

Supplements and Amendments

The Corporation may make changes to the Rights Agreement prior to or after the Separation Time to correct any clerical or typographical error or to maintain the validity of the Rights Agreement as a result of any change in any applicable legislation, rules or regulation without the approval of the holders of the Voting Shares or Rights. The Corporation may also make changes to the Rights Agreement prior to the Meeting without the approval of the holders of the Voting Shares or the Rights.

The Corporation may, with the approval of the holders of Voting Shares, at any time prior to the Separation Time, make changes to or rescind any of the provisions of the Rights Agreement and the Rights (whether or not such action would materially adversely affect the interest of the holders of Rights generally).

The Corporation may, with the approval of the holders of Rights, at any time after the Separation Time, make changes to or rescind any of the provisions of the Rights Agreement and the Rights (whether or not such action would materially adversely affect the interest of the holders of Rights generally).

Anti-Dilution Adjustments

The Exercise Price of a Right, the number and kind of shares subject to purchase upon exercise of a Right, and the number of Rights outstanding, will be adjusted in certain events, including:

- (i) if there is a dividend payable in Common Shares or Convertible Securities (other than pursuant to any optional stock dividend program) on the Common Shares, or a subdivision or consolidation of the Common Shares, or an issuance of Common Shares or Convertible Securities in respect of, in lieu of or in exchange for Common Shares; or
- (ii) if the Corporation fixes a record date for the distribution to all holders of Common Shares of certain rights or warrants to acquire Common Shares or Convertible Securities, or for the making of a distribution to all holders of Common Shares of evidences of indebtedness or assets (other than regular periodic cash dividends or stock dividends payable in Common Shares) or rights or warrants.

EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

The following table is a summary of compensation for services in all capacities to the Corporation and its subsidiaries for the fiscal years ended April 30, 2000, 1999 and 1998 earned by each of the Corporation's "Named Executive Officers", determined in accordance with the regulations made under the *Securities Act* (Ontario) as being (i) the current President and Chief Executive Officer, (ii) a former President and Chief Executive Officer, and (iii) the five other most highly compensated executive officers other than the Chief Executive Officer. All amounts in this Circular are in Canadian dollars unless otherwise stated.

Name and Principal Position	Fiscal Year	Annual Compensation			Securities Under Options/SARS Granted (#)	All Other Compensation (\$)
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$) ⁽¹⁾		
William G. Nelson ⁽²⁾ Chairman	2000	440,910	nil	296,359 ⁽³⁾	nil	nil
	1999	453,150	222,795	3,873,750 ⁽⁴⁾	nil	nil
	1998	421,680	316,260	nil	200,000	nil
Douglas G. Bergeron ⁽²⁾ President and Chief Executive Officer	2000	514,395	514,395	334,591 ⁽⁵⁾	nil	nil
	1999	9,860	nil	nil	500,000	nil
Bertrand Sciard ⁽⁶⁾ Managing Director, Geac Enterprise Solutions, Europe	2000	365,994	286,375	385,291 ⁽⁷⁾	135,000	nil