TVA

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A Quebecor Media Company

ANNUAL INFORMATION FORM

YEAR ENDED

DECEMBER 31, 2011

March 5, 2012

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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, 2011. 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 Productions Inc. and TVA Productions II Inc.	"TVA Productions"
TVA Publishing Inc.	"TVA Publishing"

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.

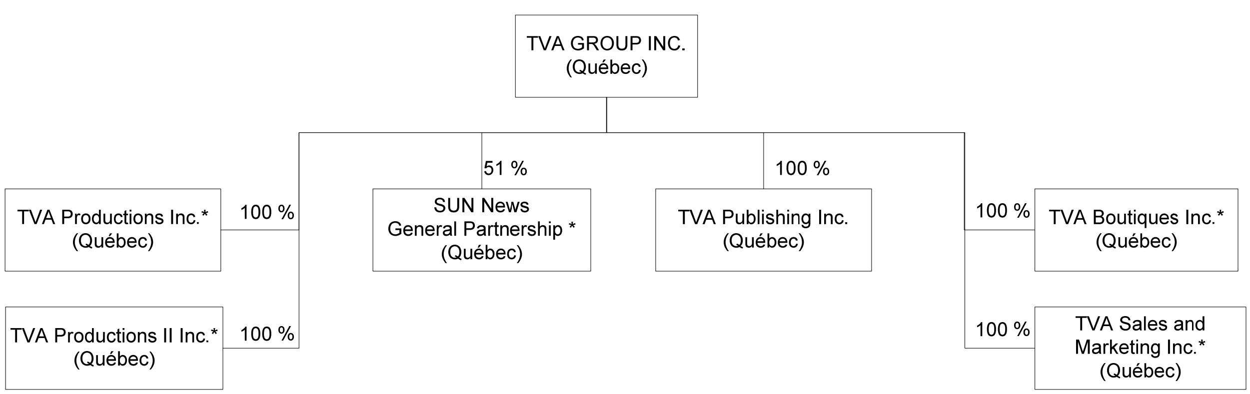
The Corporation was continued under Part IA of the *Companies Act* (Québec) by certificate and articles of continuance dated December 17, 1981. On February 17, 1998, the corporate name Télé-Métropole Inc. was changed to TVA Group Inc. Since its coming into effect on February 14, 2011, the Corporation 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, 2011 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, 2011, 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, 2011.

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, 2011. 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 eleven specialty services. It also holds a minority interest in the Évasion specialty channel.

The Television sector includes the activities of TVA Network (including the subsidiaries and divisions TVA Productions, TVA Sales and Marketing Inc., TVA Accès, TVA Création, TVA Nouvelles, TVA interactif), the specialty services, the home and online shopping services of its division TVA Boutiques, as well as the audiovisual and film distribution operations of its division TVA Films.

Publishing

The Publishing sector, through TVA Publishing, commercializes more than 20 trademarks in more than 75 magazines and eight Internet websites. Those trademarks specialize in show business and entertainment, television, fashion and beauty, teenagers, home decor and renovation, as well as services. With almost 50% of the market, TVA Publishing is the most important French-language magazine publisher in Québec. As for its division TVA Studio, it specializes in custom publishing, 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, 2011	**Year ended December 31, 2010**
Television	$378,854	$377,283
Publishing	$70,622	$75,004
Intersegment items	($3,981)	($4,095)
TOTAL	$445,495	$448,192

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 of the Province of Québec, as well as the French-speaking communities in the neighbouring provinces of 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, SUN News and Mlle in addition to holding stakes in the television channels The Cave, mysteryTV and Évasion. It also operates a home-shopping service.

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 an average of more than 18 hours of local programming per week, of which at least 9 hours are broadcast exclusively on its local market. Each of the other regional stations produces and broadcasts an average of more than five hours of local programming per 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} (formerly Mystère), 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 that was launched 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, Mongrain and Franchement Martineau are some examples of shows that are presented. Its Website is accessible at tvanouvelles.ca.

MLLE

The Corporation owns a national license for a French-language digital specialty channel devoted to style, beauty and the well-being of Québec women, Mlle. The channel was launched on May 2, 2011. Its Website is accessible at www.mlle.ca.

MYSTERYTV *

The Corporation and its partner Shaw Television GP Inc. (on behalf of and in the name of Shaw Television Limited Partnership) ("**Shaw**") own equal interest in a national license for mysteryTV, an English-language digital specialty channel devoted to mystery and suspense programming that was launched on September 7, 2001. Its Website is accessible at www.mysterytv.ca.

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

The Corporation and Sun Media 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. The Corporation and Sun Media Corporation hold a 51% and 49% interest respectively. Its Website is accessible at www.sunnewsnetwork.ca.

THE CAVE *

The Corporation and its partner Shaw own a national license to operate The Cave (previously mentv), an English-language digital specialty channel devoted to men's lifestyles that was launched on September 7, 2001. The Corporation and Shaw hold a 51% and a 49% interest respectively. Its Website is accessible at www. thecavetv.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.

* On December 22, 2011, the Corporation announced an agreement through which it will sell its interests in the "Mystery TV" and "The Cave" specialty channels to its partner in these companies. Pending Canadian-Radio-television and Telecommunications Commission's ("**CRTC**") approval, the proposed transaction could be finalized in the spring of 2012.

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 ACHATS

Télé achats is an exempted French-language infomercial and home-shopping channel in Québec. Télé achats broadcasts promotional segments for products and services including those of Shopping TVA that sells consumer products directly, 24 hours a day, seven days a week.

2.1.5. TVA BOUTIQUES INC.

TVA Boutiques operates among others under the trademark *Shopping TVA* and produces the same name home-shopping show broadcast on TVA and Télé achats. TVA Boutiques manages all consumer product sales segments broadcast on both networks. The *Shopping TVA* program broadcast on TVA Network and Télé achats 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 manages the manufacturing and marketing of a wide range of products endorsed by popular figures or brands, such as "Tout Simplement Clodine" available on the Web at www.shoppingclodine.ca, 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

TVA Productions produced close to 1,700 hours of original programming during the fiscal year ended December 31, 2011 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, 2011, TVA Films continued its acquisitions of Québec productions, while it increased its efforts towards the commercialization of its catalogue of Québec, Canadian and foreign titles. TVA Films has launched new motion picture projects and has entered into various contracts for the distribution of future Québec-made motion pictures with different producers.

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.

2.1.8. 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 57% of specialty channel revenues is derived from subscription charges paid by broadcasting distribution undertakings, while 43% is derived from advertising revenues.

The revenues of TVA Boutiques are generated from the sale of air time on the Télé achats channel as well as the sale of consumer products.

As for TVA Films, it acquires and manages rights for the distribution of films and audiovisual productions in Canada and abroad. Revenues are derived from three main sources: the commercialization of films in movie theatres, the rental and sale of DVDs and Blu-rays and the sale of products contained in its catalogue on the various audiovisual platforms (video-on-demand, pay-TV and pay-per-view, conventional 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, particularly since they may affect advertising expenditures.

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 qualified corporation, a Canadian government, a non-share capital corporation of which a majority of the directors are appointed or designated by statute, regulation or specified governmental authorities, or a qualified mutual insurance company, qualified pension fund society or qualified cooperative of which not less than 80% of the directors or members are Canadian. 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 Canadian, and 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 Canadian. 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.

Payment of Musical Royalties

Both general and specialized television services of the Corporation are contingent upon the delivery of licenses by copyright collective societies under the *Copyright Act* in order to be able to develop the musical components of their programming and to use other works that are distributed by these services. Under these licenses, TVA is required to pay royalties to these societies, the amount of which is either established under contract or by the Copyright Board, pursuant to the *Copyright Act*.

The royalty level payable by TVA may be subject to change upon request from copyright collective societies, following receipt of the Copyright Board's approval or upon renewal of the royalty agreements.

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.

Local Programming Improvement Fund

Since September 1, 2009, the regional stations of TVA are eligible to the Local Programming Improvement Fund ("**LPIF**") contributions.

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 television undertakings whose revenues from licensed activity exceeds $1,500,000. The total annual amount to be assessed by the Commission is the lower of: a) $100,000,000 (adjusted annually to reflect inflation); 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 a 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.

Other recent changes to regulations which have been announced

In December 2011, a public hearing was held by the CRTC in order to renew the licenses of TVA. TVA requested mainly to:

- replace the condition of license regarding Canadian priority programming and the commitment towards independent production with the obligation to devote at least 75% of its programming expenses to Canadian programs;
- amend the condition of license of CFCM-TV (Québec) regarding the obligation to broadcast programming that must focus exclusively on the local Québec market; and
- reduce addik^{TV} Canadian programming expenditures obligation from 40% to 35% of the previous broadcast year's gross advertising, infomercial and subscription revenues.

The decision of the CRTC on the renewal of the licenses should be rendered in spring of 2012.

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 satellite services. The Policy: (i) prohibits companies from offering television programs on an exclusive basis to their mobile or Internet subscribers. 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 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.

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. Both the Federal Court of Appeal and the Supreme Court of Canada 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. TVA is now negotiating with TELUS.

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, 2012	CRTC 2011-506
CFTM-TV	Montréal	August 31, 2012	CRTC 2011-417
CHLT-TV	Sherbrooke	August 31, 2012	CRTC 2011-417
CHEM-TV	Trois-Rivières	August 31, 2012	CRTC 2011-417
CFCM-TV	Québec City	August 31, 2012	CRTC 2011-417
CJPM-TV	Saguenay/Lac St-Jean	August 31, 2012	CRTC 2011-417
CFER-TV	Rimouski	August 31, 2012	CRTC 2011-417
addik^{TV}	Canada	August 31, 2012	CRTC 2011-417
Argent	Canada	August 31, 2012	CRTC 2011-417
CASA	Canada	August 31, 2012	CRTC 2005-521
Le Canal Nouvelles (LCN)	Canada	August 31, 2012	CRTC 2011-417
Mlle	Canada	August 31, 2017	CRTC 2010-752
prise 2	Canada	August 31, 2012	CRTC 2005-527
Star Système	Canada	August 31, 2017	CRTC 2010-753
SUN News	Canada	August 31, 2015	CRTC 2010-882
TVA Sports	Canada	August 31, 2016	CRTC 2010-116
YOOPA	Canada	August 31, 2016	CRTC 2010-103

Note: The licenses for The Cave and mysteryTV expire on August 31, 2012 and August 31, 2016 respectively, and the license for Évasion expires on August 31, 2012. 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 2011, TVA Network dominated in terms of market share seven evenings a week and broadcast 19 of the 30 best-watched shows.

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 PUBLISHING

TVA Publishing 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

- 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 Clodine

Through its division TVA Studio, TVA Publishing is also active in the custom publishing segment, the commercial printed productions and the premedia services. TVA Studio has received mandates from prestigious clients such as Jean Coutu Group, Destination Centre-ville, Videotron and many others.

TVA Publishing 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, and www.renovationbricolage.ca are broadcasting daily content related to the editorial line of its corresponding trademarks. In the short term, TVA Publishing is looking to increase its trademarks' visibility on digital platforms to diversify its offer to readers and advertisers. As such, e-Replica versions of six magazines ("Star inc.", "Moi & Cie", "Rénovation Bricolage", "7 Jours", "Échos Vedettes", "Les Idées de ma maison") for tablet computers were launched in the summer of 2011. Also, in fall 2011, TVA Publishing released an interactive edition of the "pink" issue of "Clin d'oeil" for Android and iPad, a first for a Québec magazine. In November, an interactive edition of "Chez soi" was released on these same platforms.

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 Publishing. Printing and touch up are done by different printers. All TVA Publishing's magazines are distributed at newsstands by an affiliate, Réseau Quebecor Media inc.

2.2.2. REVENUE SOURCES

The main sources of revenue for the publishing sector are newsstand sales, subscriptions and advertising sales. TVA Publishing 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 2.7 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 nearly 900,000 readers each week. 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 72% of the French-language market. In this market, TVA Publishing, with all of its magazines, has obtained 48% 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 the Corporation's publications and on its Websites are also protected under the copyright regime. Under the laws or contracts, the Corporation 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. The Corporation 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. The Corporation 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, 2011, the Corporation had 1,467 permanent employees.

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

Television:	1,219
Publishing:	248
TOTAL:	1,467

TVA's labour relations are governed by 13 collective agreements. At December 31, 2011, eight collective agreements had expired or expired at that date. The collective agreements that were expired on December 31, 2011 cover approximately 23% of the Corporation's unionized regular employees.

2.5. ENVIRONMENT

The operations of the Corporation are subject to federal, provincial and municipal laws and regulations concerning environmental matters. Its management as well as the management of its subsidiaries believe that compliance with these regulations 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:

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. As at December 31, 2011, no Class B shares were repurchased for cancellation.

In early April 2011, TVA Studio was given, for a term of 5 years, the full management and production of weekly flyers from Jean Coutu Group.

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.

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.

During the third and fourth quarters, the Corporation entered into distribution agreements with Shaw Direct and TELUS for its “TVA Sports” and “Mlle” specialty services.

During the fourth quarter, the Corporation entered into a distribution agreement with Cogeco Cable for its “TVA Sports”, “Mlle” and “SUN News” specialty services.

On November 22, 2011, the Corporation announced an agreement with Bell for carriage of four specialty services, namely “TVA Sports”, “Mlle”, “YOOPA” and SUN News. With the other agreements reached during the year, this agreement secures carriage of all of the Corporation’s specialty services on the country’s major broadcasting distribution undertakings.

On December 22, 2011, the Corporation announced an agreement through which it will sell its interests in the “Mystery TV” and “The Cave” specialty channels to its partner in these companies. Pending CRTC’s approval, the proposed transaction could be finalized in the spring of 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% TVA 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 expires 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 TVA and 25% to Sun Media Corporation). On that same day, TVA 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.

2009 HIGHLIGHTS

On March 17, 2009, the Corporation filed an issuer bid to repurchase for cancellation between March 19, 2009 and March 18, 2010, up to 985,210 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, 2009, 253,300 Class B shares were repurchased for cancellation.

On April 20, 2009, the Corporation concluded an agreement with Videotron Ltd. to sell the assets of the pay-per-view television service “Canal Indigo”. On December 1, 2009, the CRTC gave its approval for this sale of assets.

On June 29, 2009, the Corporation undertook to become the sole owner of the television station SUN TV. On December 1, 2009, the Corporation received the CRTC’s approval to acquire all outstanding shares not already owned by TVA.

On June 29, 2009, Quebecor Media proceeded to the liquidation of Canoë Inc., which was 86.2% owned by Quebecor Media and 13.8% by the Corporation, and its assets were distributed proportionally to shareholders. The Corporation received an amount in cash and three portals including the site "Argent/Money" for the disposal of its investment in Canoë Inc.

On October 7, 2009, a number of companies, including TVA, signed an out-of-court settlement with the Crown under which the applicant companies abandoned their objection to pay Part II licence fees of the CRTC and their financial claims. On his part, the government gave up its claim of unpaid Part II licence fees for the period between September 1, 2006 and August 31, 2009. In addition, under this out-of-court settlement, the government also covenanted to recommend to the CRTC to modify its regulations, in order to limit the amount of Part II licence fees payable after August 31, 2009. During the year, the CRTC agreed to the government's recommendation.

On December 11, 2009, the Corporation completed its debt refinancing in a 5-year term loan for an amount of $75 million and a 3-year revolving credit facility for an amount of $100 million.

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 22 to 28 of its Management's Discussion and Analysis for the year ended December 31, 2011. The report was filed with Canadian securities regulatory authorities on February 29, 2012. 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 March 1, 2012, 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 years 2009 and 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 quarter, 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 has decided to suspend the payment of its dividends since the third quarter.

Dividend declaration and payment are the responsibility of the Board of Directors, 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 2011.

Month	*Closing Price*	*High*	*Low*	*Monthly trading volume*
January	14.40	14.98	14.40	40,537
February	13.00	14.60	12.42	76,515
March	14.00	14.50	13.20	42,342
April	14.50	14.50	14.01	125,557
May	14.07	14.79	13.80	50,137
June	12.50	13.99	12.24	16,502
July	12.50	12.50	12.00	19,196
August	10.60	12.20	10.00	37,216
September	9.96	10.78	9.02	15,670
October	10.00	11.22	9.51	219,767
November	9.23	10.19	9.11	17,812
December	8.77	9.55	8.55	74,783

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 mandate of each director ends upon the election of a successor, unless they resign from office or their office becomes vacant by reason of death, removal or other cause. The following table provides the names, place of residence and principal occupations of each of the directors of the Corporation as at March 1st, 2012, as well as the year each one was appointed as director of the Corporation and the committees on which each director is a member.

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

Name and place of residence	Principal occupation	Director since
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	President and 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, with the exception of Jacques Dorion who was President and Chief Executive Officer of Carat Canada from January 1998 to October 2007.

6.2. EXECUTIVE OFFICERS

The following table provides the names of each of the Corporation's executive officers, its place of residence and its position in the Corporation as at March 1st, 2012.

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
Jocelyn Poirier Québec, Canada	President, TVA Publishing
Denis Rozon Québec, Canada	Vice-President and Chief Financial Officer
Daniel Boudreau Québec, Canada	Vice-President, Operations and technologies
Denis Dubois Québec, Canada	Vice-President, Specialty channels
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

Name and place of residence	Position in the Corporation
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, except for Denis Dubois, who from December 2007 to May 2009, was consultant media, and from September 1992 to November 2007, held various duties with Astral Group, among which Vice-President, Program Vrak-TV.

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 March 1st, 2012, Quebecor Media owned 4,318,008 of the Corporation's Class A Shares, representing 99.95% of all of the Corporation's voting shares. Quebecor Media is controlled by Quebecor, which holds 54.72% of Quebecor Media's voting rights. Quebecor is in turn controlled by Pierre Karl Péladeau who holds, directly and indirectly, 72.61% 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 be approved by the Committee. In all cases, a report must be presented to the Committee each quarter.

For fiscal year 2011, 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:

	2011	2010
Audit fees [(1)]	$347,192	$340,926
Audit-related fees [(2)]	$116,373	$119,930
Tax fees [(3)]	-	-
All other fees [(4)]	$7,900	$8,295
Total	**$471,465**	**$469,151**

(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 24 which is taken from the financial statements for the year ended December 31, 2011, filed on February 29, 2012 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 affiliates 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. (formerly Capital Communications CDPQ inc.) ("**CDP**"), and Quebecor Media entered into a shareholders' agreement dated October 23, 2000, as consolidated and amended by shareholder agreement on December 11, 2000, 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. CDP exercised its right of representation on the Board of Directors with the appointment of A. Michel Lavigne and André Tranchemontagne.

This agreement is 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, 2011.

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.

[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. With respect to human resources and performance assessment

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.

C. With respect to financial matters and internal controls

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. With respect to corporate governance matters

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.

METHOD OF OPERATION

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. <u>With respect to disclosure controls and procedures, internal controls and risk management</u>

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. <u>With respect to internal auditing</u>

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. With respect to the external auditor

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. With respect to the parent corporation

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.

METHOD OF OPERATION

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.