

**CLAIMANT’S GUIDE TO COMPLETING THE D&O PROOF OF CLAIM FORM FOR
CLAIMS AGAINST DIRECTORS AND/OR OFFICERS OF EXPRESS FASHION
APPAREL CANADA INC. AND EXPRESS CANADA GC GP, INC.**

This Guide has been prepared to assist Claimants in filling out the D&O Proof of Claim form for claims against the Directors and/or Officers of Express Fashion Apparel Canada Inc. and Express Canada GC GP, Inc. (together, the “**Applicants**”). If you have any additional questions regarding completion of the D&O Proof of Claim, please consult the Monitor’s website at www.alvarezandmarsal.com/expresscanada or contact the Monitor, whose contact information is set out below.

The D&O Proof of Claim form is for Claimants asserting a claim against any Directors and/or Officers of the Applicants, and NOT for claims against any of the Express Canada Entities¹ themselves. For claims against the Express Canada Entities, please use the form titled “Proof of Claim Form for Claims Against the Express Canada Entities”, which is available on the Monitor’s website at www.alvarezandmarsal.com/expresscanada.

Additional copies of the D&O Proof of Claim form may be found at the Monitor’s website address noted above.

Please note that this is a guide only, and that in the event of any inconsistency between the terms of this guide and the terms of the Claims Procedure Order made on May 29, 2017 (the “**Claims Procedure Order**”), the terms of the Claims Procedure Order will govern.

SECTION 1. - DEBTOR

1. The full name of all of the Applicants’ Directors or Officers against whom the Claim is asserted must be listed.

SECTION 2A. - ORIGINAL CLAIMANT

2. A separate D&O Proof of Claim must be filed by each legal entity or person asserting a claim against the Applicants’ Directors or Officers.
3. The Claimant shall include any and all D&O Claims that it asserts against the Applicants’ Directors or Officers in a single D&O Proof of Claim.
4. The full legal name of the Claimant must be provided.
5. If the Claimant operates under a different name or names, please indicate this in a separate schedule in the supporting documentation.
6. If the claim has been assigned or transferred to another party, Section 2B, described below, must also be completed.

¹ Express Fashion Apparel Canada Inc., Express Canada GC GP, Inc., and Express Canada GC LP (collectively, the “Express Canada Entities”)

7. Unless the claim is assigned or transferred, all future correspondence, notices, etc., regarding the claim will be directed to the address and contact indicated in this section.

SECTION 2B. - ASSIGNEE

8. If the Claimant has assigned or otherwise transferred its claim, then Section 2B must be completed.
9. The full legal name of the Assignee must be provided.
10. If the Assignee operates under a different name or names, please indicate this in a separate schedule in the supporting documentation.
11. If the Monitor, in consultation with the Applicants, is satisfied that an assignment or transfer has occurred, all future correspondence, notices, etc., regarding the claim will be directed to the Assignee at the address and contact indicated in this section.

SECTION 3. - AMOUNT OF CLAIM OF CLAIMANT AGAINST DEBTOR

12. Indicate the amount the Director(s) and/or Officer(s) was/were and still is/are indebted to the Claimant in the Amount of Claim column, including interest up to and including May 3, 2017.

Currency

13. The amount of the claim must be provided in the currency in which it arose.
14. Indicate the appropriate currency in the Currency column.
15. If the claim is denominated in multiple currencies, use a separate line to indicate the claim amount in each such currency. If there are insufficient lines to record these amounts, attach a separate schedule indicating the required information.
16. If necessary, currency will be converted in accordance with the Claims Procedure Order.

SECTION 4. - DOCUMENTATION

17. Attach to the D&O Proof of Claim form all particulars of the claim and all available supporting documentation, including amount and description of transaction(s) or agreement(s) or legal breach(es) giving rise to the claim.

SECTION 5. - CERTIFICATION

18. The person signing the D&O Proof of Claim should:
 - (a) be the Claimant or an authorized representative of the Claimant;
 - (b) have knowledge of all of the circumstances connected with this claim;
 - (c) assert the claim against the Debtor(s) as set out in the D&O Proof of Claim and certify all available supporting documentation is attached; and

- (d) have a witness to its certification.
19. By signing and submitting the D&O Proof of Claim, the Claimant is asserting the claim against the Debtor(s).

SECTION 6. - FILING OF CLAIM

20. **The D&O Proof of Claim must be received by the Monitor on or before 5:00 p.m. (Toronto time) on July 28, 2017 (the “Claims Bar Date”) by prepaid ordinary mail, registered mail, courier, personal delivery or electronic transmission at the following address:**

**Alvarez & Marsal Canada Inc., Express Canada Monitor
Royal Bank Plaza, South Tower
200 Bay Street, Suite 2900, P.O. Box 22
Toronto, ON Canada M5J 2J1**

**Email: monitor.expresscanada@alvarezandmarsal.com
Fax No.: 416-847-5201**

Attention: Josh Nevsky

Failure to file your D&O Proof of Claim so that it is actually received by the Monitor on or before 5:00 p.m. on the Claims Bar Date will result in your claim being barred and you will be prevented from making or enforcing a claim against the Directors and Officers of the Applicants. In addition, you shall not be entitled to further notice in and shall not be entitled to participate as a creditor in the Applicants’ CCAA proceedings.