Roots Corporation

Notice of Special Meeting of Shareholders

NOTICE IS HEREBY GIVEN that, in accordance with an interim order of the Ontario Superior Court of Justice (Commercial List) dated September 8, 2026 (the "**Interim Order**"), a special meeting (the "**Company Meeting**") of holders (the "**Company Shareholders**") of common shares (the "**Company Shares**") in the capital of Roots Corporation (the "**Company**") will be held virtually on October 13, 2026, at 1:00 p.m. (Toronto time) at www.meetnow.global/MS774CN for the following purposes:

1. to consider, and, if deemed advisable, to pass, with or without variation, a special resolution (the "**Arrangement Resolution**"), the full text of which is outlined in Appendix "B" to the accompanying management information circular (the "**Circular**"), approving a proposed plan of arrangement under section 192 of the *Canada Business Corporations Act* ("**CBCA**") involving, among others, the Company and JM&A Design & Development Inc. (the "**Purchaser**"), pursuant to which Marquee Brands LLC, through its strategic operating partner led by Joseph Mimran and Frank Rocchetti, will acquire all of the issued and outstanding Company Shares at a price of C$4.10 in cash per Company Share, the whole as described in the Circular (the "**Arrangement**"); and

2. to transact such other business as may properly come before the Company Meeting or any adjournment(s) or postponement(s) thereof.

In order to enable as many Company Shareholders as possible to participate in the Company Meeting, the Company will hold the Company Meeting as a virtual-only shareholders meeting with the opportunity for attendees to participate electronically. Registered holders of Company Shares ("**Registered Shareholders**") and duly appointed proxyholders will be able to attend, submit questions and vote at the Company Meeting online. If you hold your Company Shares through a broker, investment dealer, bank, trust company or other intermediary (a "**Beneficial Shareholder**") and you have not duly appointed yourself as proxyholder, you will be able to attend the Company Meeting as a guest, but will not be able to vote or ask questions at the Company Meeting.

Specific details of the matters to be put before the Company Meeting, as identified above, are set forth in the Circular that accompanies and is deemed to form part of this Notice of Special Meeting of Shareholders.

The Circular and the enclosed form of proxy ("**Proxy**") or voting instruction form include additional information regarding the matters to be dealt with at the Company Meeting. **Company Shareholders are reminded to review the meeting materials prior to voting.**

If you are not able to attend the Company Meeting virtually, please exercise your right to vote so that as large a representation of Company Shareholders as possible will be present at the Company Meeting:

(a) If you are a Beneficial Shareholder and have received this notice from your broker or another intermediary, please complete and return the form of proxy, voting instruction form or other authorization form provided to you by your broker or other intermediary in accordance with the instructions provided to you.

(b) If you are a Registered Shareholder, please complete, date, sign and deposit the enclosed Proxy with Computershare Investor Services Inc. ("**Computershare**"), 320 Bay Street, 14th Floor, Toronto, ON M5H 4A6, not later than 1:00 p.m. (Toronto time) on October 8, 2026, or 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) before the time of the holding of any adjourned or postponed Company Meeting.

Late Proxies may be accepted or rejected by the Chair of the Company Meeting at the Chair's discretion, subject to the terms of the arrangement agreement dated August 20, 2026 between, among others, the Purchaser and the Company, and the Chair of the Company Meeting is under no obligation to accept or reject any particular late Proxy.

The board of directors of the Company has fixed the close of business on September 8, 2026 as the record date for the determination of the Company Shareholders entitled to receive notice of, and to vote at, the Company Meeting or any adjournment(s) or postponement(s) thereof. Unless specified otherwise, all information contained herein is as of September 8, 2026. Any adjourned or postponed meeting resulting from an adjournment or postponement of the Company Meeting will be held at a time and place to be specified either by the Company before the Company Meeting or at the Chair's discretion at the Company Meeting.

The persons named in the Proxy are representatives of the Company. **A COMPANY SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON TO REPRESENT THEM AT THE COMPANY MEETING MAY DO SO** either by inserting such person's name in the blank space provided in the form of Proxy or by completing another proper form of Proxy and, in either case, depositing the completed Proxy at the office of the transfer agent indicated on the enclosed envelope not later than 1:00 p.m. (Toronto time) on October 8, 2026, or 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) before the time of holding of any adjourned or postponed Company Meeting.

A Proxy given pursuant to this solicitation may be revoked by timely voting again, or by depositing an instrument in writing, including another Proxy bearing a later date, executed by the Company Shareholder or by his or her attorney authorized in writing, and deposited either at the registered office of the Company at any time up to and including the last business day preceding the day of the Company Meeting, or any adjournment or postponement thereof, at which the Proxy is to be used, or by transmitting, by telephone or electronic means in compliance with the requirements above and signed with an electronic signature provided that the means of electronic signature permits a reliable determination of the document's creator, or in any other manner permitted by law.

Accompanying this Notice of Special Meeting is the Circular, the Proxy and a letter of transmittal (for Registered Shareholders).

Pursuant to the Interim Order, Registered Shareholders have been granted the right to dissent in respect of the Arrangement and, if the Arrangement becomes effective, to be paid an amount equal to the fair value of their Company Shares. This dissent right, and the procedures for its exercise, are described in the Circular under "*Dissenting Shareholders' Rights*". Failure to comply strictly with the dissent procedures described in the Circular will result in the loss or unavailability of any right to dissent. Beneficial Shareholders who wish to dissent should be aware that only Registered Shareholders are entitled to dissent. Accordingly, a Beneficial Shareholder desiring to exercise this right must make arrangements for the Company Shares beneficially owned by such Company Shareholder to be registered in the Company Shareholder's name prior to the time the written objection to the Arrangement Resolution is required to be received by the Company or, alternatively, make arrangements for the registered holder of such Company Shares to exercise such right to dissent on such Company Shareholder's behalf. It is strongly suggested that any Company Shareholder wishing to dissent seek independent legal advice, as the failure to comply strictly with the provisions of the CBCA, as modified by the Interim Order, the Final Order (as such term is defined in the Circular) and the Plan of Arrangement (as such term is defined in the Circular), may prejudice such Company Shareholder's right to dissent.

DATED at Toronto this 8th day of September, 2026.

By Order of the Board of Directors

(Signed) *"Meghan Roach"*
Meghan Roach
President and Chief Executive Officer