

## INTERTAPE POLYMER GROUP INC.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual and Special Meeting of Shareholders (the “**Meeting**”) of INTERTAPE POLYMER GROUP INC. (the “**Corporation**”) will be held at 10:00 a.m. (eastern time) on Thursday, June 9, 2016 at The Fairmont Royal York, Library Room, 100 Front Street West, Toronto, Ontario. The purposes of the meeting are to:

1. receive and consider the consolidated financial statements of the Corporation for the fiscal year ended December 31, 2015 and the auditor’s report thereon;
2. elect directors of the Corporation to hold office until the close of the next annual meeting;
3. appoint the auditor and authorize the directors to fix its remuneration;
4. consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule A to the Management Information Circular dated April 26, 2016 (the “**Circular**”), accepting, in an advisory, non-binding capacity, the Corporation’s approach to executive compensation disclosed under “Compensation Discussion and Analysis” in the Circular;
5. consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule B to the Circular, confirming By-Law 2015-1 of the Corporation, entitled “A by-law relating to the nomination of persons for election to the board of directors of Intertape Polymer Group Inc.”;
6. consider, and if deemed advisable, adopt a resolution in the form annexed as Schedule D to the Circular, ratifying and approving the Shareholder Rights Plan of the Corporation; and
7. transact such other business as may properly be brought before the Meeting.

Additional information on the above matters can be found in the Circular under the heading “Business of the Meeting”.

#### **Notice-and-Access**

The Corporation has elected to use the notice-and-access rules (“**Notice-and-Access**”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators for distribution of the materials for the Meeting to shareholders of the Corporation who do not own their shares in their own names as registered shareholders (“**Beneficial Shareholders**”). Notice-and-Access is a set of rules that allows issuers to post electronic versions of their proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies to shareholders. Notice-and-Access is more environmentally friendly as it helps reduce paper use; it also reduces the Corporation’s printing and mailing costs. Beneficial Shareholders may obtain further information about Notice-and-Access by contacting the Corporation toll free at 866-202-4713.

The Corporation will not be using Notice-and-Access for delivery to shareholders who hold their shares directly in their respective names (“**Registered Shareholders**”); they will receive paper copies of the Circular, related materials and the Corporation’s 2015 annual report via prepaid mail.

### **Websites Where Materials are Posted**

The Circular, this notice of meeting, the form of proxy, voting instruction form and the Corporation's 2015 annual report containing the Corporation's annual audited consolidated financial statements for the year ended December 31, 2015 and the related Management's Discussion and Analysis (collectively, the "**Meeting Materials**") are available on the Corporation's website at [www.itape.com](http://www.itape.com) and under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com) (Canada) and at [www.sec.gov](http://www.sec.gov) (United States). All shareholders are reminded to review the Circular and other Meeting Materials before voting.

### **How to Obtain Paper Copies of Meeting Materials**

Beneficial Shareholders may obtain paper copies free of charge of the Circular, other Meeting Materials and the Corporation's 2015 annual report by contacting the Corporation toll free at 866-202-4713 or by email at [Itp\\$info@itape.com](mailto:Itp$info@itape.com). Any request for paper copies should be received by the Corporation by 5:00 p.m. (eastern time) on May 25, 2016 in order to allow sufficient time for a Beneficial Shareholder to receive the paper copy and return the voting instruction form or proxy by its due date.

### **Voting**

The Board of Directors has fixed the close of business on April 26, 2016 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof.

If you are a **Beneficial Shareholder**, accompanying this notice of meeting are a voting instruction form and a supplemental mailing list return card for use by shareholders who wish to receive the Corporation's interim financial statements for the 2016 fiscal year. If you receive these materials through your broker or another intermediary, please complete, sign and return the materials in accordance with the instructions provided to you by such broker or other intermediary.

**Registered Shareholders** are encouraged to express their vote in advance by completing the enclosed form of proxy. Detailed instructions on how to complete and return proxies are provided on pages 2 and 3 of the accompanying Circular. To be effective, the completed form of proxy must be deposited with the Corporation's transfer agent and registrar, CTS Trust Company, B1 Level, 320 Bay Street, Toronto, Ontario M5H 4A6, at any time prior to 5:00 p.m. (eastern time) on June 8, 2016 or with the Chairman of the Meeting before the commencement of the Meeting or at any adjournment thereof. Registered Shareholders may also vote their shares by telephone or through the internet using the procedures described in the enclosed form of proxy.

Dated this 26<sup>th</sup> day of April, 2016.

**BY ORDER OF THE BOARD OF DIRECTORS**

By: *(signed)* Neil Wiener \_\_\_\_\_  
Secretary