick, and a significant portion of francophone viewers in the rest of Canada. TVA also owns the specialty services LCN, addik^tv, Argent, prise 2, CASA, YOOPA, TVA Sports and MOI&cie (previously Mlle) in addition to holding stakes in the television channels SUN News and Évasion.

2.1.1. TELEVISION BROADCASTING

CFTM-TV (MONTRÉAL)

CFTM-TV (Montréal), which has been broadcasting since February 1961, operates from its television studios located at 1600 de Maisonneuve Boulevard East in Montréal. CFTM-TV (Montréal) transmits its signal from an antenna located on the summit of Mount Royal.

CFTM-TV (Montréal)'s programming includes dramas, serials, variety and service shows, real-life series, sports programs, magazine-style and quiz shows, films, news and public affairs programs. A major portion of CFTM-TV (Montréal)'s programming schedule is produced by the Corporation and is complemented by shows and films acquired from independent producers and third parties. This programming constitutes a considerable portion of the programming schedules of the TVA Network's member stations. A portion of CFTM's programming is also broadcast simultaneously on the Web and is also available on video-on-demand.

REGIONAL STATIONS

The programming of its five regional stations comes primarily from CFTM-TV (Montréal) and is complemented by local programming produced by each regional station that reflects their respective cultural, economic, political and social realities. CFCM-TV (Québec City) produces at least 18 hours of local programming per broadcast week, including 5 hours and 30 minutes of local newscasts including two newscasts on weekends, and 3 hours and 30 minutes of other programs broadcast which specifically reflect the local Québec market and that may be broadcast on the TVA Network. Each of the other regional stations produces and broadcasts at least five hours of local programming per broadcast week. TVA Network's stations carry numerous reports originating from local newscasts and form an integral part of the news content of the LCN channel.

AFFILIATED STATIONS

The affiliation agreements between the Corporation and Télé Inter-Rives Ltée (owner of the local stations CHAU-TV (Carleton) and CIMT-TV (Rivière-du-Loup), as well as between the Corporation and RNC Media Inc. (owner of the local stations CHOT-TV (Gatineau) and CFEM-TV (Rouyn)), are valid until August 31, 2013.

2.1.2. SPECIALTY SERVICES

ADDIK^TV

The Corporation owns a national license for addik^tv, a French-language digital specialty channel that was launched on October 21, 2004. Since August 2010, addik^tv's programming has been modified so as to become a channel dedicated to the presentation of popular Canadian and American movies and television series. Its Website is accessible at www.addik.tv.

ARGENT

The Corporation owns a national license for a French-language digital specialty channel which offers programming that focuses on economic and business news, as well as personal finance, Argent. The official launch took place on February 21, 2005. Its Website is accessible at www.argent.canoe.ca.

CASA

The Corporation owns a national license for CASA (formerly Les idées de ma maison) a French-language digital specialty channel devoted to real estate, renovation, decoration as well as cooking. The channel was launched on February 19, 2008. Its Website is accessible at www.casatv.ca.

ÉVASION

Évasion owns a national license for a French-language digital specialty channel devoted to travel, tourism and adventure. This channel was launched on January 31, 2000. The Corporation holds a 8.3% interest in Évasion. Its Website is accessible at www.evasion.tv.

LE CANAL NOUVELLES (LCN)

Launched in September 1997, LCN broadcasts national news and general interest information. This channel has to offer newscasts updated at least every 120 minutes. *Denis Lévesque, Le vrai Négociateur* and *Franchement Martineau* are some examples of shows that are presented. Its Website is accessible at tvanouvelles.ca.

MOI&CIE

The Corporation owns a national license for a French-language digital specialty channel devoted to style, beauty and the well-being of Québec women, MOI&cie. The channel was launched on May 2, 2011 under the name Mlle and has been repositioned on February 1st, 2013 under a new name, MOI&cie. Its Website is accessible at www.moietcie.ca. TVA also publishes a magazine of the same name.

PRISE 2

The Corporation owns a national license for the French-language digital specialty channel dedicated to great television and film classics, prise 2. This channel was launched on February 9, 2006. Its Website is accessible at www.prise2.canoe.ca.

SUN NEWS

Sun Media Corporation and the Corporation own, through SUN News General Partnership, a national license for an English-language digital news and opinion specialty channel, SUN News. This channel was launched on April 18, 2011. Sun Media Corporation and the Corporation hold a 51% and 49% interest respectively. Its Website is accessible at www.sunnewsnetwork.ca.

TVA SPORTS

The Corporation owns a national license for a French-language digital specialty channel devoted to every aspect of sports by focusing on professional Canadian sports of general interest, TVA Sports. This channel was launched on September 12, 2011. Its Website is accessible at tvasports.ca.

YOOPA

The Corporation owns a national French-language digital specialty channel aimed exclusively at preschoolers, YOOPA. This channel was launched on April 1st, 2010. Its Website is accessible at www.yoopa.ca. TVA also publishes a magazine of the same name for parents.

2.1.3. OTHER SPECIALITY SERVICES

On October 13, 2010, the CRTC granted the Corporation a new license to operate a French-language Category B specialty service. This service will offer programs relating to show business (Québec star system), entertainment and humour. This service has not yet been launched.

2.1.4. TÉLÉ ACHAT

On August 1st, 2012, TVA Boutiques Inc. discontinued the operations of its home shopping cable channel “Télé-achat”, which was carried on the Videotron and Cogeco systems in Québec, while continuing the broadcast of the “Shopping TVA” program on TVA Network as well as its online shopping operations.

2.1.5. TVA BOUTIQUES INC.

TVA Boutiques Inc. operates among others under the trademark Shopping TVA and produces the same name home-shopping show broadcast on TVA Network. TVA Boutiques Inc. manages all consumer product sales segments broadcast on both networks. The Shopping TVA program broadcast on TVA Network includes the full production of the home-shopping segment and all the necessary infrastructure to support sales, from order taking to the delivery of goods. Shopping TVA also operates a transactional Website at www.shoppingtva.ca.

In addition, TVA Boutiques Inc. manages the marketing of a wide range of products endorsed by popular figures or brands, such as the products of “Bijoux Caroline Néron” available on the Web at www.bijouxcarolineneron.com, as well as the products of “Boutique en forme avec Josée Lavigueur” available on the Web at www.boutiqueenforme.ca.

2.1.6. TVA PRODUCTIONS INC.

TVA Productions Inc. produced close to 1,600 hours of original programming during the fiscal year ended December 31, 2012 including drama, youth programs, variety and magazine-style shows, galas, documentaries, game shows and real-life series. TVA Productions’ output is produced for airing on the TVA Network, the specialty channels of the Corporation, its Websites as well as on video-on-demand, the Web and mobile network.

2.1.7. TVA FILMS

During the fiscal year ended December 31, 2012, TVA Films continued to carry out its distribution business in the home entertainment (DVD/Blu-ray), television and other digital platform divisions. TVA Films did not release movies for theaters (“Box Office”) in 2012. The Corporation’s management indicated its intention to stop distributing new Québec films to theaters, but will continue to distribute audiovisual material for all other digital platforms, including the use of its catalog of titles and formats at the local, national and international levels.

2.1.8. SOURCES OF REVENUE

Private conventional television stations derive most of their revenues from the sale of air time for advertising. The rates set by stations depend largely on their audience share, on the demographic and socio-economic make-up of their audience and on the availability of other media or promotional vehicles.

Air time on the TVA Network, i.e. CFTM-TV (Montréal), as well as the regional and affiliated stations, is sold by sales representatives employed by TVA Sales and Marketing Inc. and advertising sales agencies located in Montreal and Toronto administered by Quebecor Media to advertising agencies acting for national advertisers. Air time is also sold by local sales representatives to local retailers or advertisers.

A total of 66% of specialty channel revenues is derived from subscription charges paid by broadcasting distribution undertakings, while 34% is derived from advertising revenues.

The revenues of TVA Boutiques Inc. are generated from the sale of consumer products.

As for TVA Films, it is involved in the acquisition and administration of rights for the distribution of films and audiovisual productions in Canada and abroad as well as television broadcast formats for international operations. Revenue is derived from four main sources: the presentation of films in movie theatres, the rental and sale of DVDs and Blu-rays, the sale of movies on various digital platforms and the sale of products contained in its catalogue on various audiovisual platforms (video-on-demand, pay-TV and pay-per-view, and general interest and specialty TV channels).

The Corporation's businesses, including Publishing, experience significant seasonality due to, among other factors, seasonal advertising patterns and influences on people's viewing, reading and listening habits. Because the Corporation depends on the sale of advertising for a significant portion of its revenue, operating results are also sensitive to prevailing economic conditions, including changes in local, regional and national economic conditions.

2.1.9. LICENSES AND REGULATION

Television stations and specialty channels are all operated under licenses issued by the CRTC. These activities are subject to the requirements and regulations of the *Broadcasting Act* (Canada), in particular the *Television Broadcasting Regulations, 1987* and the *Specialty Services Regulations, 1990*, as well as to CRTC policies and decisions published from time to time, and to the terms, conditions and expectations set out in the license pertaining to each station or specialty channel. These licenses are issued for a fixed term and, before their expiry, the Corporation must apply to the CRTC for their renewal. Renewals are generally granted to corporations that have complied with the terms and conditions of their licenses. The acquisition or disposition of television broadcasting activities also requires regulatory approval. The Corporation believes it is compliant with all the terms and conditions of its various licenses, and has no reason to believe that its licenses would not be renewed upon their expiry.

Ownership and Control of Canadian Broadcast Undertakings

The Governor in Council, through an Order-in-Council referred to as the Direction to the CRTC (*Ineligibility of Non-Canadians*), has directed the CRTC not to issue, amend or renew a broadcasting license to an applicant that is a non-Canadian. "Canadian", a defined term in the Direction, means, among other things, a citizen or a permanent resident of Canada, a Canadian government, a corporation without share capital of which a majority of the directors are appointed or designated by statute, regulation or specified governmental authorities, a qualified mutual insurance company, a qualified pension fund society, a qualified cooperative of which not less than 80% of the members are Canadians, or a qualified corporation. A qualified corporation is one incorporated or continued in Canada, of which the chief executive officer (or if there is no chief executive officer, the person performing functions similar to those performed by a chief executive officer) and not less than 80% of the directors are Canadians, and (in the case of a corporation having share capital) not less than 80% of the issued and outstanding voting shares and not less than 80% of the votes are beneficially owned and controlled, directly or indirectly, by Canadians.

In addition to the above requirements, Canadians must beneficially own and control, directly or indirectly, not less than 66.6% of the issued and outstanding voting shares and not less than 66.6% of the votes of the parent corporation that controls the subsidiary, and neither the parent corporation nor its directors may exercise control or influence over any programming decisions of the subsidiary if Canadians beneficially own and control less than 80% of the issued and outstanding shares and votes of the parent corporation, if the chief executive officer of the parent corporation is a non-Canadian or if less than 80% of the parent corporation's directors are Canadians. There are no specific restrictions on the number of non-voting shares which may be owned by non-Canadians. Finally, an applicant seeking to acquire, amend or renew a broadcasting license must not otherwise be controlled in fact by non-Canadians, a question of fact which may be determined by the CRTC in its discretion. Control is defined broadly in the Direction to mean control in any manner that results in control in fact, whether directly through the ownership of securities or indirectly through a trust, agreement or arrangement, the ownership of a corporation or otherwise. TVA and Sun Media Corporation are qualified Canadian corporations.

Regulations made under the *Broadcasting Act* require the prior approval of the CRTC for any transaction that directly or indirectly results in (i) a change in effective control of the licensee of a broadcasting distribution undertaking or a television programming undertaking (such as a conventional television station, network or pay or specialty undertaking service), (ii) a person or a person and its associates acquiring control of 30% or more of the voting interests of a licensee or of a person who has, directly or indirectly, effective control of a licensee, or (iii) a person or a person and its associates acquiring 50% or more of the issued common shares of the licensee or of a person who has direct or indirect effective control of a licensee. In addition, if any act, agreement or transaction results in a person or a person and its associates acquiring control of at least 20% but less than 30% of the voting interests of a licensee, or of a person who has, directly or indirectly, effective control of the licensee, the CRTC must be notified of the transaction. Similarly, if any act, agreement or transaction results in a person or a person and its associates acquiring control of 40% or more but less than 50% of the voting interests of a licensee, or a person who has directly or indirectly effective control of the licensee, the CRTC must be notified.

Jurisdiction Over Canadian Broadcast Undertakings

TVA's programming activities are subject to the *Broadcasting Act* and regulations made under the *Broadcasting Act* that empower the CRTC, subject to directions from the Governor in Council, to regulate and supervise all aspects of the Canadian broadcasting system in order to implement the policy set out in the *Broadcasting Act*. Certain of TVA's undertakings are also subject to the *Radiocommunication Act* (Canada), which empowers Industry Canada to establish and administer the technical standards that networks and transmission must comply with, namely, maintaining the technical quality of signals.

The CRTC has, among other things, the power under the *Broadcasting Act* and regulations promulgated thereunder to issue, subject to appropriate conditions, amend, renew, suspend and revoke broadcasting licenses, approve certain changes in corporate ownership and control, and establish and oversee compliance with regulations and policies concerning broadcasting, including various programming and distribution requirements, subject to certain directions from the Federal Cabinet.

Complaint related to TVA VOD content

On January 26, 2011, in Decision CRTC 2011-48, the CRTC set out its findings on complaints filed by TELUS and Bell concerning exclusive TVA content on Videotron's illico on Demand service. The CRTC found that TVA and/or Videotron had contravened applicable regulations that prohibit them from giving an undue preference or subjecting any person to an undue disadvantage. To remedy the violations, the CRTC set out requirements including that TVA programs distributed on VOD must be provided without delay to TELUS and to Bell and that, within thirty days following the date of the decision, the parties negotiate an agreement for the provision of TVA programming by VOD services or agree on a process for determining a reasonable fee and reasonable terms and conditions for the provision of TVA programming by VOD services. On February 25, 2011, TVA and Videotron filed with the CRTC two separate reports on the progress of negotiations with TELUS and Bell. The Federal Court of Appeal and the Supreme Court of Canada both denied Videotron/TVA application for leave to appeal the CRTC's decision. In November 2011, Bell and TVA agreed on the terms and conditions whereby TVA programs will be made available, thus ending Bell's complaint. The negotiations between Telus and TVA are suspended.

Vertical integration

In September 2011, the CRTC released Broadcasting Regulatory Policy CRTC 2011-601 (the "**Policy**") setting out its decisions on the regulatory framework for vertical integration. Vertical integration refers to the ownership or control by one entity of both programming services, such as conventional television stations or pay and specialty services, as well as distribution services, such as cable systems or DTH (direct-to-home). The Policy: (i) prohibits companies from offering television programs on an exclusive basis to their mobile or Internet subscribers in a manner that they are dependent on the subscription to a specific mobile or retain Internet access service. Any program broadcast on television, including hockey games and other live events, must be made available to competitors under fair and reasonable terms; (ii) allows companies to offer exclusive programming to their Internet or mobile customers provided that it is produced specifically for an Internet portal or a mobile device; and (iii) adopts a code of conduct to prevent anti-competitive behaviour and ensure all distributors, broadcasters and online programming services negotiate in good faith (to protect Canadians from losing a television service during negotiations, broadcasters must continue to provide the service in question and distributors must continue to offer it to their subscribers).

On July 26, 2012, the CRTC published Broadcasting Regulatory Policy CRTC 2012-407 and announced amendments to the Television Broadcasting Regulations, 1987, the Pay Television Regulations, 1990, the Specialty Services Regulations, 1990, and the Broadcasting Distribution Regulations. These amendments, related to the distribution of Category B services, the "no head start" rule, the prohibition against tied selling, the standstill provisions and dispute resolution provisions, implement determinations made by the CRTC in Regulatory framework relating to vertical integration, Broadcasting Regulatory Policy CRTC 2011-601, September 21, 2011.

On July 26, 2012, the CRTC published Broadcasting Order CRTC 2012-408. The CRTC amended the terms and conditions of the exemption order for terrestrial broadcasting, distribution undertakings serving fewer than 20,000 subscribers. These amendments implement determinations made by the CRTC in Regulatory framework relating to vertical integration, Broadcasting Regulatory Policy CRTC 2011-601, September 21, 2011.

Digital transition

As a result of Broadcasting Regulatory Policy CRTC 2011-198, on September 1st, 2011, the transition to digital television broadcasting occurred in major markets of Canada. Consequently, a majority of analog transmitters were shut down approximately on the same date.

Copyright Board Proceedings

Certain copyrights in radio, television, Internet and pay audio content are administered collectively by the Copyright Board of Canada (the "**Copyright Board**"), who establishes tariff rates. Tariffs set by the Copyright Board are generally applicable until a public process is held and a decision of the Copyright Board is rendered for a renewed tariff. Renewed tariffs are often applicable retroactively.

Royalties for Commercial Television

The Society of Composers, Authors and Music Publishers of Canada ("**SOCAN**") 's Tariff 2.A requires the payment of royalties by commercial television stations to SOCAN in compensation for the right to communicate to the public by telecommunication, in Canada, musical or dramatico musical works forming part of its repertoire. Since 1959, the tariff has been set at a percentage of a television station's gross revenues. In January 1998, the Copyright Board reduced the then applicable rate from 2.1% to 1.8% and set up a "modified blanket license," allowing television stations to "opt out" of the traditional blanket license for certain programs.

In March 2004, the Copyright Board certified SOCAN's Tariff 2.A.

SOCAN filed new proposed tariffs with the Copyright Board for the years 2008 through 2012. SOCAN is not seeking any increase or modifications to the current tariff. The royalties are likely to be maintained at 1.9% for the years 2008 through 2012, and a station still has the option to opt out of the traditional blanket license, but only on a monthly basis. This election is allowed only twice in each calendar year. For 2013, SOCAN is seeking an increase to 2.1% which has been opposed by the Corporation and the industry.

SOCAN's proposed Tariff 22.D would require television stations, including TVA, to pay for communications of musical works as part of audiovisual works from Internet sites. Pursuant to the proposed Tariff 22.D, the royalty would be the greater of 15% of Internet gross revenues or 15% of Internet gross operating expenses, with a minimum monthly fee of $200. The proposed tariff has been contested by the industry.

Canadian Broadcast Programming (Off the Air and Thematic Television)

Programming of Canadian Content

CRTC regulations require licensees of television stations to maintain a specified percentage of Canadian content in their programming. Specialty or thematic television channels also have to maintain a specified percentage of Canadian content in their programming generally set forth in the conditions of their license. A licensee is required to devote not less than 55% of the broadcast year, and not less than 50% of the evening broadcast period (6:00 p.m. to midnight) to the broadcast of Canadian programs.

Broadcasting License Fees

Broadcasting licensees are subject to annual license fees payable to the CRTC. The license fees consist of two separate fees. One fee allocates the CRTC's regulatory costs for the year to licensees based on a licensee's proportion of the gross revenue derived during the year from the licensed activities of all licensees whose gross revenues exceed specific exemption levels. The other fee, also called the Part II license fee, for broadcasting undertakings that licensed activity exceeds $1,500,000. The total annual amount to be assessed by the CRTC is the lower of: a) $100,000,000 (indexed); and b) 1.365% multiplied by the aggregate fee revenues for the return year terminating during the previous calendar year of all licensees whose fee revenues exceed the applicable exemption levels, less the aggregate exemption level for all those licensees for that return year.

In a call for comments regarding certain aspects of the regulatory framework for over-the-air television, the Corporation had asked the regulator to consider leaving off-the-air TV networks like TVA to negotiate a fee with broadcast distributors for the carriage of the signal. On March 22, 2010, in Broadcasting Regulatory Policy CRTC 2010-167, the CRTC referred the question of its jurisdiction on the proposed regime for value for signal to the Federal Court of Appeal. On February 28, 2011, the Federal Court of Appeal rendered its decision determining that the CRTC has the power to establish a system to enable private local television stations to choose to negotiate with broadcasting distribution undertakings a fair value in exchange for the distribution of the programming services broadcast by those stations. An appeal was filed to the Supreme Court of Canada. The decision of the Supreme Court of Canada, published on December 13, 2012, determined that the Broadcasting Act may not be interpreted as authorizing the CRTC to implement the proposed regime for value for signal.

Renewal of TVA's licenses

Following the public hearing held by the CRTC with regards to the renewal of TVA's licenses (TVA Network and associated conventional television stations, along with several TVA specialty services), the CRTC published, on April 26, 2012, the Broadcasting Decision CRTC 2012-242 including, notably, the following determinations:

- The CRTC imposed a condition of licence to the effect that TVA shall, in each broadcast year, devote to the acquisition of or investment in Canadian programming at least 80% of the current broadcast year's programming expenditures of the network and all conventional television stations of TVA. Moreover, the CRTC did not consider it necessary to impose a condition of license with respect to either the broadcast of priority programs or to programs of national interest (PNI).

- The CRTC chose to continue to require for the local TVA station in Québec City that, of the 18 hours of local programming per broadcast week, 9 hours must focus specifically on the Québec region, including the 5 hours and 30 minutes of local newscasts (including two newscasts on weekends). The CRTC deemed it necessary that the remaining 3 hours and 30 minutes be broadcast exclusively in the local Québec market and considered that it may be broadcast on the TVA Network.

- The CRTC chose to maintain the current Canadian programming expenditures (CPE) requirement for addik^{TV} at 40%.

The conditions of license came into force on September 1st, 2012 and will remain applicable until August 31, 2015.

Local Programming Improvement Fund

On July 18, 2012, the CRTC announced that the Local Programming Improvement Fund ("**LPIF**") would be phased out between now and August 31, 2014. More specifically, the CRTC plans to reduce the contribution rate from 1.5% to 1% for the 2012-2013 broadcast year and to 0.5% for the 2013-2014 broadcast year, and to eliminate the LPIF as of September 1, 2014.

The following table shows the broadcasting licenses approvals for each television stations of the Corporation, as well as the licenses for its wholly-owned specialty channels:

Stations and specialty services	Location	Expiry date	Decision number
TVA Network	Canada	August 31, 2015	CRTC 2012-242
CFTM-TV	Montréal	August 31, 2015	CRTC 2012-242
CHLT-TV	Sherbrooke	August 31, 2015	CRTC 2012-242
CHEM-TV	Trois-Rivières	August 31, 2015	CRTC 2012-242
CFCM-TV	Québec City	August 31, 2015	CRTC 2012-242
CJPM-TV	Saguenay/Lac St-Jean	August 31, 2015	CRTC 2012-242
CFER-TV	Rimouski	August 31, 2015	CRTC 2012-242
addik^{TV}	Canada	August 31, 2015	CRTC 2012-242
Argent	Canada	August 31, 2015	CRTC 2012-242
CASA	Canada	August 31, 2015	CRTC 2021-242
Le Canal Nouvelles (LCN)	Canada	August 31, 2015	CRTC 2012-242
MOI&cie	Canada	August 31, 2017	CRTC 2010-752
prise 2	Canada	August 31, 2015	CRTC 2012-242
Star Système	Canada	August 31, 2017	CRTC 2010-753

Stations and specialty services	Location	Expiry date	Decision number
TVA Sports	Canada	August 31, 2016	CRTC 2010-116
YOOPA	Canada	August 31, 2016	CRTC 2010-103

Note: The licenses for SUN News and Évasion expire on August 31, 2015 and August 31, 2017 respectively. As for CHAU-TV (Carleton), CIMT-TV (Rivière-du-Loup), CHOT-TV (Gatineau) and CFEM-TV (Rouyn), the licenses expire on August 31, 2016.

2.1.10. COMPETITION, VIEWING AUDIENCES AND TELEVISION MARKET SHARE

The Television sector competes directly with all other advertising media. The distribution of advertising dollars among these various media is determined by several factors, among them the economic climate, advertiser's preferences and the interest in the product offered.

The Television sector in Québec has to deal with a very competitive environment due to the multiplication of specialty services and the increase in sales of air time by them. Moreover, publicly owned stations benefit from strong financial support from governments, while also maintaining access to the advertising market and funding available for Canadian programming and for LPIF. In addition to the larger number of television channels, viewers are increasingly solicited by the Internet and its peripheral services that may attract their interest. The negative impact that the new media has on the Television sector is increasingly affecting traditional advertising revenues.

The quality of its programming, the great popularity of its shows, the reputation for its news and information services and the use of new broadcasting platforms are all factors that help the Corporation maintain its audience ratings and its significant share of the advertising market. For the year 2012, TVA Network remained in the lead with its 23.7 market shares, being more than the aggregate market shares of its two main conventional competitors. In addition, it broadcast 23 of the 30 best-watched shows in Québec in 2012.

In the distribution sector, the market in both English-speaking Canada and Québec is dominated by American films. Most American blockbusters are distributed by the American "majors" being 20th Century Fox, Warner, Disney and Paramount Pictures.

In the DVD/Blu-ray market segment, the market is characterized by a general decrease in sales and an important downward pressure on sales prices. For its part, TVA has consolidated all of its operations under the contract it has entered into with Distribution Sélect. An increased percentage of titles have also been made available for sale and for rent via the new digital platforms in Canada and the United States.

2.2. PUBLISHING

2.2.1. TVA PUBLICATIONS

TVA Publications publishes more than 75 magazines including regular, special and seasonal issues. Its principal trademarks focus on five market niches:

Entertainment

- 7 Jours
- DH
- Échos Vedettes
- Le Lundi
- Pool Pro
- Star Système
- TV Hebdo
- TV 7 Jours

Women, Fashion, Beauty

- Clin d'oeil
- Femme d'aujourd'hui (FA)
- MOI&cie
- Star Inc.

Teenagers

- Cool!

Decoration

- Chez soi
- Les Idées de ma maison
- Rénovation Bricolage
- Les idées de mon Jardin
- Hors Série Décoration
- Votre Maison

Services

- À vos pinceaux
- Animal
- Tout simplement
- Signé M

Through its division TVA Studio, TVA Publications is also active in the content development segment, the commercial printed productions and the premedia services. TVA Studio has received mandates from prestigious clients such as The Jean Coutu Group (PJC) Inc., Destination Centre-Ville, Videotron Ltd. and many others.

TVA Publications also operates Websites in order to broadcast its trademarks and contents on different digital platforms. Thus, Websites such as www.7jours.ca, www.clindoeil.ca, www.moietcie.ca. www.chezsoimagazine.ca, www.ideesdemamaison.ca, www.lesideesdemonjardin.ca, www.tvhebdo.com, www.magazine-fa.ca, www.lelundi.ca, www.magazinecool.ca and www.renovationbricolage.ca are broadcasting daily content related to the editorial line of its corresponding trademarks. In the short term, TVA Publications is looking to increase its trademarks' visibility on digital platforms to diversify its offer to readers and advertisers. As such, since the fall of 2012, TVA Publications offers e-Replica versions of 15 of its magazines on Windows, IOS and Androïd platforms. It also publishes interactive editions of "Clin d'oeil" and "Chez soi".

Each magazine's content is either produced internally by the employees of the Corporation or by freelancers, or purchased on the market. Art direction, computer graphics as well as coordination and review of the content are done by the staff of TVA Publications. Printing and touch up are done by different printers. All TVA Publications' magazines are distributed at newsstands by an affiliate, Quebecor Media Network Inc.

2.2.2. REVENUE SOURCES

The main sources of revenue for the Publishing sector are newsstand sales, subscriptions and advertising sales. TVA Publications also benefits from certain government programs to support Canadian magazine publishing. The downward trend in the publishing market and the increase in media diversity remain significant issues affecting the sector's performance. Nevertheless, the strength of trademarks of the Corporation brings new business opportunities.

2.2.3. COMPETITION

Competition in this sector remains vigorous. Nevertheless, TVA remains Québec's largest publisher of French-language magazines. Its weeklies are read by more than 2 million readers each week, according to data compiled by the Print Measurement Bureau (PMB). The magazine 7 Jours alone, which covers artistic and cultural events, has more than 700,000 readers per issue. In addition, TVA's monthlies are read by more than 3.9 million readers on a monthly basis. TVA is the newsstand sales leader, holding a share of 69% of the French-language market. In this market, TVA Publications, with all of its magazines, has obtained 47% of all subscriptions and newsstand sales.

2.3. INTELLECTUAL PROPERTY

The Corporation holds or uses under licence a number of trademarks which form part of its most important intangible assets. The main trademarks for its products and services are filed or registered in Canada. In addition, the Corporation has rights arising from its use of unregistered trademarks. It takes all required legal measures to protect its trademarks and believes that these trademarks are appropriately covered for its needs.

The audiovisual contents that the Corporation produces, distributes or broadcasts usually benefit from a legal protection regime under the copyright laws applicable in the territories where they arise from or where they are used. These protection regimes generally provide for civil and criminal penalties in the event of any unauthorized use, broadcast or reproduction. The literary and photographical contents included in TVA's publications and on its Websites are also protected under the copyright regime. Under the laws or contracts, TVA is the owner of the intellectual property rights on most of the literary contents reproduced in its publications, subject to limited exceptions, including the contents taken from national or international agencies. TVA therefore ensures that it enters into licence agreements with these agencies, freelancers and any other providers of similar contents under conditions that enable it to meet its operating needs. TVA believes that it has taken the appropriate and reasonable measures to cover, use, protect and guarantee the protection of the contents that it creates and distributes.

2.4. HUMAN RESOURCES AND LABOUR RELATIONS

At December 31, 2012, TVA had 1,371 permanent employees.

The following table shows the number of permanent employees in each business sector.

Television:	1,124
Publishing:	247
TOTAL:	1,371

TVA's labour relations are governed by 13 collective agreements. At December 31, 2012, four collective agreements had expired or expired at that date. The collective agreements that were expired on December 31, 2012 cover approximately 86% of TVA's unionized regular employees.

2.5. ENVIRONMENT

The operations of TVA are subject to federal, provincial and municipal laws and regulations concerning environmental matters. Besides the impact of the coming into force of the new fees with respect to business contributions for costs related to waste recovery services provided by Québec municipalities (Bill 88) which adversely affect actual and future operating expenses of the Publishing sector, the management of the Corporation as well as the management of its subsidiaries believe that compliance with the environmental regulation has not a material adverse effect on its business, financial condition or results of operations.

As provided in its environmental strategy, the Corporation is determined to reduce the environmental impact of its activities by implementing various initiatives based on the environmental performance assessment, the implementation of green practices, the responsible procurement and the employee awareness-raising campaign.

ITEM 3 HIGHLIGHTS

In the past three fiscal years, the following events have had an impact on the development and growth of TVA:

2012 HIGHLIGHTS

On February 24, 2012, the Corporation completed the renewal of its $100,000,000 revolving term loan for a five-year term on similar conditions, except that credit costs were renegotiated advantageously by the Corporation.

On March 1st, 2012, the Corporation announced that it had reached a significant agreement with Rogers Communications to offer the SUN News and "TVA Sports" services as well as the TVA Network content to its customers on Rogers Communications' video-on-demand, mobile and Web platforms.

During the second quarter of 2012, new carriage agreements for "LCN" were signed with a number of broadcast distribution undertakings. The agreements expand LCN's distribution and increase subscription revenues.

On May 31, 2012, the sale of the Corporation's interest in the specialty services "The Cave" and "Mystery TV" to Shaw Media Global Inc. closed.

On June 28, 2012, the CRCT approved the sale of a 2% interest in SUN News General Partnership to Sun Media Corporation. The transaction closed on June 30, 2012.

2011 HIGHLIGHTS

On March 17, 2011, the Corporation filed a normal course issuer bid to repurchase for cancellation between March 21, 2011 and March 20, 2012, up to 972,545 of the Corporation's Class B shares, representing approximately 5% of the number of Class B shares issued and outstanding. Further to the Board of Directors' decision, on August 8, 2011, to suspend the payment of dividends, the Corporation has indicated that it does not expect to redeem shares under the normal course issuer bid. During the fiscal year ended December 31, 2011, no Class B shares were repurchased for cancellation.

On April 18, 2011, the Corporation and Sun Media Corporation launched SUN News, a national English-language news and opinion digital specialty service. On October 31, 2011, the Corporation returned the SUN TV license to the CRTC.

On May 2, 2011, the Corporation launched "Mlle", a digital specialty service, dedicated to style, beauty and the well-being of Québec women (renamed MOI&cie on February 1st, 2013).

On September 12, 2011, the Corporation launched "TVA Sports", a digital specialty service devoted to every aspect of sports by focusing on professional sports of general interest.

On December 22, 2011, the Corporation announced an agreement through which it would sell its interests in the "Mystery TV" and "The Cave" specialty channels to its partner in these companies. Further to the CRTC's approval, the proposed transaction was finalized on May 31st, 2012.

2010 HIGHLIGHTS

On March 17, 2010, the Corporation filed an issuer bid to repurchase for cancellation between March 19, 2010 and March 18, 2011, up to 972,545 of the Corporation's Class B shares, representing approximately 5% of the number of Class B shares issued and outstanding. During the fiscal year ended December 31, 2010, no Class B shares were repurchased for cancellation.

During the third quarter of 2010, the Corporation and Sun Media Corporation have put into place a new partnership, SUN TV News General Partnership, (51% the Corporation and 49% Sun Media Corporation) to operate the digital specialty channel SUN News.

On September 7, 2010, TVA signed a new collective agreement with its employees in Montréal. The agreement expired on December 31, 2012.

On December 25, 2010, Sun TV Company liquidated its net assets and distributed them on a pro-rata basis between its shareholders, the Corporation and Sun Media Corporation (75% to the Corporation and 25% to Sun Media Corporation). On that same day, the Corporation purchased from Sun Media Corporation 25% of Sun TV Company's net assets, which it had received upon the liquidation in order to become the sole owner and to continue operating the Sun TV station.

ITEM 4 RISK FACTORS

The Corporation urges all of its current and potential investors to carefully consider the risks described in the sections referred to below as well as the other information contained in this Annual Information Form and other information and documents it filed with the appropriate securities regulatory authorities before making any investment decision with respect to any of its securities. The risks and uncertainties described in such sections are not the only ones it may face. Additional risks and uncertainties that it is unaware of, or that it currently deems to be immaterial, may also become important factors that affect the Corporation. If any of the following risks actually occurs, its business, cash flows, financial condition or results of operation could be materially adversely affected. Such risk factors should be considered in connection with any forward-looking statements in this document and with the cautionary statements contained in Item 13 – Forward-Looking Statements.

The Corporation describes the primary risk factors facing its activities and businesses under the "Risks and Uncertainties" section on pages 23 to 27 of its Management's Discussion and Analysis for the year ended December 31, 2012. The report was filed with Canadian securities regulatory authorities on February 28, 2013. The pages are incorporated herein by reference and may be viewed under the Corporation's profile on the SEDAR Website at www.sedar.com.

ITEM 5 CAPITAL STRUCTURE

5.1. AUTHORIZED CAPITAL STOCK

The authorized capital stock of the Corporation is as follows:

- an unlimited number of preferred shares, non-participating, non-voting, with a par value of $10 each, issuable in series;

- an unlimited number of Class A common shares, voting, participating, without par value, ("**Class A Shares**");

- an unlimited number of Class B shares, non-voting, participating, without par value, ("**Class B Shares**").

The Class B Shares are "restricted securities" (within the meaning of the relevant Canadian regulations respecting securities) in that they do not carry any voting rights.

In the event that a takeover bid is made for the Class A Shares, there are no provisions in the Articles of the Corporation granting the holders of Class B Shares the right to convert their shares into Class A Shares or any similar right designed to enable them to participate in such a take-over bid.

5.2. ISSUED AND OUTSTANDING CAPITAL STOCK

At February 28, 2013, there were 4,320,000 Class A and 19,450,906 Class B Shares issued and outstanding.

5.3. CONSTRAINTS ON ISSUE AND TRANSFER OF SHARES

The issue and transfer of the Corporation's shares are constrained by its Articles in order to ensure that it complies with the conditions of the licenses granted by the CRTC. The Corporation is subject to Canadian ownership and control requirements that preclude citizens or companies from countries other than Canada from owning more than 20% of any Class of the Corporation's outstanding shares.

Each purchaser or transferee of the shares of the Corporation is required to supply a declaration stating his citizenship. The transfer agent ensures that no share is issued or transferred, if this would prevent the Corporation from holding its licenses.

5.4. DIVIDENDS

Each Class A Share and Class B Share bestows the right to receive dividends that the Board of Directors of the Corporation declares. The amount is identical and is paid on the same date and in the same form as though the Class A Shares and Class B Shares belong to a single category.

During the fiscal year 2010, the Corporation has declared and paid quarterly dividends totaling $0.20 annually per Class A Share and Class B Share. During the first and second quarters of 2011, the Corporation declared a dividend of $0.05 per Class A Share and Class B Share. Given the significant investments of the Corporation in its capital projects and the launches of several specialty services, the Board of Directors suspended the payment of its dividends since the third quarter of 2011. No dividends were paid during the fiscal year 2012.

Declaration and payment of dividend are the responsibility of the Board of Directors of the Corporation, which takes into consideration the Corporation's financial situation and its cash-flow strategy. In addition, in accordance with the Corporation's credit agreements, the Corporation is subject to restrictions including the maintenance of certain financial ratios that may limit the amount of the dividend that the Corporation can declare and pay.

5.5. MARKET FOR SECURITIES

Only the Class B Shares are listed on a stock exchange, namely the Toronto Stock Exchange. They are listed under the symbol "TVA.B".

The following table sets forth the monthly price range per share, the closing price and the trading volume for each month in 2012.

Month	*Closing Price*	*High*	*Low*	*Monthly trading volume*
January	8.80	9.02	8.00	69,264
February	9.25	9.81	8.84	15,348
March	9.45	9.80	8.90	13,931
April	8.42	9.49	8.40	20,618
May	8.50	9.45	8.40	17,745
June	7.45	8.40	7.45	20,407
July	7.06	7.86	7.05	42,272
August	7.16	7.50	7.05	45,619
September	7.10	7.29	7.06	78,424
October	7.05	7.49	6.50	65,518
November	8.52	8.59	7.06	370,833
December	8.49	8.60	8.25	32,537

ITEM 6 DIRECTORS AND EXECUTIVE OFFICERS

6.1. DIRECTORS

The Corporation's Board of Directors is responsible for supervising the management of its business and internal affairs with a view to increasing shareholder value. The Board of Directors is responsible for the efficient management of the Corporation and, in this capacity, is required to provide effective and independent oversight of the Corporation's operations and business, which is the daily responsibility of the Corporation's management. The Board of Directors may delegate certain tasks to its committees. Such delegation does not release the Board of Directors from its general management responsibilities towards the Corporation.

The mandate of the Corporation's Board of Directors is attached as Appendix A to this Annual Information Form.

The conditions attached to the broadcasting licenses of the Corporation provide that a maximum of 40% of the directors of the Corporation can be members, or previous members, of the Board of Directors of Quebecor or Quebecor Media, or of any Board of Directors of a company controlled directly or indirectly by Quebecor or Quebecor Media.

The Corporation's Board of Directors currently consists of ten directors. The directors are elected each year at the annual shareholders meeting and remain in office until the next annual shareholder meeting or until their successors are appointed. The following table provides the names, place of residence and principal occupations of each of the directors of the Corporation as at February 28, 2013, as well as the year each one was appointed as director of the Corporation and the committees of which each director is a member, if any.

All information in this section has been provided by the persons concerned.

Name and place of residence	Principal occupation	Director since
Marc A. Courtois[1] Québec, Canada	Corporate Director	2003
Pierre Dion Québec, Canada	President and Chief Executive Officer of the Corporation	2011
Jacques Dorion[2] Québec, Canada	Chief Executive Officer, Aegis Media Montreal (media agency)	2001
Nathalie Elgrably-Lévy Québec, Canada	Economist, HEC Montréal (University teaching)	2008
Serge Gouin[2] Québec, Canada	Chairman of the Board of the Corporation, Chairman of the Board, Quebecor Media Inc. (communications corporation)	2001
Sylvie Lalande [2] Québec, Canada	Corporate Director	2001
A. Michel Lavigne[1] Québec, Canada	Corporate Director	2005
Jean-Marc Léger Québec, Canada	Chief Executive Officer Léger Marketing (survey and marketing research firm)	2007
Pierre Karl Péladeau Québec, Canada	Vice Chairman of the Board of the Corporation, President and Chief Executive Officer, Quebecor Inc. (communications holding corporation), President and Chief Executive Officer, Quebecor Media Inc. (communications corporation) and President and Chief Executive Officer, Sun Media Corporation (newspapers)	2007
André Tranchemontagne [1] Québec, Canada	Corporate Director	2004

(1) Member of the Audit Committee
(2) Member of the Compensation Committee

Except as stated below, each of the aforementioned directors has, during the past five years, carried on his or her current principal occupation or held other management positions with the same or other associated companies or firms, including affiliates and predecessors, indicated opposite his or her name.

6.2. EXECUTIVE OFFICERS

The following table provides the names of each of the Corporation's executive officers, its place of residence and his or her position in the Corporation as at February 28, 2013.

Name and place of residence	**Position in the Corporation**
Serge Gouin Québec, Canada	Chairman of the Board *
Pierre Karl Péladeau Québec, Canada	Vice Chairman of the Board *
Pierre Dion Québec, Canada	President and Chief Executive Officer
Denis Rozon Québec, Canada	Vice-President and Chief Financial Officer
Daniel Boudreau Québec, Canada	Vice-President, TVA Productions, Operations and technologies
Serge Fortin Québec, Canada	Vice-President, TVA News – Sports – QMI Agency
Richard Gauthier Québec, Canada	Vice-President, Human Resources
France Lauzière Québec, Canada	Vice-President, Programming, Branded & Content
Edith Perreault Québec, Canada	Vice-President, Sales and Marketing
Claudine Tremblay Québec, Canada	Vice-President and Corporate Secretary
Maxime Bédard Québec, Canada	Assistant Vice-President, Legal Affairs
Christian Marcoux Québec, Canada	Assistant Secretary

*The positions of Chairman of the Board and of Vice-Chairman of the Board are part-time occupations.

Each of the executive officers has carried on the above-mentioned principal occupation or held other positions with Quebecor or its affiliates in the past five years.

The Corporation's directors and executive officers do not own as a group, directly or indirectly, any voting shares of the Corporation or any of its subsidiaries, except for the following:

At February 28, 2013, Quebecor Media owned 4,318,488 of the Corporation's Class A Shares, representing 99.97% of all of the Corporation's voting shares. Quebecor Media is controlled by Quebecor, which holds 75.36% of Quebecor Media's voting rights. Quebecor is in turn controlled by Pierre Karl Péladeau who holds, directly and indirectly, 73.32% of Quebecor voting rights.

6.3. CEASE TRADE ORDERS, BANKRUPTCIES, PENALITIES OR SANCTIONS

On January 21, 2008, Quebecor World Inc. ("**Quebecor World**") obtained a court order allowing it to protect itself from its creditors under the *Companies' Creditors Arrangement Act*. Pierre Karl Péladeau was at the time director of Quebecor World, a position he ceased to occupy in December 2008.

In addition, between April 2 and May 20, 2008, Pierre Karl Péladeau was prohibited from trading in the securities of Quebecor, by virtue of a cease trade order imposed on directors and executive officers of Quebecor by the *Autorité des marchés financiers* in the context of the late filing of Quebecor's 2007 annual financial statements and related Management's Discussion and Analysis.

ITEM 7 AUDIT COMMITTEE

7.1. MANDATE OF THE AUDIT COMMITTEE

The Audit Committee (the "**Committee**") assists the Board of Directors in overseeing the Corporation's financial controls and reporting. The Committee also ascertains that the Corporation complies with its financial covenants as well as the legal and regulatory requirements governing financial disclosure matters and financial risk management.

A copy of the Committee's mandate is attached as Appendix B to this Annual Information Form.

7.2. COMPOSITION OF THE COMMITTEE

The Committee is composed of three members Marc A. Courtois, A. Michel Lavigne and André Tranchemontagne. Mr. Courtois is Chair of the Committee.

The Board of Directors of the Corporation has determined that the three members of the Committee are independent and have the financial skills required to sit on this Committee in accordance with *Regulation 52-110 Respecting Audit Committees* ("**Regulation 52-110**").

7.3. RELEVANT EDUCATION AND EXPERIENCE

Member	Relevant education and experience
Marc A. Courtois (Chair)	Marc A. Courtois, who holds an MBA, has more than 20 years of experience in the financial markets. He has specific expertise in the areas of financing, mergers and corporate acquisitions.
A. Michel Lavigne	A. Michel Lavigne is a Fellow of the *Ordre des comptables agréés du Québec,* and a member of the Canadian Institute of Chartered Accountants. He has served as President and Chief Executive Officer of the accounting firm Raymond Chabot Grant Thornton until 2005.
André Tranchemontagne	André Tranchemontagne holds an MBA from Université de Montréal. He has served as President of the Québec division of Molson Inc. and as a member of the Board of Directors of Molson Breweries of Canada.

7.4. RELIANCE ON CERTAIN EXEMPTIONS

The Corporation did not avail itself of any exemptions provided for under Regulation 52-110 at any time during the last fiscal year.

7.5. PRE-APPROVAL POLICIES AND PROCEDURES

The Corporation's Committee adopted an Audit and Non-Audit Services Pre-Approval Policy. This policy sets forth the procedures and the conditions pursuant to which services proposed to be performed by the external auditor may be pre-approved.

At the beginning of the year, the list of audit and non-audit services is pre-approved by the Committee. Once the approval is obtained, the Vice-President and Chief Financial Officer of the Corporation may hire the auditor for specific tasks or engagements that comply with the conditions approved by the Committee.

For all services to be provided by the external auditor that have not been pre-approved by the Committee, the Chairman of the Committee has authority to approve them up to $75,000. For services in excess of $75,000, they must expressly be approved by the Committee. In all cases, a report must be presented to the Committee each quarter.

For fiscal year 2012, the total amount of all non-audit services that have not been pre-approved, does not represent more than 5% of the total amount of the fees paid to the external auditor.

7.6. EXTERNAL AUDITOR SERVICE FEES

The following table shows the fees paid to Ernst & Young, external auditor of the Corporation, for the services rendered during the fiscal years 2011 and 2010:

	2012	**2011**
Audit fees (1)	$361,967	$347,192
Audit-related fees (2)	$91,535	$116,373
Tax fees (3)	-	-
All other fees (4)	$10,500	$7,900
Total	**$464,002**	**$471,465**

(1) *Audit fees* consist of fees billed for the audit of the Corporation's annual consolidated financial statements and interim financial reports as well as for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements. They also include fees billed for other audit services, which are those services that only the external auditor reasonably can provide, and include the provision of comfort letters and consents, the consultation concerning financial accounting and reporting of specific issues and the review of documents filed with regulatory authorities.

(2) *Audit-related fees* consist of fees billed for assurance and related services that are traditionally performed by the external auditor, and include consultations concerning financial accounting and reporting standards on proposed transactions, due diligence or accounting work related to acquisitions, and employee pension plan audits.

(3) *Tax fees* include fees billed for tax compliance services, including the preparation of tax returns and claims for refund; tax consultations, such as assistance and representation in connection with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from taxing authorities; tax planning services; and consultation and planning services.

(4) *All other fees* include fees billed for forensic accounting and occasional training services. These fees also include consultations and assistance in preparing documentation regarding disclosure controls and procedures and internal financial reporting control measures for the Corporation and its subsidiaries.

ITEM 8 INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The Corporation conducts, in the normal course of its activities, on terms which are generally no less favourable to it than would be available from unaffiliated third parties, operations with its parent company, Quebecor Media, as well as with certain companies under common control of Quebecor Media or Quebecor. The transactions with the affiliated companies are recorded at the exchange value negotiated between the parties.

The Corporation incorporates herein by reference the text contained in Note 25 which is taken from the financial statements for the year ended December 31, 2012, filed on February 28, 2013 and which may be viewed under the Corporation's profile on the SEDAR Website at www.sedar.com.

To its knowledge, no member of the management or the Corporation's Board of Directors or any other insiders had any interest in a material transaction entered into since the beginning of its last full fiscal year or in a proposed transaction that materially affected or reasonably might have materially affected the Corporation.

ITEM 9 LEGAL PROCEEDINGS

The Corporation is involved in various claims and litigations as a regular part of its business. Its management and that of its subsidiaries believe that the outcome of these claims and litigations (which in several cases are covered by insurance, subject to applicable deductibles) should not have a material adverse effect on its business, financial position or results of operations.

ITEM 10 MATERIAL CONTRACTS

10.1. SHAREHOLDERS' AGREEMENT

Quebecor, CDP Capital d'Amérique Investissements inc. ("**CDP**"), and Quebecor Media entered into a shareholders' agreement dated October 23, 2000, as consolidated and amended by shareholders' agreement on December 11, 2000 and an amended agreement to this agreement, which sets forth, in particular, their respective rights of representation on the Board of Directors and Committees of the Board of Quebecor Media and of the Corporation. The agreement was also amended on October 11, 2012 with no effect on the aforementioned rights. CDP exercised its right of representation on the Board of Directors with the appointment in May 2012 of A. Michel Lavigne and André Tranchemontagne.

These agreements are available on the SEDAR Website under the Corporation's profile at www.sedar.com.

10.2. OTHER MATERIAL CONTRACTS

CREDIT AGREEMENTS

On December 11, 2009, the Corporation completed its debt refinancing in a 5-year term loan for an amount of $75 million and a $100 million revolving credit facility. On February 24, 2012, the Corporation completed the amendment of its revolving credit facility to, among other things, extend the term and to update its commitments and obligations. The term loan bears interest at 5.54% annually with interest payments on June 15 and December 15 of each year. The revolving credit facility bears interest at floating rates based on the banker's acceptance rate or Canadian bank prime rate, plus variable margin based on the ratio of total debt to earnings before interests, taxes, amortizations and other items. The term bank loan matures on December 11, 2014 and is repayable in full on that date. The revolving credit facility matures on February 24, 2017 and is repayable in full on that date.

These credit agreements are available on SEDAR Website under the Corporation's profile at www.sedar.com.

ITEM 11 INTEREST OF EXPERT

The public accounting firm Ernst & Young LLP has been appointed by the Corporation to act as external auditor. Ernst & Young has confirmed that it is independent from the Corporation within the meaning of the Rules of Professional Conduct of the *Ordre des comptables agréés du Québec*. These rules are equivalent or similar to Rules of Professional Conduct applicable in the other provinces of Canada.

ITEM 12 TRANSFER AGENT

The Corporation's transfer agent for its Class B Shares is Computershare Trust Company of Canada. Transfer services are available at its Montréal and Toronto offices.

ITEM 13 FORWARD-LOOKING STATEMENTS

The statements in this Annual Information Form that are not historical facts may be forward-looking statements and are subject to important known and unknown risks, uncertainties and assumptions which could cause the Corporation's actual results for future periods to differ materially from those set forth in the forward-looking statements. Forward-looking statements generally can be identified by the use of the conditional, the use of forward-looking terminology such as "propose," "will," "expect," "may," "anticipate," "intend," "estimate," "plan," "foresee," "believe" or the negative of these terms or variations of them or similar terminology. Certain factors that may cause actual results to differ from current expectations include seasonality, operational risks (including pricing actions by competitors), programming content and production costs risks, credit risks, government regulation risks, government assistance risks, changes in economic conditions, fragmentation of the media landscape and labour relations risks. Investors and others are cautioned that the foregoing list of factors that may affect future results is not exhaustive and that undue reliance should not be placed on any forward-looking statements.

These and other factors could cause actual results to differ materially from the Corporation's expectations expressed in the forward-looking statements included in this Annual Information Form, and further details and descriptions of these and other factors are disclosed in this Annual Information Form, including under Item 4–Risk Factors. Each of these forward-looking statements speaks only as of the date of this Annual Information Form. The Corporation will not update these statements unless applicable securities laws require us to do so.

ITEM 14 ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found under its profile on the SEDAR Website at www.sedar.com.

Other information, including information on the remuneration of directors and officers, the principal holders of its securities and on equity compensation plans, where applicable, is contained in the Corporation's Management Proxy Circular prepared in connection with its Annual Meeting of Shareholders. Other financial information is included in the comparative consolidated financial statements and Management's Discussion and Analysis for the year ended December 31, 2012.

The above-mentioned documents and news releases may be found on the Corporation's Website at http:\\groupetva.ca.

APPENDIX A

MANDATE OF THE BOARD OF DIRECTORS

The Board of Directors (the "**Board**") of TVA Group Inc. (the "**Corporation**") is responsible for supervising the management of the Corporations' business and affairs, with the objective of increasing value for its shareholders. The Board is responsible for the proper stewardship of the Corporation and, as such, it must efficiently and independently supervise the business and affairs of the Corporation which are managed on a day-to-day basis by management. The Board may delegate certain tasks to committees of the Board. However, such delegation does not relieve the Board of its overall responsibilities with regards to the management of the Corporation.

All decisions of the Board must be made in the interests of the Corporation.

COMPOSITION AND QUORUM

The majority of the members of the Board must be considered independent[1] by the Board, as defined in the laws and regulations. The Board considers annually the independent status of each of its members. The members of the Board are elected annually by the holders of Class A common shares. Throughout the term of the mandate, the members of the Board may fill any vacancy on the Board.

All members of the Board must have the skills and qualifications required for their appointment as a director. The Board as a whole must reflect a diversity of particular experience and qualifications to meet the Corporation's specific needs.

At every meeting of the Board, the quorum is a majority of directors holding office.

RESPONSIBILITIES

The Board has the following responsibilities:

A. With respect to strategic planning

1. Assessing and approving annually the Corporation's strategic plan, including its financial strategy and business priorities.

2. Reviewing and, at the option of the Board, approving all strategic decisions for the Corporation, including acquisitions or sales of shares, assets or businesses which exceed the delegated approval powers.

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[1] A director is independent if he has no direct or indirect material relationship with the Corporation i.e. he has no relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of his independent judgment.

B. <u>With respect to human resources and performance assessment</u>

1. Appointing the President and Chief Executive Officer. Selecting a Chairman among the members of the Board.

2. Approving the appointment of the other members of management.

3. Ensuring that the Compensation Committee assesses annually the performance of the Chief Executive Officer and of senior management, taking into consideration the Board's expectations and the objectives that have been set.

4. Approving, upon the recommendation of the Compensation Committee, the compensation of the Chairman of the Board, the Chief Executive Officer and the Chief Financial Officer, as well as the Chief Executive Officers' overall objectives.

5. Ensure that a management succession planning process is in place.

6. Ensuring that the Compensation Committee considered the implications of the risks associated with the Corporation's compensation policies and practices.

C. <u>With respect to financial matters and internal controls</u>

1. Ensuring the integrity and quality of the Corporation's financial statements and the adequacy of the disclosure made.

2. Reviewing and approving the annual and interim financial statements and management's discussion and analysis. Reviewing the press release relating thereto.

3. Approving operating and capital budgets, the issuance of securities and, subject to authority limit policies, all transactions outside the ordinary course of business, including proposed amalgamations, acquisitions or other material transactions such as investments or divestitures.

4. Determining dividend policies and declaring dividends when deemed appropriate.

5. Ensuring that appropriate systems are in place to identify business risks and opportunities and overseeing the implementation of a process to evaluate those risks and to manage the principal risks generally relating to the Corporation.

6. Monitoring the Corporation's internal control and management information systems.

7. Monitoring the Corporation's compliance with legal and regulatory requirements applicable to its operations.

8. Reviewing when required and upon recommendation of the Audit Committee, the Corporation's communications policy, monitoring the Corporation's dealings with analysts, investors and the public and ensuring that measures are in place in order to facilitate shareholder feedback.

D. <u>With respect to corporate governance matters</u>

1. Ensuring that management manages the Corporation competently and in compliance with applicable legislation, including by making timely disclosure of relevant information regarding the Corporation and making statutory filings.

2. Reviewing, on a regular basis, corporate governance structures and procedures.

3. Ensuring that a code of ethics is in place and that it is communicated to the Corporation's employees and enforced.

4. Authorizing the directors to hire external advisors at the expense of the Corporation when the circumstances so require, subject to prior notification of the Chairman of the Board.

5. Reviewing the size and composition of the Board and its committees based on qualifications, skills and personal qualities sought in Board members. Annually reviewing the composition of Board committees and appointing committee chairs. Reviewing, when required, the mandates of the Board and Board committees.

6. Approving the list of Board nominees for election by shareholders.

7. Establishing annually the independence of the directors under the rules on the independence of directors.

8. Reviewing and approving the Corporation's management proxy circular as well as the business' annual information form and all documents or agreements requiring its approval.

9. Receiving annual confirmation from the Board's various committees that all matters required under their mandate and working plan have been covered.

10. Ensuring that the directors have all the support they require in order to fully perform their duties.

<u>METHOD OF OPERATION</u>

1. Meetings of the Board are held quarterly, or more frequently, as required. A special meeting is held annually to review and approve the strategic plan, as well as the Corporation's operating and capital budgets.

2. The Chairman of the Board, in collaboration with the President and Chief Executive Officer and the Secretary, proposes the agenda for each meeting of the Board. The agenda and the relevant documents are provided to directors of the Corporation sufficiently in advance.

3. The independent directors meet after each meeting of the Board, or more frequently, as required.

APPENDIX B

MANDATE OF THE AUDIT COMMITTEE

The Audit Committee (the "**Committee**") assists the board of directors (the "**Board**") in overseeing the financial controls and reporting of TVA Group Inc. (the "**Corporation**"). The Committee also oversees the Corporation's compliance with financial covenants and legal and regulatory requirements governing financial disclosure matters and financial risk management.

COMPOSITION AND QUORUM

The Committee is composed of three (3) members, all of whom are determined independent(1) by the Board, in accordance with the statutory and regulatory requirements applicable to the Corporation. Each member of the Committee must be financially literate(2). The members of the Committee are appointed by the Board.

The quorum at any meeting of the Committee is a majority of its members.

RESPONSIBILITIES

The Committee has the following responsibilities:

A. With respect to financial reporting

1. Reviewing with management and the external auditor the annual financial statements, the accompanying notes, the external auditor's report thereon and the management's discussion and analysis. Obtaining explanations from management on all significant variances with comparative periods, before recommending their approval to the Board and their release. Reviewing and approving the press release.

2. Reviewing with management and the external auditor the interim financial statements, the external auditor's review thereof, management's discussion and analysis and the related press release, and obtaining explanations from management on all significant variances with comparative periods before recommending their approval to the Board and their release.

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(1) A member of the Audit Committee is independent if he has no direct or indirect material relationship with the issuer i.e. he has no relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of his independent judgment or he does not accept, directly or indirectly any consulting, advisory or other compensatory fees from the Corporation or one of its subsidiaries, other than his remuneration for acting as director.

(2) i.e. the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

3. Ensuring that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the financial statements, management's discussion and analysis and annual and interim earnings press releases.

4. Reviewing the financial information contained in prospectuses, annual information form, and other reports or documents containing similar financial information before recommending their approval to the Board and their disclosure or filing with the appropriate Canadian regulatory authorities.

5. Reviewing with management and the external auditor the quality and not only the acceptability of the Corporation's accounting policies and any changes proposed thereto, including (i) all major accounting policies and practices used, (ii) any alternative treatments of financial information that have been discussed with management, the impact of their use and the treatment recommended by the external auditor, and (iii) any other important communications with management with respect thereto, and reviewing the disclosure and impact of contingencies and the reasonableness of the provisions, reserves and estimates that may have a material impact on financial reporting.

6. Reviewing with the external auditor any audit problems or difficulties and management's response thereto and resolving any disagreement between management and the external auditor regarding financial reporting.

7. Reviewing periodically the Corporation's communications policy to ensure that it is in compliance with applicable legal and regulatory requirements.

B. With respect to disclosure controls and procedures, internal controls and risk management

1. Monitoring the quality and integrity of the Corporation's financial and accounting systems and information management systems as well as the existence and proper operation of disclosure controls and procedures and internal control over financial reporting through discussions with management and the internal and external auditors.

2. Reviewing periodically management's report assessing the effectiveness of the disclosure controls and procedures.

3. Reviewing on a regular basis and monitoring the risk assessment and management policies of the Corporation.

4. Establishing and, if needed, reviewing procedures for the receipt, retention and processing of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters, including the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

5. Establishing and, if needed, reviewing procedures for "whistleblower protection" established to ensure that no employee of the Corporation and its subsidiaries or business units are discharged or otherwise penalized for reporting in good faith to his or her supervisor or to any competent authorities, potential violations of any laws or regulations applicable to the Corporation.

6. Helping the Board fulfil its responsibility to ensure that the Corporation complies with applicable statutory and regulatory requirements.

C. With respect to internal auditing

1. Reviewing the internal audit program, its scope and capacity to ensure the effectiveness of the systems of internal control and financial information reporting accuracy.

2. Monitoring the execution of the internal audit program and following through with the recommendations made by the auditors to ensure that the management of the Corporation takes, in each case, the appropriate steps to correct any deficiencies.

3. Ensuring that the internal auditors are always ultimately accountable to the Audit Committee and the Board.

D. <u>With respect to the external auditor</u>

1. Overseeing the work of the external auditor and reviewing the annual written statement of the external auditor regarding all his relationships with the Corporation and discussing any relationships or services that may impact on his objectivity or independence.

2. Recommending to the Board of Directors (i) the public accounting firm that will be submitted to the vote of shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services, and (ii) the compensation of the external auditor for audit services.

3. Authorizing all audit services, determining which non-audit services the external auditor is allowed to provide and pre-approving all non-audit services that may be provided to the Corporation or its subsidiaries by the external auditor, the whole in accordance with the approval policy for services provided by the external auditor (Politique d'approbation des services fournis par l'auditeur externe) and with the rules and regulations in force.

4. Reviewing the basis and amount of the external auditor's fees for both audit services and authorized non-audit services.

5. Reviewing the audit plan with the external auditor and management and approving the scope and time-frame of such audit plan.

6. Reviewing, if required, the policy on hiring of partners and employees and former partners and employees of the Corporation's current or previous external auditor.

7. Ensuring the compliance with the legal requirements regarding (i) the rotation of appropriate partners of the external auditor and, (ii) the participation of the external auditor in the Canadian Public Accountability Board's program.

8. Ensuring that the external auditor is always accountable to the Committee and the Board.

E. <u>With respect to the parent corporation</u>

1. While recognizing the control framework of the Corporation's parent Corporation, providing for substantial sharing of information with the parent Corporation and its audit committee, to the extend permitted by law, while establishing safeguards to ensure that the sharing of information is not used by the parent Corporation to the disadvantage of the Corporation's minority shareholders.

2. Reviewing and monitoring all material non-arm's length transactions.

<u>METHOD OF OPERATION</u>

1. The Chairman of the Committee is appointed each year by the Board.

2. The Secretary or Assistant Secretary acts as the Committee's Secretary.

3. The Committee holds a meeting at least quarterly and may meet more often if needed.

4. The Chairman of the Committee together with the Chief Financial Officer and the Secretary sets the agenda for each meeting of the Committee. The agenda and the relevant documents are provided to the members on a timely basis prior to any meeting of the Committee.

5. The Chairman of the Committee reports on a regular basis to the Board about the Committee's proceedings, findings and recommendations.

6. The Committee has, at all times, a direct line of communication with the external auditor and with the internal auditors.

7. Regularly, the Committee meets with the external auditor or the internal auditors, the whole without management being present.

8. The Committee meets with management only at least once a year and more often if needed.

9. The Committee may, when circumstances dictate, retain the services of external advisors and fix their remuneration, provided the Committee advises the Chairman of the Board.

10. The Committee reviews, when required, its mandate and reports to the Board.

11. The Committee annually provides the Board with a certification that all required elements included in its mandate and working plan were covered.

Nothing contained in this mandate is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Corporation or the members of the Committee. Even though the Committee has a specific mandate and its members may have financial experience, they do not have the obligation to act as auditors or to perform an audit, or to determine that the Corporation's financial statements are complete and accurate.

Members of the Committee are entitled to rely, in the absence of information to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, and (iii) representations made by management as to non-audit services provided to the Corporation by the external auditor. The Committee's oversight responsibility was established to provide an independent basis to determine that (i) management has maintained appropriate accounting and financing reporting principles or appropriate internal controls and procedures, or (ii) the Corporation's financial statements were prepared and, if applicable, audited in accordance with generally accepted accounting principles or generally accepted auditing standards.