

CREO INC.

**IT IS TIME TO TURN THIS
PICTURE AROUND!**

Creo Inc. — Share Price Performance⁽¹⁾



(1) C\$100 invested in common shares of Creo Inc. on July 29, 1999, being the date of the initial public offering of such shares, through October 8, 2004, the last trading day on the Toronto Stock Exchange before the Dissidents' intentions were announced.

LET'S GET STARTED....

— PLEASE READ —

YOUR VOTE IS EXTREMELY IMPORTANT — VOTE YOUR GREEN PROXY TODAY

Goodwood Inc.
212 King Street West, Suite 201
Toronto, Ontario CANADA
M5H 1K5

Burton Capital Management, LLC
100 Northfield Street
Greenwich, Connecticut USA
06830-4618

January 12, 2005

Dear Fellow Creo Inc. Shareholder:

Re: Creo Inc. — A Need for Change

Creo Inc. (“Creo”) is a company with lots of potential. In the 1990’s, Creo made a name for itself as the company that led the commercialization of computer-to-plate (“CTP”) devices for the commercial printing industry. As a result, Creo has the largest installed base of CTP devices in the world. Despite this, the current Board of Directors of Creo (the “Creo Board”) and current Creo management have made decisions that have resulted in sub-par operating performance, missed targets and poor capital allocation, all of which have destroyed shareholder value.

This is unacceptable. We believe a change of direction is necessary for Creo to realize its potential and deliver acceptable returns to shareholders. In order to effect this change, we require your support. Included herewith is a dissident proxy circular (the “Circular”) and a GREEN form of proxy which we have prepared in connection with the annual and special meeting of Creo’s shareholders to be held on February 10, 2005 (the “Meeting”). At the Meeting, we intend to nominate a new slate of directors to the Creo Board.

To understand why change is necessary, one needs to look no further than the Creo share price. The chart below shows the performance of C\$100 invested in Creo on July 29, 1999, the date of its initial public offering (“IPO”) on the Toronto Stock Exchange (the “TSX”) and the NASDAQ Stock Market, through October 8, 2004, the last trading day on the TSX prior to the announcement of our intentions:

Creo — Share Price Performance



Over the approximate five year period from the date of the IPO to October 8, 2004, Creo shareholders have lost 53% of their investment. We believe that this is the result of:

- **consistently poor operating performance**, which resulted in Creo’s pre-tax operating margin falling from 16.6% in fiscal 1999 to 1.6% in fiscal 2004;

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- **a loss of market share in Creo's core North American metal CTP business**, in which Creo's share of annual installations fell from 72% in 1999 (proforma the Scitex Acquisition, as defined in the Circular) to 28% in 2004;
- **a cost structure that is significantly above that of its competitors** despite consistent calls from shareholders that it be realigned;
- **consistently missing publicly stated goals and targets**, such as on August 4, 2004 when Creo management indicated that it would not be able to meet its long standing commitment to shareholders of 15% pre-tax margins exiting fiscal 2005; and
- **several poor capital allocation decisions**, such as Creo's purchase of Scitex Corporation's prepress assets, its investment in Printcafe Software, Inc. and its wasted R&D spending, resulting in net investment, intangibles and goodwill writedowns of approximately US\$328 million over the past five years.

In the face of this performance, what has the Creo Board done to reverse the trend? The answer is nothing. Over the past five years, the Creo Board has not changed the leadership of the Company. The Chief Executive Officer (the "CEO") of Creo at the time of the IPO remains the CEO of Creo today. In addition, the Creo Board has not significantly changed the Company's operating strategy despite overwhelming evidence that it has not created shareholder value.

Creo's Current Strategy — A Road to Disaster

The Creo Board and current management believe that, despite their poor performance, you should continue to entrust the Company to their "growth for growth's sake" strategy. While indicating that Creo will not achieve its 15% pre-tax margin target exiting fiscal 2005, Creo management continues to stick by their target of US\$1 billion of revenue by fiscal 2007. In the process, the Creo Board has approved over US\$100 million of investment in building out Creo's digital plate strategy with returns to shareholders coming far off in the future, if at all.

Although we acknowledge the attractiveness of providing digital plates as part of the Creo product offering, we believe that the approach taken by the Creo Board is flawed and could require significant additional capital beyond what the Creo Board has already approved. We also believe that this will result in a steady stream of losses for the Company. These capital investments combined with continued market share losses could leave Creo in a difficult financial position. Change is necessary to reverse this course before it is too late.

A New Leader — Robert G. Burton, Sr.

We believe that a significant change of direction is necessary at Creo to unlock the value that exists in the Company. We seek to replace the Creo Board with individuals who are established business leaders, many of whom have substantial experience in the printing and publishing industries. In addition, if our nominees are elected, they intend to hire Mr. Robert G. Burton, Sr. as CEO of Creo and appoint him as Chairman of the new Creo Board.

Mr. Burton, a Printing Impressions Hall of Fame member, is widely recognized for his intense focus on customers and on delivering value to shareholders. Goodwood Inc. approached Mr. Burton for this role because it believes that his proven ability to turn around underperforming companies, combined with his vast printing industry experience and distinguished track record, make him the ideal candidate to turn around Creo's performance and unlock value for shareholders.

Mr. Burton was the Chairman, President and CEO of Moore Corporation Limited ("Moore"), a leading printing company with over US\$2.0 billion in revenue in fiscal 2002. During his two-year tenure at Moore, Mr. Burton led Moore to a dramatic turnaround through significantly reducing costs, recruiting top-tier executive talent, growing revenue organically and through acquisitions and implementing a "one-stop shopping" customer focus. The price of the common shares of Moore increased from US\$2.38 on December 12, 2000, the

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first date of Mr. Burton's employment, to US\$10.16 on December 6, 2002, the date of his resignation. This is not the first time Mr. Burton has delivered results to shareholders.

Mr. Burton was also the Chairman, President and CEO of World Color Press, Inc. ("World Color"), a leading commercial printing company with revenues exceeding US\$2.3 billion for fiscal 1998. During his nine-year tenure as the senior executive of World Color, Mr. Burton led its turnaround, culminating in its sale by way of a merger in 1999 with Quebecor Printing, Inc., creating Quebecor World, Inc., one of the world's largest commercial printers. World Color completed its IPO on January 25, 1996 at a price of US\$19.00 per share and was sold in the merger at a value per share of US\$38.00. For additional information about Mr. Burton, please see the section of the Circular entitled "Robert G. Burton, Sr. and Burton Capital Management, LLC".

A New Strategy — Strengthening the Core

If Mr. Burton is appointed as Creo's CEO, his intention is to change the strategic direction of Creo by refocusing the Company on its core products, improving the Company's focus on customers and on delivering value to shareholders. The new corporate mission will be to grow Creo into the pre-eminent prepress and imaging solutions provider in the commercial printing, packaging and newspaper industries.

The major components of this strategy include:

- **refocusing the business** by selling, spinning off or shutting down products and product lines that are non-core to the mission or do not deliver a satisfactory return on capital employed;
- **reducing costs** by rationalizing product lines, reducing R&D spending, realigning the sales force and consolidating corporate functions, which we believe will result in cost reductions having a run rate of at least US\$50 million after the first 12 months and an additional US\$25 million in the second 12 months following Mr. Burton's appointment;
- **rethinking Creo's digital media strategy** and reducing the amount of capital required for the strategy by focusing on joint ventures, business alliances and business acquisitions as opposed to greenfield capital investment;
- **increasing revenue** by emphasizing Creo's selling efforts and refocusing on customer needs and by completing selected acquisitions relating to Creo's core business; and
- **aligning management interests with those of Creo's shareholders** by implementing an employee stock purchase plan at market prices and requiring senior management to participate in such plan.

Above all, it is our intention to deliver results to shareholders — excuses will be unacceptable. We believe that these changes will result in a stronger Creo, one that can compete over the long term and deliver value to shareholders.

Response to the Creo Circular

On January 10, 2005, management of Creo mailed to Creo's shareholders a management information circular dated as of December 28, 2004 (the "Creo Circular") and related materials. We believe that there are a number of strong reasons why shareholders should VOTE FOR our nominees as directors of Creo as opposed to those set out in the Creo Circular. In addition, we disagree with the assertions made in the Creo Circular for the following reasons:

- **The Creo Board has Not Created and is Not Creating Shareholder Value** — The Creo Board's claims of superior revenue growth, improved operating results and successful acquisitions are illusory. We believe that a majority of the revenue growth touted in the Creo Circular can be attributed to Creo's acquisition of the prepress assets of Scitex Corporation, not to organic revenue growth. As well, while the Creo Board trumpets Creo's improved profitability, if the fiscal 2004 gain on Creo's Printcafe (as defined in the Circular) investment is excluded, Creo's earnings per share actually fell from US\$0.11 per share in fiscal 2003 to US\$0.04 per share in fiscal 2004, a decline of 64%. In addition, earnings per share for fiscal 2004,

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again excluding the Printcafe gain, are 93% below the earnings per share recorded by Creo in fiscal 1999, the year of its IPO. As for the success of its strategic acquisitions, Creo's largest strategic investments, the Scitex Acquisition (as defined in the Circular) and its investment in Printcafe, have resulted in massive losses for Creo shareholders. Based primarily on these two acquisitions, Creo has taken net investment, intangibles and goodwill writedowns of approximately US\$328 million over the past five years;

- **Robert G. Burton, Sr. Has the Experience Required** — In the Creo Circular, the Creo Board contends that Robert G. Burton, Sr. lacks the relevant experience to effectively manage a company such as Creo that is research and development (“R&D”) driven and whose most important assets go home every night. However, Mr. Burton’s successful thirty-year business career is wide-ranging and includes experience as President of the Publishing division of Capital Cities/ABC where he was responsible for running a substantial publishing enterprise. Mr. Burton managed and recruited a motivated and award winning creative department of hundreds of editors, writers, and production staff. In fact, over twenty years of Mr. Burton’s thirty-year business career have been associated with publishing and media companies where dealing with human and intellectual capital has been imperative;
- **Our Plan Includes the Right Level of Cost Cutting** — In the Creo Circular, the Creo Board indicates that the cost cutting plan that we propose is too large. They also indicate that our plan would “jeopardize the Company’s short-term revenue and reduce short-term profitability” and that we will make “radical” and “ill-conceived” cuts to Creo’s R&D spending. We believe that the Creo Board and Creo’s current management are unable, due to their “growth for growth’s sake” strategy, to see the cost cutting opportunities that exist in Creo’s business. We believe that a fresh look at the entire Creo business as outlined in our plan, with a focus on core products, profitability and return on capital employed, will yield substantial cost cutting opportunities. These opportunities are expected to result in at least US\$50 million in cost reductions in the first 12 months, and an additional US\$25 million in the second 12 months after Mr. Burton is appointed CEO. While, in the Creo Circular, the Creo Board attempts to characterize these cost cuts as predominantly effecting R&D, the end results will see cuts come from all parts of Creo’s business;
- **Last Minute Change of Control Arrangements Not in Creo’s Best Interests** — The Creo Circular discloses that in October 2004, in direct response to the disclosure of our intentions, Creo’s Board amended certain existing “Change of Control” agreements to include within the definition of “change of control” a change in more than 50% of the composition of Creo’s Board. We believe that this shows that one of the Creo Board’s primary concerns upon learning of our intentions was to protect the financial interests of Creo’s executive officers. We also believe that the terms of these amended agreements and the lack of clarity regarding the quantum of the termination payments provided for shows a lack of concern for Creo’s shareholders;
- **Senior Creo Management is Selling Shares** — In the Creo Circular, the Creo Board and management discuss their confidence in the future of Creo, and in their plan to create shareholder value. Apparently, several senior management members of Creo do not believe in the Creo Board’s vision — since Creo reported their fourth quarter results, 13 members of Creo’s senior management team have sold a total of approximately 149,000 Creo Shares; and
- **We will Not Thwart the Strategic Review Process** — The Creo Circular refers to the review that is currently being undertaken by the Creo Board through a special committee to examine Creo’s current business plan as well as a full range of strategic options. The Creo Board warns that a change in the board and/or management at this time may put the execution of any strategic alternatives at risk. We believe that this is a disingenuous attempt by the Creo Board to maintain their current positions. Whether or not there is a change in control at Creo, Creo and its management will be capable of executing on the recommendations resulting from the strategic review. During his career, Mr. Burton has on numerous occasions managed the sale of specific assets, complete divisions, businesses and entire companies.

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We ask you to read the Circular carefully and are confident that you will conclude that voting FOR a new board of directors is in Creo’s best interests. We ask that you sign, date and return the enclosed GREEN form of proxy in accordance with the instructions in the Circular. You may do this even if you have previously signed a form of proxy in support of management — the more recent proxy automatically revokes the earlier one.

If you have questions in connection with your proxy, please call Kingsdale Shareholder Services Inc. at 1-866-749-5464 and they will assist you. Alternatively, you can visit our website at www.creodissidents.com.

Yours truly,

GOODWOOD INC.

“Peter H. Puccetti”

PETER H. PUC CETTI, CFA
Chairman and Chief Investment Officer

BURTON CAPITAL MANAGEMENT, LLC

“Robert G. Burton”

ROBERT G. BURTON, SR.
Chairman, CEO and Managing Member

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PROXY CIRCULAR

TO BE USED IN CONNECTION WITH THE ANNUAL AND SPECIAL MEETING
OF HOLDERS OF COMMON SHARES OF

CREO INC.

TO BE HELD ON THURSDAY, FEBRUARY 10, 2005

FOR THE SOLICITATION OF PROXIES
BY AND ON BEHALF OF

GOODWOOD INC. AND BURTON CAPITAL MANAGEMENT, LLC (AND CERTAIN OTHER SHAREHOLDERS NAMED HEREIN)

RECOMMENDATION

GOODWOOD, BURTON CAPITAL AND THE OTHER DISSIDENTS RECOMMEND THAT YOU ELECT THE INDIVIDUALS NAMED IN THIS CIRCULAR (AND THE ACCOMPANYING GREEN FORM OF PROXY) AS DIRECTORS OF CREO INC. AT THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON FEBRUARY 10, 2005

*This circular solicits **GREEN** proxies opposed to those of the current management of Creo Inc. Please follow the instructions set forth under "General Proxy Information — Appointment and Revocation of Proxies" in this circular with respect to depositing a proxy. You may oppose management even if you have previously deposited a proxy in support of management.*

**If you have any questions, or require any assistance in voting your shares,
please see the website www.creodissidents.com or call:**



Toll-Free: 1-866-749-5464

or

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January 12, 2005

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NOTICE TO UNITED STATES SHAREHOLDERS

This solicitation of proxies is not subject to the requirements of Section 14(a) of the United States *Securities Exchange Act of 1934*, as amended (the "U.S. Exchange Act"). Accordingly, such solicitation is made in the United States with respect to securities of a Canadian foreign private issuer in accordance with Canadian corporate and securities laws and this proxy circular has been prepared in accordance with disclosure requirements applicable in Canada. Shareholders of Creo in the United States should be aware that such requirements are different from those of the United States applicable to proxy statements under the U.S. Exchange Act.

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PROXY CIRCULAR

This proxy circular and the accompanying **GREEN** form of proxy are furnished to you in connection with the solicitation by and on behalf of Goodwood Inc. (“Goodwood”), Burton Capital Management, LLC (“Burton Capital”) and certain other shareholders named herein (together with Goodwood and Burton Capital, the “Dissidents”) of proxies to be used at the annual and special meeting of holders of common shares (the “Creo Shares”) of Creo Inc. (“Creo” or the “Company”), scheduled to be held in the Crystal Ballroom of the Hilton Vancouver Metrotown Hotel, located at 6083 McKay Avenue in Burnaby, British Columbia on Thursday, February 10, 2005 at 2:00 p.m. (Vancouver time), and at any and all adjournments or postponements thereof (the “Meeting”). Goodwood is acting in its capacity as manager and/or agent of the Goodwood Fund, the Goodwood Capital Fund, the Arrow Goodwood Fund, The Goodwood Fund 2.0 Ltd. and the KBSH Goodwood Canadian Long/Short Fund. The Dissidents are soliciting proxies in support of the election at the Meeting of the following nominees as directors of Creo: Robert G. Burton, Sr., Patrice M. Daniels, Leonard C. Green, Mark J. Griffin, James C. Johnson, Michael W. Johnston, Robert W. Korthals, Kevin G. Rooney, Wesley Voorheis and Sonia S. Yung.

Your vote is very important to the future of your investment in Creo. If, after reading this circular, you agree that changes to the current board of directors of Creo (the “Creo Board”) are necessary, please sign, date and deposit the enclosed GREEN form of proxy with us. You may do this even if you have previously deposited a management proxy or other form of proxy — any later proxy will automatically revoke the earlier one. If you are a registered shareholder, you may also revoke your management proxy by attending the Meeting in person or by proxy and indicating your wish to vote in person. See “General Proxy Information — Appointment and Revocation of Proxies”.

Unless otherwise noted, the information concerning Creo contained in this circular has been taken from or is based upon publicly available documents or records on file with Canadian securities regulatory authorities (including the Creo Circular, as defined below) and other public sources. Although none of the Dissidents has knowledge that would indicate that any statements contained therein are untrue or incomplete, the Dissidents do not assume responsibility for the accuracy or completeness of such information or for any failure by Creo to disclose material information which may affect the significance or accuracy of such information. Information concerning Creo is available for review on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. In addition, shareholders may obtain copies of Creo’s financial statements and MD&A upon request and without charge to the shareholder by calling Kingsdale Shareholder Services Inc. (toll-free 1-866-749-5464), which has been retained by the Dissidents to assist with proxy solicitation in connection with the Meeting.

Certain statements contained in this circular constitute forward-looking statements. The words “may”, “would”, “could”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect” and similar expressions as they relate to the Dissidents, the Company or its future management, are intended to identify forward-looking statements. Such statements reflect the Dissidents’ current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company’s actual results, performance or achievements that may be expressed or implied by such forward-looking statements to vary from those described herein should one or more of these risks or uncertainties materialize. Such factors include, but are not limited to, economic, business, technological, competitive and regulatory factors.

This solicitation of proxies is NOT made by or on behalf of the management of Creo. Creo has previously caused to be forwarded to you a management proxy circular dated as of December 28, 2004 (the “Creo Circular”) and a management form of proxy.

REASONS FOR THIS SOLICITATION

The purpose of this solicitation of proxies by and on behalf of the Dissidents is to seek the election of the individuals listed under “Election of Directors” herein to the board of directors of Creo. The following are the primary reasons that the Dissidents believe that new leadership is needed at Creo.

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Why is Change Necessary?

In the 1990's, Creo was considered by many to be an international technology success story. After commercializing one of the first computer-to-plate ("CTP") prepress devices for the commercial printing industry in the early 1990's, Creo grew to have the largest installed base of CTP systems in North America in 1999, on the eve of its initial public offering ("IPO").

Over the past several years, the Creo Board has consistently emphasized revenue growth at the expense of profitability and shareholder returns. Further, the Creo Board has been unable to adequately transition Creo from a company in a fast growing market with few competitors, to a company in a slower growing market with many competitors. Over the past several years under the stewardship of the Creo Board, Creo has:

- consistently missed publicly stated goals and targets, and failed to deliver the operating leverage inherent in the Creo business model;
- produced poor operating results, as illustrated by Creo's Pre-tax Operating Margin falling from 16.6% in fiscal 1999 to 1.6% in fiscal 2004⁽²⁾;
- maintained a bloated cost structure, despite persistent calls from shareholders to reduce the Company's cost base to a level more comparable to that of its competitors and the realities of the industry; and
- made several poor capital allocation decisions that have cost Creo shareholders dearly.

Not surprisingly, from its IPO in 1999 to October 8, 2004 (the last trading day on the Toronto Stock Exchange (the "TSX") before the Dissidents' intentions were first disclosed), a period of over five years, Creo Shares lost 53% of their value. In the face of this performance, what action has the Creo Board taken to reverse the trend? The answer is nothing. Over the past five years, the Creo Board has not seen the need to change the leadership of the Company — the Chief Executive Officer (the "CEO") at the time of the IPO is still the CEO today. In addition, the Creo Board has not seen the need to significantly change the Company's operating strategy, despite overwhelming evidence that the current strategy has destroyed shareholder value.

The Dissidents are proposing a slate of directors several of whom have significant printing and publishing industry experience. If elected, these persons intend to appoint a CEO with over 30 years of experience in the printing and media industries and a superior track record of increasing shareholder value in public companies. The Dissidents believe that a change of direction is required for Creo to become successful and provide adequate returns for shareholders. Now is the time for change.

Creo's Share Price — A Downward Trend

To understand why change is necessary, one needs to look no further than the price of the Creo Shares. Creo completed its IPO on July 29, 1999 at C\$22.67 per share. Over five years later, on October 8, 2004, being the last trading day on the TSX before the Dissidents' intentions were first disclosed, the closing price of the Creo Shares was C\$10.70 per share, representing a 53% decrease from the date of the IPO. Over the same time period, Creo has also underperformed the overall equity market by a wide margin. The chart below illustrates Creo's share price performance from its IPO through October 8, 2004, assuming a C\$100 investment, as compared with the performance of the S&P/TSX Total Return Index⁽³⁾.

(2) Pre-tax Operating Margin excludes restructuring and business integration costs, goodwill, intangibles and investment writedowns/gains, intangibles amortization, equity investment losses, royalty arrangement expenses, and other income/expenses.

(3) The S&P/TSX Total Return Index represents the imputed market value of a portfolio of stocks listed on the TSX and assumes that dividends from these stocks are reinvested.

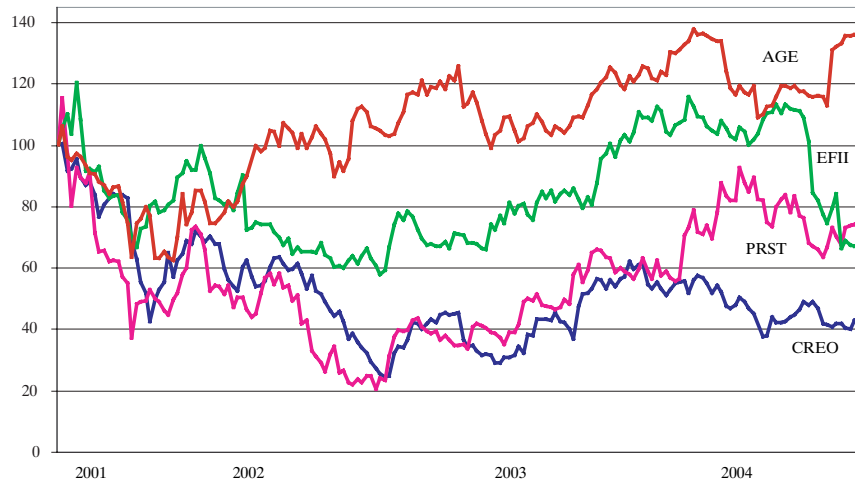
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Creo vs. S&P/TSX Total Return Index



Creo management has consistently blamed printing industry forces for this underperformance, citing the downturn in the printing industry as a leading culprit. However, in addition to underperforming the overall equity market, Creo's share price performance has severely lagged the performance of its competitors in the printing equipment industry. The chart below shows the performance of US\$100 invested in Creo and several competitors (Agfa-Gevaert N.V. ("Agfa") — FWB: AGE⁽⁴⁾; Electronics for Imaging, Inc. — NASDAQ: EFII; and Presstek, Inc. ("Presstek") — NASDAQ: PRST) since the beginning of the downturn in the commercial printing industry (estimated by the Dissidents as June 1, 2001) through October 11, 2004 (the last U.S. trading day before the Dissidents' intentions were first announced).

Creo vs. Competitors



The Dissidents acknowledge that the market conditions for Creo's printing industry customers have been difficult, particularly since 2001. However, the Dissidents believe that this represents only one reason for the underperformance of Creo. Creo's metal CTP market share in North America, proforma the Scitex Acquisition (as defined herein), has fallen from approximately 72% in 1999 to 28% in 2004⁽⁵⁾. While Creo's competitors made hard cost reduction decisions and adjusted their businesses to become more competitive, the Creo Board has refused to do so. *The Creo Board's inability to make hard decisions has cost Creo shareholders dearly.*

(4) Shown in € not US\$, i.e. shows the performance of €100 invested in Agfa from June 1, 2001 to October 11, 2004.

(5) Source: State Street Consultants Q3 Market Data Report, November 16, 2004, p. 30. Represents Creo's share of annual installations for the applicable period.

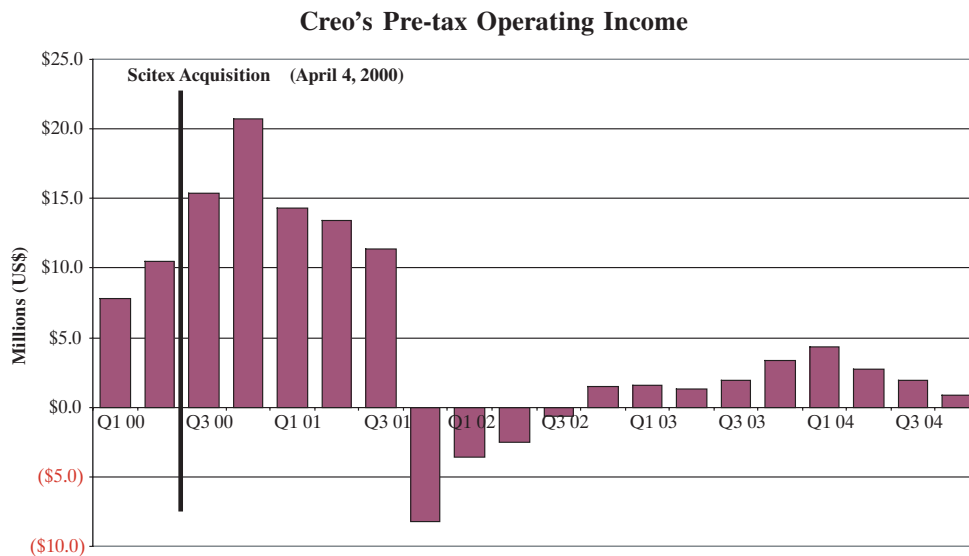
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The Creo Board’s Abysmal Track Record

A. Poor Operating Performance

Creo’s operating performance over the past four years has been nothing short of disastrous. This is shown clearly through Creo’s inadequate levels of Pre-tax Operating Income⁽⁶⁾, its inability to generate operating leverage and its consistent underachievement relative to publicly stated goals and targets.

(i) Pre-tax Operating Income



In the quarter ended March 31, 2000, Creo generated Pre-tax Operating Income of US\$10.5 million on sales of US\$63.3 million. However, since the quarter ending June 30, 2001, Creo has failed to generate in excess of US\$4.4 million in Pre-tax Operating Income in a given quarter, despite average quarterly revenues of US\$146 million. The Dissidents believe this considerable deterioration in profitability has been met with little or no change in direction by the Creo Board.

(ii) Operating Leverage

Many times over the past four years, Creo has highlighted for shareholders the operating leverage inherent in the Creo business model. In the Creo Annual Report for fiscal 2002 (p. 16), Creo’s Chairman and CEO wrote:

“...we are positioned with a powerful brand, and a strong roster of products that are uniquely targeted to the many market segments we serve. We are equipped with an effective manufacturing and support infrastructure, and an unmatched direct sales force. As economic stability returns, our competitive strength gives us tremendous [operating] leverage.”

Further, in the Creo Annual Report for fiscal 2003 (p. 2), Creo’s Chairman and CEO made operating leverage a key priority for fiscal 2004, stating:

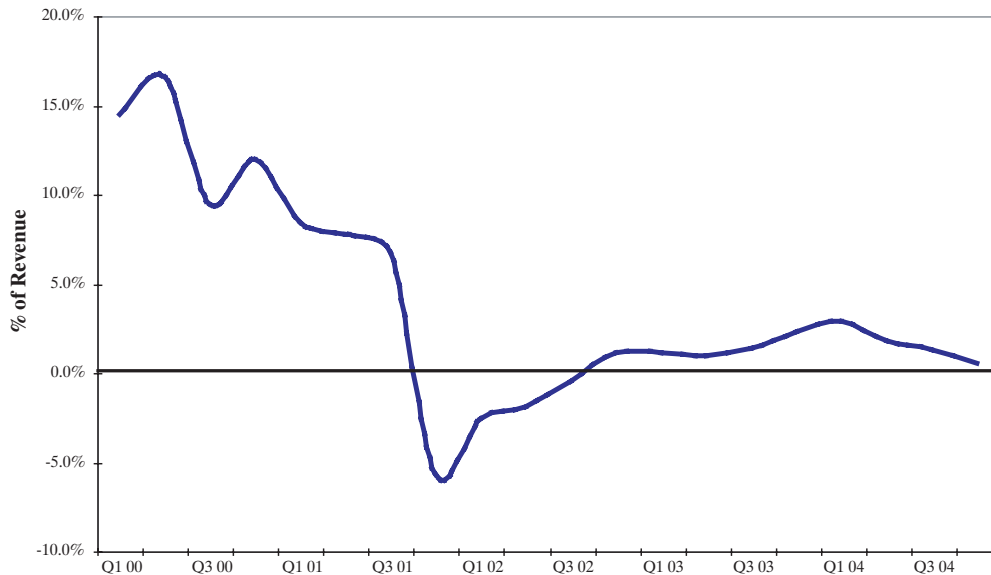
“And finally, we will demonstrate our operating leverage, by increasing revenue while controlling costs and improving operational efficiency.”

(6) Pre-tax Operating Income excludes restructuring and business integration costs, goodwill, intangibles and investment writedowns/gains, intangibles amortization, equity investment losses, royalty arrangement expenses, and other income/expenses.

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Unfortunately for Creo shareholders, the Creo Board could not deliver on its repeated commitments to generate operating leverage, as Creo reported a Pre-tax Operating Margin of 0.5% in the fourth quarter of fiscal 2004, its lowest level since the quarter ending June 30, 2002. This is despite the Company recording its highest level of quarterly sales (US\$167.1 million) since the quarter ending June 30, 2001.

Creo's Pre-tax Operating Margin



Creo's inability to control costs despite an already bloated cost structure has resulted in a significant decline in shareholder value. In its "new" operating plan, announced on October 6, 2004, Creo management indicated that through selective cost cuts and expected revenue growth they intend to attain pre-tax earnings of 8% of revenue for the fourth quarter of fiscal 2005. *Given this management team's dismal performance on operating leverage in the recent past, shareholders should regard these "commitments" with a high level of scepticism.*

(iii) *Missed Goals and Targets*

For the past several years, the Creo Board has attempted to maintain the trust of Creo shareholders based on their long term promises, namely that:

- Creo will attain US\$1 billion in revenue for the fiscal year 2007; and
- Creo will attain a pre-tax margin of 15% exiting fiscal 2005.

The Dissidents believe that it was these targets and commitments that led the Creo Board to approve management's investment of enormous amounts of money in research and development ("R&D") over the past four years. Unfortunately for Creo shareholders, their trust in the Creo Board was misplaced. Creo has indicated that it will miss its targets. On August 4, 2004, after several months of speculation, Creo management admitted that it would not be able to attain its profitability target of 15% pre-tax margin exiting fiscal 2005.

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Despite this, Creo continues to stick by its goal of US\$1 billion in revenue for fiscal 2007. What good is revenue growth without adequate levels of profitability to provide an appropriate return for shareholders? ***Once again, the Creo Board is emphasizing growth over profitability, and deferring the hard decisions that are necessary.*** This was reiterated in a *Globe and Mail* newspaper article regarding Creo on September 4, 2004, wherein Amos Michelson, Creo's CEO, commented:

“The plan is to get to \$1 billion in revenue by 2007 with a fixed cost structure.... This is when the big profits will be generated.”

The Creo Board and management continue to defer returns to shareholders in favour of revenue growth with the ever elusive promise of operating leverage. The Dissidents believe that enough is enough. It is time for a change in Creo's direction so that value is realized for shareholders. Unless changes are made now, Creo's poor operating performance, combined with the significant capital requirements of Creo's current plan, has the potential to leave Creo in a much more difficult financial position and destroy value for shareholders.

B. Poor Capital Allocation Decisions

In their attempt to transform Creo into a “high growth” technology company, the Creo Board has made several capital allocation decisions that have squandered capital and destroyed shareholder value. The following are some examples of such decisions:

(i) Acquisition of the Scitex Prepress Assets

The Dissidents believe that Creo's purchase of Scitex Corporation's (“Scitex”) prepress assets on April 4, 2000 for US\$506 million (the “Scitex Acquisition”) is largely responsible for the Company's bloated cost structure. Subsequent to closing the Scitex Acquisition, Creo encountered major delays and problems integrating the assets (a process that the Dissidents believe is still ongoing) and in fiscal 2001 wrote off goodwill and intangible assets of US\$266 million primarily associated with the Scitex Acquisition.

(ii) Significant Losses on “Printcafe Investment”

From fiscal 2000 through fiscal 2003, Creo invested a total of US\$76 million in the equity of Printcafe Software, Inc. (“Printcafe”), a software venture that was viewed by the Creo Board as critical to Creo's network graphic production vision for the future. After writing this investment off completely in fiscal 2001, Creo launched a bid for the remainder of Printcafe's shares in January 2003. Despite owning 37% of the fully diluted shares of Printcafe at the time, Creo was unable to acquire the remaining shares of Printcafe and was out-manoeuvred by a major competitor. After tendering its shares to the competitor's bid, Creo lost over US\$58 million of capital on its investment in Printcafe and lost what the Dissidents believe was intended to be a major growth driver for the Company in the future.

(iii) Excessive R&D Spending

Since the beginning of fiscal 2001 to the end of fiscal 2004, Creo spent over US\$310 million on R&D, an average of 13.0% of revenue, and R&D spending has risen from 9.4% of revenue in fiscal 2000 to 13.3% of revenue in fiscal 2004. Before the application of tax credits and reimbursements, the amount spent by Creo on R&D for this period is even larger, at US\$390 million, or an average of 16.2% of revenue. This level of R&D spending is significantly above the spending level of Creo's major competitors, which the Dissidents believe averages between 6% and 8% of revenue. This higher level of R&D spending should naturally result in revenue growth from the sale of new products and a corresponding increase in profitability. Unfortunately that is not the case with Creo. For example:

- In fiscal 2001, the first full year after the Scitex Acquisition, Creo's total revenue was US\$656.5 million; total revenue in fiscal 2004 was approximately US\$20 million less, at US\$635.8 million.

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- In fiscal 2001, product revenue, the major benefactor of R&D spending, was US\$447.2 million; in fiscal 2004 product revenue was approximately US\$65 million less, at US\$379.5 million.

Creo has not been able to earn a satisfactory return on the R&D dollars that have been invested. This was confirmed by Mr. Mark Dance, Chief Financial Officer (“CFO”) of Creo, on February 26, 2003 at an analyst meeting. When asked about Creo’s return on its R&D investment, Mr. Dance responded:

“...No we are not happy... Have we made the right decisions? I think the financial statements show that in the net, given the environment, we did not make the right decisions.”

Despite this admission, the Dissidents believe that the Creo Board has not taken meaningful action to reduce R&D investments. In fact, Creo has approximately the same number of people working in R&D at the end of fiscal 2004 (905) as it did at the end of fiscal 2000 (913), the first fiscal year end after the Scitex Acquisition. It is no wonder that Creo management has been reluctant to discuss with shareholders the nature of Creo’s R&D investments over the past several years.

The Dissidents believe that this track record of repeated, poor capital allocation decisions points to fundamental flaws in Creo’s strategy and an ongoing disregard for the interests of Creo shareholders.

C. Excessive Stock Option Based Compensation

The Creo Board has granted excessive stock option-based compensation to management and employees of Creo. Over the past several years, stock options have been granted that represent 15% of the total outstanding Creo Shares (based on 56,570,454 Creo Shares outstanding as at the Record Date, as defined herein). This would have been even higher at 17% had the Creo Board not completed a dilutive share offering in March 2004. In addition, the Creo Board approved option exchange and repricing programs implemented in fiscal 2002, which resulted in the effective repricing of outstanding options. The Dissidents believe that the option exchange and repricing programs were primarily responsible for the weighted average exercise price of outstanding options falling to US\$11.51 per share at the end of fiscal 2003 from US\$19.70 per share at the end of fiscal 2000:

| | <u>F2000</u> | <u>F2001</u> | <u>F2002</u> | <u>F2003</u> |
|---|--------------|--------------|--------------|--------------|
| Stock Options Outstanding | 10,127,858 | 9,796,725 | 9,135,066 | 10,119,960 |
| Weighted Average Exercise Price | US\$19.70 | US\$19.67 | US\$12.39 | US\$11.51 |

In fiscal 2002, 6,056,389 options with an average exercise price of US\$22.39 per share were cancelled and 6,049,485 options with an average exercise price of US\$10.11 per share were granted, primarily as a result of the option exchange and repricing programs. This occurred over a period during which the Creo shareholders suffered a substantial negative rate of return on their investment.

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Creo's Cost Structure is Bloated

The Dissidents believe that the philosophy of the Creo Board over the past four years can be summed up as “if you build it, they will come”. With its top priority being the achievement of its US\$1 billion revenue target, Creo has built out its cost structure to support that level of business today, despite current revenues that are approximately 65% of this objective. Unfortunately for Creo shareholders, the Dissidents believe that the unsuccessful track record of the Creo Board and current management, combined with an increasingly competitive environment, make it highly unlikely that this objective will be achieved.

Despite the repeated and constant objections of many Creo shareholders, the Creo Board has refused to cut costs aggressively in order to adjust to market realities. Many of Creo's competitors, including Agfa, Dianippon Screen Mfg. Co., Ltd. (“Screen”) and Presstek, have taken significant steps toward restructuring over the past three years to improve profitability and adjust to industry demand. The Dissidents believe that this has resulted in better Pre-tax Operating Margins and more cost competitive businesses for such competitors, while Creo continues to lose market share and produce inadequate shareholder returns.

Creo's cost structure is above industry norms. This is evidenced by the following comparisons with its principal competitors:

| <u>TTM⁽³⁾ to Sept. 30, 2004</u> | <u>Creo</u> | <u>Agfa⁽¹⁾</u> | <u>Screen⁽¹⁾</u> | <u>Presstek</u> |
|--|----------------------|---------------------------|-----------------------------|-----------------|
| Sales (Millions US\$) | \$ 636 | \$ 1,979 | \$ 495 | \$ 98 |
| R&D % | 13.3% | 4.4% | 7.0% | 6.3% |
| Pre-tax Operating Margin % | 1.6% | 6.2% | 4.2% | 8.1% |
| No. of Employees (approximate) | 4,100 ⁽⁴⁾ | 7,200 | 4,460 ⁽²⁾ | 230 |
| Sales/Employee | \$155,073 | \$273,746 | \$488,237 ⁽²⁾ | \$427,222 |

(1) Only graphic systems divisions are included. R&D % based on latest available information (Agfa — December, 2003; Screen — March, 2004). Agfa has been converted from Euros at an average of €1.22. Screen has been converted from Japanese Yen at an average of ¥108.31.

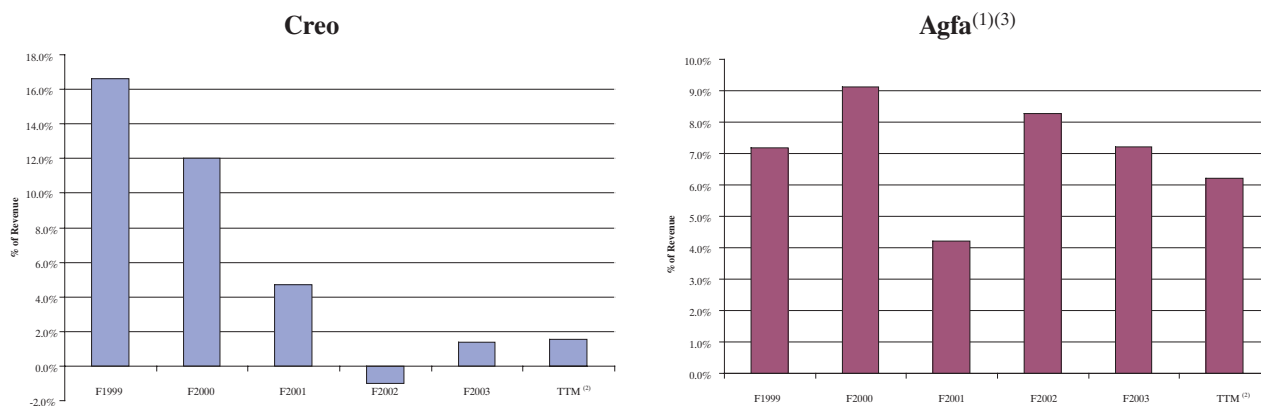
(2) No. of Employees and Sales/Employee is for the entire company, rather than the graphic systems division.

(3) TTM — trailing 12 months.

(4) Creo “fact sheet” as of November 17, 2004 obtained from Creo's website (www.creo.com).

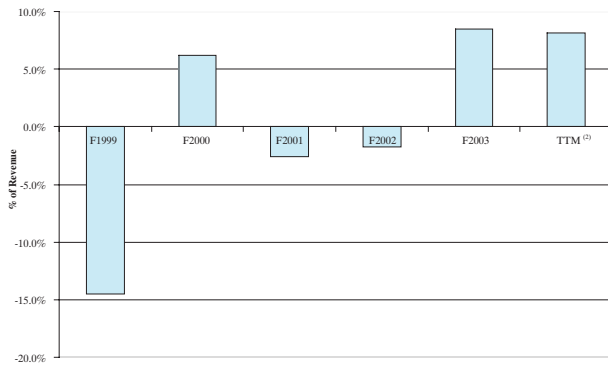
While Creo's Pre-tax Operating Margins continue to be depressed, its competitors have made significant strides to return to and maintain profitability:

Pre-tax Operating Margins: Creo vs. Competitors

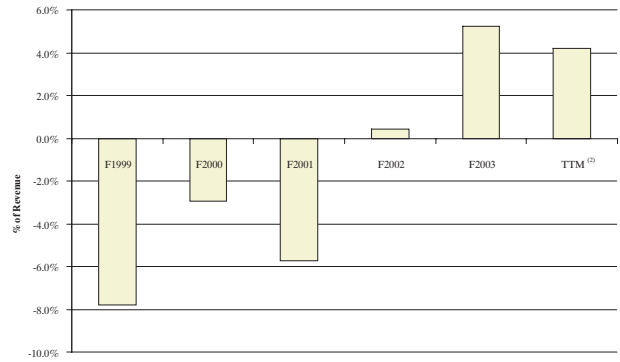


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Presstek



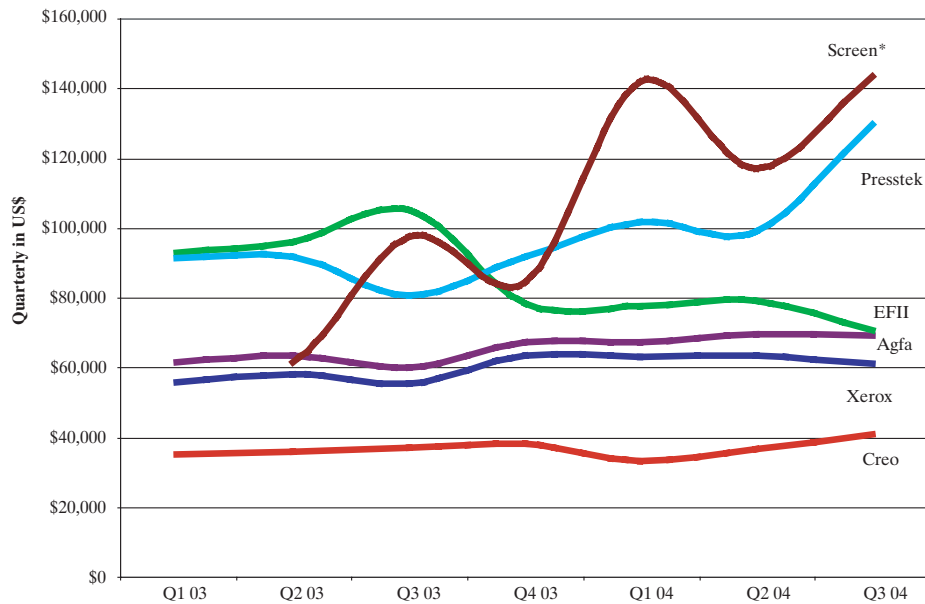
Screen⁽¹⁾



- (1) Only graphic systems divisions are included.
- (2) TTM — trailing 12 months.
- (3) Only continuing operations are included.

Creo's revenue productivity as measured by sales per employee severely lags other participants in the industry. This is especially true over the past seven quarters, when the printing industry has begun to recover:

Sales Productivity — Sales per Employee (Calendar Quarters)

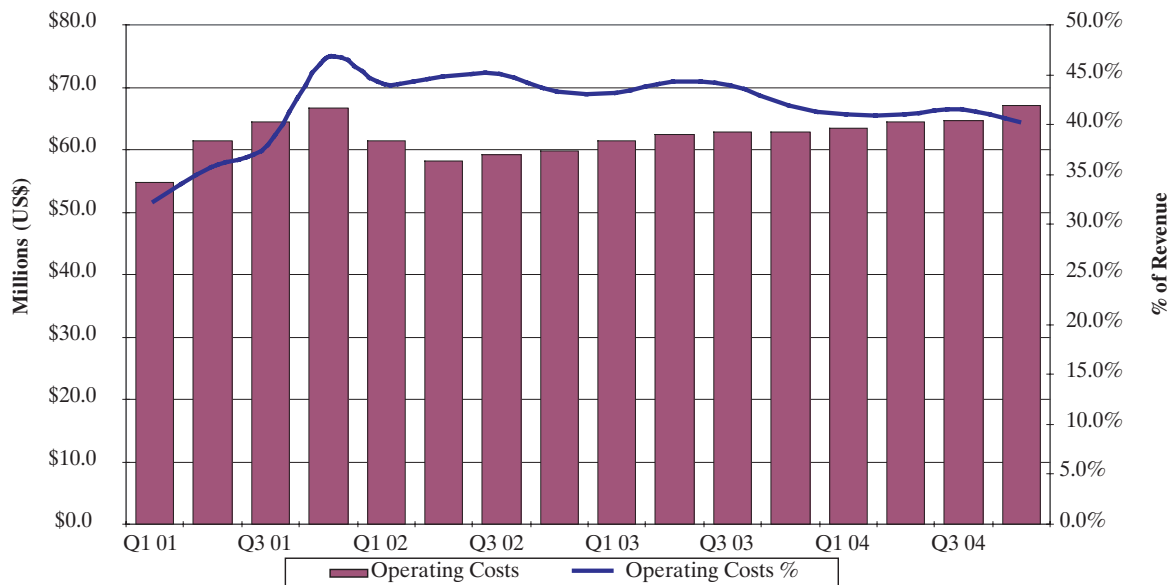


* Q1 2003 data not available for Screen.

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How do the Dissidents describe the Creo Board’s track record on cutting costs? Not good. Creo management has discussed at length the cost reduction measures taken over the past three years to “right size” the business. However, these selective and targeted cost cuts have been largely ineffective:

Creo’s Quarterly Operating Costs⁽¹⁾



(1) Operating costs include research and development, sales and marketing, and general administrative expenses. It excludes restructuring and business integration costs, goodwill, intangibles and investment writedowns/gains, intangibles amortization, equity investment losses, royalty arrangement expenses, and other income/expenses.

The cost cuts implemented by the Creo Board and management have not gone nearly far enough. From the closing of the Scitex Acquisition, Creo has incurred approximately US\$60 million in restructuring charges and business integration costs in an effort to cut costs and integrate the acquisition. Despite the level of these charges, Creo’s quarterly operating costs have actually risen from US\$54.8 million in the first quarter of fiscal 2001, to US\$67.1 million in the fourth quarter of fiscal 2004, or from 32% of revenue to 40% of revenue. Headcount for Creo at the end of fiscal 2000 was 4,008 employees. At the end of fiscal 2004, the Dissidents estimate that headcount had actually gone up to 4,100⁽⁷⁾ employees.

Major adjustments need to be made to Creo’s cost structure to ensure that Creo continues to be competitive and to provide an adequate level of return to Creo shareholders. The Creo Board has consistently refused to accept this reality.

Creo’s Current Operating Strategy Contains Enormous Risk for Shareholders

The Dissidents believe that the current operating strategy as outlined by the Creo Board on the October 6, 2004 conference call and reinforced on the November 17, 2004 year end conference call is inherently flawed. This strategy is based on the “status quo”, and contains two additional major components — another in a long string of small, “band-aid” cost reduction initiatives and the continued ramp-up of the digital media strategy.

Cost Reduction Program... Again

The Dissidents believe that the cost cutting program announced by Creo management on the October 6, 2004 conference call is insufficient to turn Creo around and make it more cost competitive. In addition, the Dissidents

(7) Creo “fact sheet” as of November 17, 2004 obtained from Creo’s website (www.creo.com).

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believe that the cost cutting is based on revenue growth assumptions that, if not met, will result in continued disappointment for Creo shareholders.

Digital Media Strategy — More Risk

The Dissidents believe that the digital media strategy as currently defined by the Creo Board creates risk for Creo shareholders. Based on public disclosure, the Creo Board has approved over US\$100 million of investment in the digital plate business with the purchase of plate making facilities in South Africa and the United States, the expansion of this purchased capacity, and the proposed greenfield development of a plate making facility in Germany over the next two years.

The Dissidents acknowledge the need to provide digital plates as part of the Creo product offering. However, the Dissidents believe that a “build from scratch” strategy is very risky and will potentially result in a steady stream of losses for the Company. The Dissidents do not believe that Creo will be able to earn adequate returns from its investment in the digital media strategy for the following reasons:

- the digital plate market is dominated by three large, well financed competitors that the Dissidents believe make up approximately 85% of the market — economies of scale is a key industry success factor that Creo will be unlikely to generate without significant additional spending;
- distribution, logistics and execution are critical to maintaining and attracting digital plate customers — an area of Creo’s organization that is currently unproven; and
- Creo management has indicated that Creo’s digital media strategy is contingent on its ability to charge customers a premium price for Creo plates — a strategy that the Dissidents believe is inconsistent with the realities of the plate market and with what the Dissidents believe is Creo’s current aggressive pricing of its plates in the marketplace.

The Dissidents believe that early indications show that, while revenue is growing as a result of Creo’s digital media strategy, returns have not met the expectations of the Creo Board. Mr. Mark Dance, Creo’s CFO, has repeatedly indicated that the acquisitions of the South Africa and West Virginia facilities have been accretive to earnings. On the third quarter 2004 conference call held August 4, 2004, he was asked the question:

“... you mentioned that the West Virginia plant was accretive in both earnings and revenue. Is the South African plant accretive in revenues and earnings?”

Mr. Dance responded: “Yes.”

However Amos Michelson, Creo’s CEO, stated in an October 27, 2004 article in the *Seybold Bulletin*⁽⁸⁾ that the thermal plate business would not be profitable until the first quarter of fiscal 2005 (ended December 31, 2004). The Dissidents believe that the initial profitability of the digital media strategy has not met expectations.

In addition to these factors, there are several indications that the Creo Board did not fully appreciate the capital commitments required to develop its own digital plate business. When the digital media strategy was announced by Creo management on September 15, 2003, Creo indicated that it had purchased a plate manufacturing facility in South Africa for US\$11 million and signed several third-party manufacturing arrangements. On the conference call held on September 15, 2003, Amos Michelson commented on the nature of these arrangements:

“We plan to use a combination of our own plant and outsourced manufacturing to produce the Creo plates for the different regions. Our total capacity from this arrangement will meet anticipated demand for the Creo plate for some time.”

This was confirmed in Creo’s Annual Report for fiscal 2003 (p.18):

“We believe that total capacity from these arrangements is sufficient to meet anticipated demand for Creo plates for some time.”

(8) The Seybold Bulletin, Vol. 10, Issue 04. “The View from the Top: An Interview with CEO Amos Michelson.”

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Despite these assurances, since January 2004 Creo has proceeded to:

- purchase a plate manufacturing facility in Virginia, U.S.A., for approximately US\$20 million;
- increase its capital budget for fiscal 2004 by approximately US\$5 million to retrofit the new U.S. facility;
- increase its investment in working capital for channel inventory by approximately US\$10 million;
- announce an expansion of its U.S. facility at a cost of US\$20 million; and
- announce the purchase of land in Germany, with the intention of developing a greenfield plate making facility over the next two years at a cost of US\$40 million.

These developments represent an additional US\$95 million of investment in the digital media strategy. As well, despite having over US\$53 million of net cash on the balance sheet at December 31, 2003, Creo proceeded with a dilutive equity issue in March 2004 at US\$10.00 per share to enable this expansion.

The Dissidents believe that the “build from scratch” digital media strategy is inherently flawed, and has the potential to require enormous additional capital investment beyond what has been announced, with significant uncertainties regarding the returns that will be generated for shareholders. The additional capital required, combined with downward pressure on plate pricing, has the potential to hurt profitability and negatively effect Creo’s financial position. The Dissidents believe that an alternative, less capital intensive and less risky strategy is required.

PROPOSED PLAN FOR CREO

The Dissidents believe that a new corporate direction is required to increase Creo’s competitiveness in its core markets and make shareholder returns a top corporate priority. Without this renewed focus, the Dissidents believe the market share losses suffered in recent years will continue and, combined with the enormous further capital requirements of the digital media strategy, have the potential to leave Creo in a difficult financial position.

The Dissidents have developed a plan that they believe will allow Creo to be successful in the long term and will deliver returns to shareholders. To accomplish this goal the Dissidents have identified a new CEO with a track record of delivering results. The major components of this plan are summarized below.

Elect a Shareholder-Focused Board of Directors with Substantial Industry Experience

As stated herein in the section entitled “Election of Directors”, the Dissidents propose to nominate Robert G. Burton, Sr., Patrice M. Daniels, Leonard C. Green, Mark J. Griffin, James C. Johnson, Michael W. Johnston, Robert W. Korthals, Kevin G. Rooney, Wesley Voorheis and Sonia S. Yung for election as directors of the Company.

These nominees include established business leaders with a superior track record of producing results for shareholders. Several of them have valuable experience in the printing, publishing and graphic arts industries. Mr. Burton, Mr. Griffin and Ms. Daniels are former, long-term directors of Kohlberg Kravis Roberts & Co.’s (“KKR & Co.”) portfolio company, World Color Press, Inc. (“World Color”), which is now part of Quebecor World, Inc. (“Quebecor World”), one of the world’s largest commercial printers. Mr. Green was an investor in World Color and Moore Corporation (“Moore”) and is currently an investor in Creo. Mr. Johnston has extensive experience in the publishing industry, serving in senior management positions with Thomson Newspaper Corporation for thirty years. The Dissidents believe that their proposed nominees have the business experience, perspective and track record to provide Creo with a new direction and improve Creo’s focus on customers and shareholder returns.

Install a New Management Team, Led by Mr. Robert G. Burton, Sr. as CEO

The Dissidents intend, upon the election of the proposed slate of directors, to hire Mr. Burton as CEO and appoint him as Chairman of the new Creo Board. The Dissidents believe that Mr. Burton’s track record in

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bringing renewed operational focus and executing corporate turnarounds is unparalleled in the printing, publishing and media industries. His successful business experience at IBM, Capital Cities/ABC, Inc. (“Capital Cities/ABC”), World Color and Moore has fully prepared him for this new assignment.

Upon being hired as Creo’s CEO, it is Mr. Burton’s plan to put in place the best managers and employees possible and hold them personally accountable for results achieved within their areas of responsibility. Mr. Burton has a long track record of attracting top industry talent and working successfully with existing management. During his tenure at Moore, Mr. Burton hired over 100 executives that had worked with him previously to assist in Moore’s turnaround. Mr. Burton has already made preliminary contact with numerous executives who he would like to become part of the Creo team and who have extensive printing, technology, and manufacturing experience.

As an example, immediately upon his appointment, Mr. Burton plans to appoint Mr. Thomas W. Oliva as President of Creo’s sales and manufacturing organization. Mr. Oliva has over two decades of direct printing industry experience and will bring a thorough understanding of what products Creo’s printing industry customers need in order to be successful. Mr. Oliva has been a long-time customer of Creo’s products and understands the direction the Company needs to take in order to improve its market position. He has worked with Mr. Burton at World Color and Moore.

Despite these preliminary contacts, there are no contracts, arrangements or understandings with any person with respect to future employment by Creo.

The Dissidents’ Plan

Refocus the Business

Creo is currently trying to be “all things to all people”, producing over 300 different products and servicing multiple markets in an effort to produce growth, regardless of profitability. The Dissidents believe that Creo’s competitors have been able to capitalize on this lack of focus by taking market share in Creo’s core CTP business, where the Dissidents believe the majority of Creo’s profitability is earned. This direction should be changed and a new corporate mission adopted to elevate Creo to become the leading prepress and imaging solutions provider to the commercial printing, packaging and newspaper industries.

The Dissidents’ plan will be to quickly determine which of Creo’s 300 diverse product lines are related to the core CTP business and which product lines are non-core. Product lines determined to be non-core will likely be sold, spun-off or shut down. While many of Creo’s products are “first-in-class” with respect to their technology, some of these products have little or nothing to do with the prepress industry and, more importantly, are not currently earning an adequate return on capital employed. These product lines funnel management time, research resources and capital away from Creo’s core product lines. Revenue contribution will no longer be the measurement of a product’s success or failure. The focus of the Dissidents’ plan will be earnings per share performance and return on capital employed.

Reduce Costs

Immediately upon appointment as CEO, Mr. Burton intends to implement a plan to adjust Creo’s cost structure, making it more in line with that of its competitors and the realities of the printing industry. The goal will be to eliminate unnecessary costs, making Creo’s products more cost competitive in the marketplace and Creo a low-cost producer in the industry. It is anticipated that the cost savings plan will include:

- a review of all product lines, resulting in the sale, spin-off, restructuring or elimination of those that do not meet appropriate return on capital criteria or are not related to Creo’s core business focus;
- a reduction in R&D spending to align such spending with that of its industry peers, taking into account the projects already underway, their nature, time to market and potential realistic future returns;
- improvements in product gross margin through further outsourced manufacturing, improved materials sourcing and more efficient logistics and distribution;

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- the centralization of all corporate functions to reduce facilities costs and eliminate duplication and the shut down of all non-essential activities and programs;
- a complete review of financial controls with respect to business processes, procurement, logistics, energy, overhead costs and foreign currency hedging;
- a realignment of the sales organization toward the optimal balance between direct and indirect selling required to meet the needs of customers in targeted segments; and
- the sale of non-essential assets such as real estate and other property.

The Dissidents expect that this review will result in cost reductions having a run rate of at least US\$50 million in the first 12 months, and an additional US\$25 million in the second 12 months after Mr. Burton is appointed CEO. This plan will also enable Creo to reinvest in product pricing, making its products more competitive in the marketplace. The Dissidents believe that these efforts will result in a much stronger Creo, one that can begin to grow market share again, compete over the long-term and deliver acceptable returns to shareholders.

Mr. Burton has successfully executed such cost saving initiatives several times in his business career. As an example, at Moore, Mr. Burton executed a plan that delivered US\$100 million in cost reductions in the first year, followed by an additional US\$50 million in the second year, significantly beating publicly established targets. Each cost cutting plan was undertaken by Mr. Burton with the intention of making the respective companies more accountable to customers and shareholders.

Rethink the Digital Media Strategy

The Dissidents acknowledge the need to provide digital plates as part of the bundled Creo product offering. However, they also believe that Creo's current "build from scratch" strategy is too capital intensive and has been and will be unable to earn adequate returns. Creo has committed over US\$100 million of capital to the digital media strategy (excluding substantial past R&D investments the exact amount of which the Company refuses to disclose), much of it to be spent in fiscal 2005 and 2006. The Dissidents believe this will substantially drain the Company's cash position. The Dissidents expect that this trend will continue for the foreseeable future. The Dissidents believe that this strategy of chasing revenue with insufficient returns will also lead to fierce competitive pressure and acceleration in the downward spiral of plate pricing.

Once appointed, Mr. Burton and his team intend to actively seek to minimize future capital expenditures by focusing on alternative growth strategies, including possible joint ventures with larger and established digital plate makers or the acquisition of an established plate maker. The Dissidents believe that they have the relationships necessary to effect such arrangements. They also believe that a new approach and thoughtful financial discipline can help Creo continue to grow its market share in the plate business without the enormous financial burden and insufficient level of return it is currently experiencing.

Pursue Growth Organically and Through Acquisition

The prepress industry is characterized by overcapacity and fierce competition. Despite this, the end market for Creo's prepress equipment and software continues to grow. With an adjusted cost structure and a coherent digital plate strategy, the Dissidents believe that Creo can aggressively grow its business organically by:

- strengthening its product lines by improving the value proposition for its customers;
- refocusing its research efforts to produce products that its customers need, rather than products that Creo thinks they should buy;
- strengthening and refocusing Creo's sales organization;
- developing prepress solutions for all segments of the market, rather than limiting its market to one type of customer or technology; and

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- focusing on growth markets for prepress products (newspapers, packaging, smaller printers) and on geographic expansion of the prepress business.

Beyond increasing Creo's sales efforts to produce organic growth, the Dissidents believe that to be able to properly serve Creo's customers, Creo will need to have sufficient size and scale to maintain a low-cost competitive position. Once Creo's cost structure is adjusted, the Dissidents plan to acquire complementary assets and businesses to expand Creo's core offerings and drive its top and bottom line growth. The Dissidents believe that their nominees to the board will be opportunistic, but fiscally responsible, and will take steps that have an immediate positive effect on earnings and are aligned with Creo's core strategy.

Align Management and Employee Interests With Shareholders Interests

The Dissidents believe that it is critical that the interests of Creo's employees and management be completely aligned with those of its shareholders. The Dissidents believe that the only way to achieve this is through management and employee ownership of Creo Shares.

The Dissidents intend to immediately implement an employee stock purchase plan, to facilitate the purchase of shares by management and employees at market prices, through regular payroll deductions. In addition, the Dissidents intend to require all senior managers to own a specified level of Creo Shares, purchased at market prices. Mr. Burton was successful in implementing such a plan at World Color and Moore.

Deliver Results to Shareholders

Finally, the Dissidents intend to deliver on the promises that they make. Excuses will be unacceptable. They also intend to aggressively control costs going forward and to refocus Creo's sales efforts on regaining its position as the leading prepress and imaging solutions provider in the world.

The Dissidents believe that this plan will result in the changes that are necessary to make Creo successful and improve the focus on its core customers. The Dissidents also believe that this plan will result in superior returns for shareholders as compared to the returns expected if Creo's current direction is continued.

DISSIDENTS' RESPONSE TO THE CREO CIRCULAR

As stated above, the Dissidents believe that there are a number of reasons why shareholders should vote for the Dissidents' nominees as directors of Creo. Set out below are the responses of the Dissidents to the points raised in the Creo Circular.

The Creo Board has Not Created and is Not Creating Shareholder Value

Noticeably lacking in the Creo Circular is a discussion regarding what the Dissidents believe are the two most important measures of whether or not the Creo Board has created shareholder value — Creo's historical profitability and the performance of its share price. Based on Creo's historical financial results, it is not surprising that the Creo Board has elected not to discuss their disastrous track record on these two measures.

The Creo Circular describes Creo as being a "world-class leader in pre-press solutions" and describes Creo's products and services as "the engine that creates value for shareholders every day". The Dissidents acknowledge that Creo has a leading position in the prepress industry with high quality, advanced products that provide significant benefits to its customers. **However, the Dissidents believe that the Creo Board has been unable to unlock shareholder value and has been unable to translate Creo's leading market position into adequate shareholder returns.**

The Creo Circular highlights several areas where the Creo Board believes value has been created for shareholders. The Dissidents disagree:

- **Revenue Growth.** The Creo Board highlights revenue growth from US\$6 million to US\$636 million as a sign of success stemming from "a series of exceptional innovations" developed by Creo's R&D programs.

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The Dissidents believe that this is misleading as the majority of Creo's revenue growth has come from Creo's acquisition of the prepress assets of Scitex, which generated US\$492 million of revenue for fiscal 1999, the year prior to the Scitex Acquisition. The poor performance of the Scitex Acquisition was primarily responsible for Creo's US\$266 million writedown of goodwill and intangible assets in fiscal 2001. The Dissidents do not view revenue growth as success if it is not accompanied by increasing profitability and adequate shareholder returns.

- **Improved Operating Results.** The Creo Circular indicates that Creo has steadily improved its annual results since fiscal 2001, with earnings per share doubling in fiscal 2004 over fiscal 2003. However, if the gain on the Printcafe investment recorded in fiscal 2004 is excluded, earnings per share for Creo actually fell from US\$0.11 per share in fiscal 2003 to US\$0.04 per share in fiscal 2004, a decline of 64%. In addition, earnings per share for fiscal 2004, again excluding the Printcafe gain, are 93% below the earnings per share recorded by Creo in fiscal 1999, the year of its IPO.
- **Successful Acquisitions.** The Creo Circular indicates that the Creo Board and management have "successfully integrated significant strategic acquisitions". The Dissidents believe that this is misleading — Creo's largest strategic investments, the Scitex Acquisition and its investment in Printcafe, have resulted in massive losses for Creo shareholders. Based primarily on these two acquisitions, Creo has taken net investment, intangibles and goodwill writedowns of approximately US\$328 million over the past five years. In addition, total revenue for Creo peaked in fiscal 2001 at US\$656 million, the first fiscal year following the Scitex Acquisition, and has yet to return to this level.
- **Pre-Tax Earnings Target.** In the Creo Circular, the Creo Board intimates that shareholders should trust the Creo Board one more time when it says that it intends to reach pre-tax earnings of at least 8% of revenues by the fourth quarter of fiscal 2005, despite the fact that Creo has missed the Creo Board's publicly stated targets numerous times in the past. The Creo Board did not deliver on its promise to shareholders to generate operating leverage in fiscal 2004 — producing earnings per share 64% below fiscal 2003 as indicated above. In addition, it was not until August 4, 2004 that the Creo Board finally admitted that Creo would not meet the Creo Board's target for pre-tax margin of 15% exiting fiscal 2005.

The most important measure of whether the Creo Board has created value for shareholders is the performance of the Creo Share price. By this measure, it is clear that the Creo Board has not created shareholder value. Over a period of approximately five years from Creo's IPO until October 8, 2004, the last trading day on the TSX before the Dissidents' intentions were announced, the Creo Shares lost 53% of their value under the stewardship of the Creo Board. On October 7, 2004, the day following the date the Creo Board announced its current operating plan and US\$24 million cost reduction initiative, the Creo Shares fell approximately 4%. Since October 12, 2004, the date that the Dissidents filed their Schedule 13D, through January 12, 2005, the Creo Shares have gained 78%.

Robert G. Burton, Sr. Has the Experience Required

In the Creo Circular, the Creo Board contends that Robert G. Burton, Sr. lacks the relevant experience to effectively manage a company such as Creo that is R&D driven and whose most important assets go home every night. The Dissidents believe that Mr. Burton has the skills and experience necessary to successfully run Creo and allocate Creo's capital (including R&D investments) in the best interests of shareholders. Mr. Burton's successful thirty-year business career is wide-ranging and includes experience in the printing, publishing, and media industries. For a detailed description of Mr. Burton's experience, past performance, and track record of increasing shareholder value, see "Robert G. Burton, Sr. and Burton Capital Management, LLC" below.

While each of Mr. Burton's assignments has required different skill sets and different management approaches, each has produced a superior return for shareholders. Contrary to what the Creo Board would have shareholders believe, Mr. Burton does have extensive experience in businesses based on intellectual assets. As President of the Publishing division of Capital Cities/ABC for nearly ten years, Mr. Burton was responsible for running a several hundred million dollar publishing enterprise with hundreds of book and magazine titles. During this period, Mr. Burton managed and recruited a motivated and award winning creative department of

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hundreds of editors, writers, and production staff, which was instrumental in turning around the operations of the division from a loss to a major profit contributor for Capital Cities/ABC. In fact, for over twenty years of Mr. Burton's thirty-year business career, Mr. Burton has been associated with publishing and media companies where dealing with human and intellectual capital has been imperative.

The Dissidents' Plan Includes the Right Level of Cost Cutting

In the Creo Circular, the Creo Board indicates that the cost cutting plan proposed by the Dissidents is too large, and would "jeopardize the Company's short-term revenue and reduce short-term profitability". One of the Dissidents has heard these hollow threats several times before when discussing the cost structure of Creo with Creo management and the Creo Board. The Creo Board has come out with a series of band-aid cost cutting plans that have resulted in approximately US\$60 million in restructuring and business integration costs since the closing of the Scitex Acquisition. Despite these charges, Creo's quarterly operating costs have risen from 32% of revenue in the first quarter of fiscal 2001, to 40% in the fourth quarter of fiscal 2004.

Creo's cost structure is higher than its competitors and out of touch with the realities of the printing equipment industry. As the Creo Board has focused on failed strategic investments and enormous R&D spending over the past several years, its competitors have restructured to right size their businesses with industry realities, and deliver adequate returns for shareholders. For a full discussion of Creo's bloated cost structure, please see "Creo's Cost Structure is Bloated" herein.

The Dissidents believe that the Creo Board and Creo's current management are unable, due to their "growth for growth's sake" strategy, to see the cost cutting opportunities that exist in Creo's business. The Dissidents believe that a fresh look at the entire Creo business as outlined in the Dissidents plan, with a focus on core products, profitability and return on capital employed will yield substantial cost cutting opportunities. The Dissidents expect these opportunities to result in at least US\$50 million in cost reductions in the first 12 months, and an additional US\$25 million in the second 12 months after Mr. Burton is appointed CEO. While in the Creo Circular the Creo Board attempts to characterize these cost cuts as predominantly effecting R&D, the truth is that they will come from all parts of Creo's business.

Mr. Burton has faced scepticism in the past and it is often prevalent in companies that fear operational change. Despite this, Mr. Burton has proven his ability to deliver on his commitments. At Moore, Mr. Burton executed a plan that delivered US\$100 million in cost reductions in the first year, followed by an additional US\$50 million in the second year, significantly beating publicly established targets.

The Dissidents believe that these efforts will result in a much stronger Creo, one that can begin to grow market share again, compete over the long-term and deliver acceptable returns to shareholders.

The Dissidents Will Not Make Radical and Ill-Conceived Cuts to R&D Spending

The Creo Circular argues that the Dissidents will make radical and ill-conceived cuts to Creo's R&D spending. While it is true that the Dissidents plan to reduce Creo's expenditures in several areas, these cuts will be made in a focused and sensible manner. The Dissidents believe that in order for Creo to be successful in the future, it has to become a low-cost producer. This will allow Creo to become more competitive in the marketplace, and in turn will result in a much stronger Creo.

While the Dissidents have not made any determination as to where these cuts will be made, one area of expected cost focus will be R&D. The Dissidents are committed to continuing to fund future spending on R&D and committed to developing products and services that Creo's customers demand. However, unlike current management, the Dissidents plan to only spend on projects that are related to Creo's core business and meet acceptable levels of return. Mr. Burton plans to hold management accountable to meet specified return thresholds that Creo's shareholders demand. Revenue contribution will no longer be the measurement of a product's success or failure. Taking into account the projects already underway, their nature, time to market and potential realistic future returns, the Dissidents will carefully review all current and future projects and spending, phasing out and eliminating those that do not meet appropriate return on capital criteria or are not

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related to Creo's core business focus. The Dissidents expect that this will result, over a period of time, in a reduction in R&D spending to align such spending with Creo's industry peers.

It is very clear from the Creo Board's and current management's vision and track record that they do not share this strategy. Since the beginning of fiscal 2001 to the end of fiscal 2004, Creo has spent over US\$310 million on R&D, an average of 13.0% of revenue, and R&D spending has risen from 9.4% of revenue in fiscal 2000 to 13.3% of revenue in fiscal 2004. This level of R&D spending is significantly above the spending level of Creo's major competitors, which the Dissidents believe averages between 6% and 8% of revenue. In summary, while the Dissidents believe that significant cuts will have to be made to Creo's spending, they will not be so foolish as to cut expenditures in areas that would ultimately help Creo's prospects.

Last Minute Change of Control Arrangements Not in Creo's Best Interests

The Creo Circular discloses that in May 2004 Creo entered into "Change of Control" agreements (the "CoC Agreements") with its named executive officers (Amos Michelson, Mark Dance, Judi Hess, Larry Letteney, Israel Sandler and Scott Prina, the "Executive Officers"). In October 2004, in direct response to the disclosure of the Dissidents' intentions, these agreements were amended to include within the definition of "change of control" a change in more than 50% of the composition of Creo's Board. **The Dissidents believe that these amendments demonstrate that the Creo Board's primary concern is the protection of the financial interests of the Executive Officers. Despite a strategic process which began in July 2004, no strategic transaction has been announced and no significant action has been taken by the Executive Officers or by the Creo Board since October 2004 to deliver increased value to Creo's shareholders.**

According to the Creo Circular, the rights and benefits provided for under the CoC Agreements include termination payments for each individual which are to be the greater of (i) an amount calculated in accordance with a formula set out in the Creo Circular and (ii) the amount of any termination payment that would become due to such individual under any existing employment contract. The formula for item (i) above includes a payment based on the individual's average compensation over the relevant period as well as any legal fees payable by the Executive Officers for any failure by Creo to comply with the terms of the CoC Agreements.

While the compensation determined in accordance with item (i) can be estimated based on historical compensation paid to the Executive Officers, there is no way to determine the amount that would be determined in accordance with item (ii). To the knowledge of the Dissidents, Creo has never disclosed the terms of any employment agreements with its Executive Officers. If there are employment agreements with any of the Executive Officers, the Dissidents believe that the failure to disclose their terms deprives shareholders of the ability to assess the reasonableness of the termination payments and their potential effect on this proxy contest and on any sale of Creo. The Dissidents believe that this constitutes a material omission in the Creo Circular and a striking omission from the public disclosure record for a company such as Creo that prides itself on being at the forefront of corporate governance.

Further, the CoC Agreements allow Messrs. Michelson and Dance and Ms. Hess to terminate their own employment immediately upon any change of control and to trigger the undisclosed payments to themselves.

While the Creo Circular provides details of change of control arrangements with the Executive Officers, it does not disclose what the total termination payment obligations of Creo may be in the face of a change of control event.

For the foregoing reasons, the Dissidents believe that the recent amendments to the CoC Agreements are not in the best interests of the Company or its shareholders.

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Senior Creo Management is Selling Shares

In the Creo Circular, the Creo Board and management discuss their confidence in the future of Creo, and in their plan to create shareholder value. They discuss how the ramp up of the digital media strategy and the achievement of their 8% pre-tax margin target for the fourth quarter of fiscal 2005 will create value for shareholders. Apparently, several senior management members of Creo do not believe in the Creo Board's vision. Since Creo reported its fourth quarter results, 13 members of Creo's senior management team have sold Creo Shares.

Based on public disclosure from November 19, 2004 until January 10, 2005, senior members of Creo's management team exercised stock options and completed outright sales of Creo Shares totalling approximately 149,000 Creo Shares at an average sale price of approximately C\$16.54 per share. Included in this total is an outright sale (not option related) of 39,000 Creo Shares by Mr. Dave Brown, Creo's Corporate VP, Business Strategy representing 25% of his position in Creo Shares. The Dissidents believe that these option exercises and share sales bring into question the confidence that current Creo management have in their own operating plan.

The Dissidents Will Not Thwart Strategic Review Process

The Creo Circular refers to the review that is currently being undertaken by the Creo Board through a special committee to examine Creo's current business plan as well as a full range of strategic options, including acquisitions, alliances with strategic partners, resale arrangements, business combinations, the sale of all or substantially all of Creo's assets and the sale of the Company. This review commenced in July 2004, but was only announced by Creo on October 15, 2004 following the disclosure of the Dissidents' intentions. In connection with the strategic review, Creo retained Merrill Lynch to assist in the process.

Despite the fact that the review has been going on for over five months, the Creo Board has nothing concrete to report to shareholders. In its letter to Goodwood dated November 8, 2004, one of the reasons that Creo gave for not calling a shareholders' meeting earlier than February 10, 2005 was the belief that shareholders should have an adequate period of time prior to the meeting to consider the results of the special committee's evaluation of strategic alternatives.

Instead, in the Creo Circular, the Creo Board is warning that a change in the board and/or management at this time may put the execution of any strategic alternatives at risk. The Dissidents believe that this is a disingenuous attempt by the Creo Board to maintain their current positions. Whether or not there is a change in control at Creo, the Company will have the benefit of the recommendations of Merrill Lynch and the special committee (provided that they deliver on their commitment to complete the process in January 2005). If the recommendations make sense from the point of view of maximizing shareholder value, the Dissidents are confident that Mr. Burton and his management team can implement them with the assistance of Merrill Lynch or other competent financial advisors. During his career Mr. Burton has on numerous occasions managed the sale of specific assets, complete divisions, businesses and entire companies.

ROBERT G. BURTON, SR. AND BURTON CAPITAL MANAGEMENT, LLC

It is the intention of the Dissidents, following the election of the Dissident slate of directors outlined below, to hire Mr. Robert G. Burton, Sr. as CEO of Creo and appoint Mr. Burton as Chairman of the new Creo Board. The Dissidents believe that Mr. Burton, a Printing Impressions Hall of Fame member, is widely recognized for his intense focus on customers and on delivering value to shareholders. The Dissidents believe that Mr. Burton's proven ability to turnaround underperforming companies, combined with his vast printing industry experience and distinguished track record, make him the ideal candidate to turn around the poor performance of Creo and unlock value for shareholders.

Mr. Burton is the Chairman, CEO & Managing Member of Burton Capital. Burton Capital was formed in January 2004 to invest in middle market manufacturing companies that provide an opportunity for increased shareholder value through intense management and operational changes and organic and acquisitive growth.

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Through Burton Capital, Mr. Burton, being the Managing Member and majority holder of the membership interests in Burton Capital, has purchased 860,154 Creo Shares to date.

From December 2000 through December 2002, Mr. Burton was the Chairman, President and CEO of Moore, a leading printing company with over US\$2.0 billion in revenue for fiscal 2002. During his tenure at Moore, Mr. Burton led Moore to a dramatic turnaround through significantly reducing costs, recruiting top-tier executive talent and growing revenue through acquisitions and a “one-stop shopping” customer focus. The price of the common shares of Moore increased from US\$2.38 on December 12, 2000, the first date of Mr. Burton’s employment, to US\$10.16 on December 6, 2002 the date of his resignation. This is not the first time Mr. Burton has delivered results to shareholders.

From April 1991 through October 1999, Mr. Burton was the Chairman, President and CEO of KKR & Co.’s portfolio company, World Color, a leading commercial printing company with revenues exceeding US\$2.3 billion for fiscal 1998. During his nine-year tenure as the senior executive of World Color, Mr. Burton led its turnaround, culminating in its sale by way of a merger in 1999 with Quebecor Printing, Inc., creating Quebecor World, one of the world’s largest commercial printers. World Color completed its IPO on January 25, 1996 at a price of US\$19.00 per share and was sold in the merger at a value per share of US\$38.00. During his term at World Color, Mr. Burton led World Color to make twenty-five accretive and successful acquisitions.

From 1981 to 1991, Mr. Burton held a series of senior executive positions at Capital Cities/ABC, including President of ABC Publishing. At Capital Cities/ABC, Mr. Burton was instrumental in turning around the operations he ran from a loss position to a major profit contributor for the company. Mr. Burton has also held senior executive media positions at CBS and IBM.

The Dissidents believe that Mr. Burton’s distinguished track record of exceptional performance, his knowledge of the commercial printing industry and his understanding of the needs of commercial printers, will result in improved financial performance, increased shareholder confidence and, most importantly, increased value for Creo shareholders.

BACKGROUND TO THE SOLICITATION

The Dissidents collectively beneficially own or exercise control or direction over an aggregate of 3,338,490 Creo Shares, representing approximately 5.9% of the outstanding Creo Shares as of the Record Date. Goodwood is a Canadian-based money management firm with approximately C\$200 million under management. Goodwood manages primarily Canadian equity long/short portfolios for institutional and high net worth clients utilizing an active bottom-up, value oriented and event driven approach. Goodwood was founded in 1996 by Peter H. Puccetti, who is the Chairman and Chief Investment Officer of the firm.

Goodwood first acquired Creo Shares in February 2002. In July 2004, for the reasons set out in this circular, Goodwood determined that it was time for a change of direction at Creo. In this context, Goodwood wrote a letter to Creo’s current CEO indicating its dissatisfaction with Creo’s operating strategy, its bloated cost structure, its dismal long-term share price performance, its history of poor capital allocation decisions, and the excessive level of stock option compensation used by the Company. In September 2004, representatives of Goodwood met with members of the Creo Board to discuss these concerns and the Creo Board’s commitment to increasing shareholder value. Based on this meeting, it became clear to Goodwood that the Creo Board and management were not willing to pursue the strategies that Goodwood believed would result in increased value for Creo shareholders.

Subsequently, in September 2004, Goodwood approached Mr. Burton to discuss the current situation at Creo, its future prospects, and the interest of Mr. Burton in participating in an effort to improve shareholder value at Creo. Mr. Burton agreed that it was time for change at Creo. He expressed interest in pursuing the removal of the Creo Board and offered to assume the role of Chairman and CEO of Creo in an effort to turn around the Company and increase shareholder value. In support of the foregoing, Burton Capital purchased 860,154 Creo Shares in the open market between September 23, 2004 and November 1, 2004.

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On October 12, 2004, certain of the Dissidents filed a Schedule 13D with the United States Securities and Exchange Commission indicating their ownership of Creo Shares and their intention to seek the removal and replacement of the Creo Board, and subsequently, the dismissal of the Company's CEO. The Dissidents also indicated their intention to replace Creo's current Chairman and CEO with Robert G. Burton, Sr.

At the Meeting, the Dissidents seek to elect an alternative slate of directors, and, if successful, to replace Creo's current Chairman and CEO with Mr. Burton.

ELECTION OF DIRECTORS

Management Slate of Directors

To the knowledge of the Dissidents, the Creo Board is currently comprised of the following ten individuals: Douglas A. Brengel, Mark Dance, Norman B. Francis, Steve M. Gordon, Jean-François Heitz, John S. McFarlane, Amos Michelson, Kenneth A. Spencer, Morgan Sturdy and Charles E. Young. The Creo Circular states that management of Creo will propose each of the above individuals as nominees for election as directors to hold office until the close of the next annual meeting of shareholders of Creo or until his successor is elected or appointed, unless his office is earlier vacated.

Dissident Slate of Directors

The Dissidents propose to nominate the individuals set out below for election at the Meeting as directors of Creo. Each of these nominees, if elected, will hold office until the close of the next annual meeting of shareholders of Creo or until his or her successor is elected or appointed, unless his or her office is earlier vacated.

| <u>Name and Municipal Address of Nominee⁽¹⁾</u> | <u>Present Principal Occupation and Occupation for the Previous Five Years</u> | <u>Number of Common Creo Shares Beneficially Owned or Controlled</u> |
|--|---|--|
| ROBERT G. BURTON, SR. Greenwich, Connecticut | Chairman, Chief Executive Officer & Managing Member, Burton Capital Management, LLC (investment firm) from 2004; Chairman, Chief Executive Officer and President of Moore Corporation Limited (printing company) from 2000 to 2002; Chief Executive Officer and President of World Color Press, Inc. (printing company) from 1991 to 1999 | 860,154 ⁽²⁾ |
| PATRICE M. DANIELS Los Angeles, California | Partner, Onyx Capital Ventures (private investment firm) from October 2002; Managing Director, High Yield and Acquisition Financing, CIBC World Markets (investment bank) from March 1997 to March 2002 | nil |
| LEONARD C. GREEN Holmdel, New Jersey | President, The Green Group (financial services firm of CPAs, consultants and entrepreneurs) from 1976 | 244,000 ⁽³⁾ |
| MARK J. GRIFFIN Greenwich, Connecticut | Founder and Head Master of the Eagle Hill School (independent private school), Greenwich, Connecticut from September 1975 | 1,500 |

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| <u>Name and Municipal Address of Nominee⁽¹⁾</u> | <u>Present Principal Occupation and Occupation for the Previous Five Years</u> | <u>Number of Common Creo Shares Beneficially Owned or Controlled</u> |
|--|---|--|
| JAMES C. JOHNSON Toronto, Ontario | President of Study Management Inc. (private consulting firm) from November 2004 and from August 2002 to September 2003; Partner, Edgestone Capital Partners (merchant bank) from September 2003 to November 2004; President and Chief Operating Officer of MDC Corporation Inc. (marketing communications company) from September 2001 to August 2002; Managing Partner and Chief Operating Officer of Dorset Partners (now Borealis Capital Corporation) (merchant bank) from October 1999 to March 2001 | 3,000 |
| MICHAEL W. JOHNSTON Toronto, Ontario | President, Michael W. Johnston & Associates Inc. (private media consulting company) since 1994 | nil |
| ROBERT W. KORTHALS Toronto, Ontario | Retired Banker, Corporate Director | nil |
| KEVIN G. ROONEY Oakville, Ontario | Partner, Heenan Blaikie LLP (law firm) since August 2004; prior thereto Partner, Aird & Berlis LLP (law firm) | nil |
| WESLEY VOORHEIS Toronto, Ontario | Managing Director, VC & Co. Incorporated (advisor to institutional shareholders) since 1995 | nil |
| SONIA S. YUNG Toronto, Ontario | Partner, Heenan Blaikie LLP (law firm) since August 2004; prior thereto Partner, Aird & Berlis LLP (law firm) | nil |

- (1) None of the nominees has been or is currently a director of Creo nor have any of the nominees held any other position or office with Creo or any of its affiliates. All of the nominees, other than Messrs. Burton, Daniels, Griffin and Green, are resident Canadians.
- (2) Mr. Burton controls Burton Capital Management, LLC, which holds 860,154 Creo Shares, and could be regarded as exercising control over these Creo Shares.
- (3) Mr. Green (i) is a limited partner in, and controls the general partner of, Market Investments, L.P., which holds 15,000 Creo Shares, (ii) controls Habel Leasing Corp., which holds 3,000 Creo Shares, (iii) controls Dalled, Inc., which holds 54,000 Creo Shares, (iv) controls one of two limited partners of, each having a 50% interest in, Altman Trust — Green Realty Associates (a limited partnership), which holds 2,000 Creo Shares, and (v) controls Jobel Management Corp., which holds 30,000 Creo Shares. In addition, 114,000 Creo Shares are held jointly by Mr. Green and Lois Green, Mr. Green's wife.

Further background information with respect to these nominees is set forth below:

Robert G. Burton, Sr.

Robert G. Burton, Sr. has been Chairman, CEO & Managing Member of Burton Capital since 2004. Prior to founding Burton Capital, Mr. Burton held several senior management positions in the printing industry with publicly traded companies such as Moore and World Color. Mr. Burton has also held senior executive positions with Capital Cities/ABC, CBS and IBM. Mr. Burton received a B.Sc. from Murray State University and a Masters Degree from Tennessee Technological University. He has done additional post-graduate work towards his doctorate from the University of Alabama. Mr. Burton has an honorary doctorate from each of the University of Connecticut and Murray State University. For further information respecting Mr. Burton, see the section hereof entitled "Robert G. Burton, Sr. and Burton Capital Management, LLC".

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Patrice M. Daniels

Patrice M. Daniels served as an active member of the board of directors of World Color from 1998 to 1999. She is a partner at Onyx Capital Ventures (since October 2002) and was recently Managing Director, High Yield and Acquisition Financing for CIBC World Markets (from March 1997 to March 2002). Prior to that time, Ms. Daniels was employed by Bankers Trust Company, most recently as a Managing Director, where she served as liaison to World Color and assisted in several of World Color's financings. She has over 16 years of experience in leveraged finance transactions with special expertise in arranging equity and debt capital for leverage buyout firms. Ms. Daniels has sourced, evaluated and managed numerous transactions from US\$25 million to US\$5 billion in private and public senior debt financings and equity capital. Ms. Daniels received her M.B.A. in Finance from the University of Chicago in 1984 and a B.A. in Business from the University of California at Berkeley in 1982.

Leonard C. Green

Leonard C. Green is founder of and tax and consulting partner with The Green Group. Prior to founding The Green Group in 1976, Mr. Green was employed as a certified public accountant for Touche, Ross & Co. Mr. Green has written and lectured on topics including taxation, estate planning and family operated businesses and has appeared as a guest on both CNBC and CNN to discuss these topics. Mr. Green received a B.A. in Accounting from Rutgers University, a Masters Degree in Taxation from New York University and an M.B.A. from the Owner and President Management Program offered by the Harvard Business School. Mr. Green is also an adjunct professor at the business school of Babson College in Wellesley, Massachusetts.

Mark J. Griffin

Dr. Mark J. Griffin served as an active member of the board of directors of World Color from 1996 to 1999. Dr. Griffin is a psychologist and has been in private practice since 1990. Dr. Griffin is also the founder of the Eagle Hill School in Greenwich, Connecticut, where he has served as Headmaster since 1975. Dr. Griffin obtained a Ph.D in Educational and Developmental Psychology from Fordham University in 1991, an M.A. in Psychology from Assumption College, in 1974, an M.Ed. in Special Education and Guidance from Worcester State College in 1972 and a B.A. in Psychology from Merrimack College in 1969.

James C. Johnson

James C. Johnson is currently the President of Study Management Inc., a private financial and operational restructuring consultancy firm. Mr. Johnson was a partner with Edgestone Capital Partners (a private merchant bank), where he co-managed a \$383 million mezzanine debt fund. Mr. Johnson's former mandates also include President and Chief Operating Officer of MDC Corporation Inc., Managing Partner and Chief Operation Officer of Dorset Partners (now Borealis Capital Corporation), Director of Structured Finance and Securitization for Scotia Capital Markets, Vice-Chairman of Newcourt Capital Inc. and Senior Vice-President and General Counsel of Newcourt Credit Group Inc. Mr. Johnson sits on the Board of Governors of Mount Sinai Hospital. Mr. Johnson received a Bachelor of Commerce in 1984 and an integrated M.B.A./LL.B. in 1987, each from the University of Windsor.

Michael W. Johnston

Michael W. Johnston has been a principal of Michael Johnston & Associates, a media consulting, strategic planning and marketing company, since 1994. Mr. Johnston is also the former President and CEO of Thomson Newspapers Corporation, where he also held several other senior management positions between 1980 and 1993. Prior to that time, Mr. Johnston acted as publisher and general manager for several U.S. daily newspapers, including *The Canton Repository*. Mr. Johnston is the current Chairperson of the McMichael Foundation and is a board member of Trans Data Corporation and the McMichael Canadian Art Collection. Mr. Johnston received an Associate Degree in Labour Relations and Business from Ventura College in Ventura, California in 1959.

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Robert W. Korthals

Robert W. Korthals is a retired banker and current corporate director. From 1981 to 1995 Mr. Korthals was the President of the Toronto Dominion Bank. Mr. Korthals is a director of Cognos Inc., Rogers Communications Inc., Suncor Energy Inc., Jannock Properties Ltd., Great Lakes Carbon Inc. and Bucyrus International. Mr. Korthals received a B.Sc. in Chemical Engineering from the University of Toronto in 1955 and an M.B.A. from Harvard University in 1961.

Kevin G. Rooney

Kevin G. Rooney has been a partner in the law firm of Heenan Blaikie LLP, where he practises corporate and securities law, since August 2004. Prior to that time, he was a partner in the law firm of Aird & Berlis LLP. Mr. Rooney received a B.E.S. in Geography from the University of Waterloo in 1985, an LL.B. from the University of Toronto in 1988 and an LL.M. in Securities Law from Osgoode Hall Law School in 1998.

Wesley Voorheis

Wesley Voorheis is a Managing Director of VC & Co. Incorporated (“VC & Co.”), which acts as an advisor to institutional and other shareholders with respect to their investments in Canadian public and private companies. Prior to the establishment of VC & Co., Mr. Voorheis was a partner in a major Toronto, Ontario, law firm and practised in the areas of securities regulation and mergers and acquisitions. In connection with the advisory activities of VC & Co., Mr. Voorheis became a director and Chairman of the Board of YBM Magnex International, Inc. (“YBM”) in September 1998 pursuant to a reconstitution of YBM’s board of directors undertaken at the instigation of its Canadian institutional shareholders.

Sonia S. Yung

Sonia S. Yung has been a partner in the law firm of Heenan Blaikie LLP, where she practises corporate and securities law, since August 2004. Prior to that time, she was a partner in the law firm of Aird & Berlis LLP. Ms. Yung received a B.A. (Hons.) in Political Science from the University of Manitoba in 1988 and an LL.B. from the University of Ottawa in 1992.

The Dissidents recommend that shareholders vote FOR the election of the individuals named above. The individuals named in the enclosed GREEN form of proxy intend to cast the votes represented by such proxy FOR the election of the above-noted nominees, unless you direct that the Creo Shares represented thereby be withheld from voting.

To the knowledge of the Dissidents, none of the above nominees or any of their associates or affiliates (i) has had a material interest, direct or indirect, in any transaction since the beginning of Creo’s last completed financial year or in any proposed transaction that has materially affected or will materially affect Creo or any of its affiliates, or (ii) has any material interest in any matter to be acted upon at the Meeting other than the election of directors and the appointment of auditors.

It is not contemplated that any of the above individual nominees will be unable to serve as a director. However, if that should occur for any reason prior to the Meeting, the individuals named in the enclosed **GREEN** form of proxy reserve the right to vote for another nominee at their discretion.

Other than Messrs. Burton, Rooney and Voorheis and Ms. Yung, none of the above nominees is involved in the solicitation of proxies for the Meeting (other than by virtue of their agreement to stand for election to the board of directors of Creo) and none engaged in or took the initiative in organizing, directing or financing the Dissident group. Messrs. Rooney and Voorheis and Ms. Yung are involved in the solicitation of proxies for the Meeting solely in their capacity as professional advisors to the Dissidents.

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Arrangements with Dissident Nominees

In discussions between Goodwood and Robert G. Burton, Sr., Mr. Burton offered, if elected as a director of Creo, to serve as its Chairman and CEO. Although there is not a formal agreement, arrangement or understanding between Mr. Burton and the Dissidents in this regard, the Dissidents believe that Mr. Burton would be an effective Chairman and CEO for Creo and intend to appoint him to these positions if and when the slate of directors proposed by the Dissidents is elected.

Composition of the Creo Board

The Dissidents believe that the current size of the Creo Board is too large for a company such as Creo. They believe that a smaller board would be more effective in overseeing the changes required in the direction and stewardship of the Company. Accordingly, if the slate of directors nominated by the Dissidents is elected, it is expected that the Company will seek to reduce the size of Creo's Board from ten to seven members. The Dissidents expect that this reduction will be effected through the resignations of Messrs. Rooney and Voorheis and Ms. Yung.

The Dissidents believe that, if elected, each of Messrs. Green, Griffin, Johnson, Johnston, Korthals, Rooney and Voorheis and each of Ms. Daniels and Ms. Yung will be "independent" and "unrelated" directors within the meaning of applicable rules and guidelines of the NASDAQ Stock Market and the TSX (collectively the "Guidelines") being, among other things, a person other than an officer or employee of Creo or its subsidiaries or any other individual having a business or other relationship which, in the opinion of the Company's board of directors, would (or could reasonably be perceived to) interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Dissidents believe that Mr. Burton will not be considered independent or unrelated for the purposes of the Guidelines.

Board Committees

To the knowledge of the Dissidents, there are two standing committees of the Creo Board, namely the Audit Committee and the Compensation, Nominating and Corporate Governance Committee. The Dissidents expect that if the slate of directors nominated by the Dissidents is elected, Ms. Daniels and Messrs. Green and Johnston will be appointed to the Audit Committee. In addition, Messrs. Green, Griffin, Johnson and Johnston will be appointed to the Compensation, Nominating and Corporate Governance Committee. As disclosed above, the Dissidents believe that Ms. Daniels and each of Messrs. Green, Griffin, Johnson and Johnston will be considered to be "independent" and "unrelated" directors for the purposes of the Guidelines and applicable securities law. The Dissidents also believe that Ms. Daniels and each of Messrs. Green and Johnston are "financially literate" as required by the Guidelines and applicable securities law.

Corporate Cease Trade Orders or Bankruptcies

Mr. Korthals was a director of Anvil Range Mining Corporation ("Anvil Range") from May 1995 until March 1998. Anvil Range was granted protection from its creditors under the *Companies Creditors Arrangements Act* on January 16, 1998. Anvil Range remains the subject of a cease trade order issued by the Ontario Securities Commission on May 25, 1998.

In connection with the advisory activities of VC & Co, Mr. Voorheis became a director and Chairman of the board of directors of YBM in September 1998 pursuant to a reconstitution of YBM's board undertaken at the instigation of its Canadian institutional shareholders. YBM had previously been the subject of cease trade orders related to, among other things, its inability to complete and file financial statements, which cease trade orders were ultimately made permanent. In December 1998, at the instigation of the new board of directors of YBM, a receiver and manager was appointed to preserve and realize on the assets of YBM and the new board of directors, including Mr. Voorheis, resigned.

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In late 2003, Mr. Voorheis, at the request of a shareholder, became a director of Atlas Cold Storage Income Trust (“Atlas”) to assist Atlas in resolving certain accounting improprieties which had previously been discovered. Following his appointment to the board of directors of Atlas, a cease trade order was issued by the securities regulatory authorities against Atlas and its directors and officers, other than Mr. Voorheis, for failure to file financial statements as required by applicable securities laws.

INTEREST IN MATERIAL TRANSACTIONS AND FUTURE ARRANGEMENTS

To the knowledge of the Dissidents, none of the Dissidents, their respective officers or directors or their respective associates or affiliates has had a material interest, direct or indirect, in any transaction since the beginning of Creo’s last completed financial year or in any proposed transaction that has materially affected or will materially affect Creo or any of its affiliates.

To the knowledge of the Dissidents, none of the Dissidents, their respective officers or directors or their respective associates or affiliates has any contract, arrangement or understanding with another person with respect to future employment by Creo or any of its affiliates, or future transactions to which Creo or any of its affiliates will or may be a party.

To the knowledge of the Dissidents, none of the Dissidents, their respective officers or directors or their respective associates or affiliates has any material interest in any matter to be acted upon at the Meeting other than the election of directors.

GENERAL PROXY INFORMATION

Solicitation of Proxies

This circular is furnished by Goodwood, Burton Capital, Robert G. Burton, Sr., Robert G. Burton, Jr., Michael G. Burton, Joseph P. Burton, Thomas Oliva, Brendan Tobin, Colin Christ, Gina Zambrana, Donald Zegzdryn, Peter H. Puccetti, J. Cameron MacDonald, Robert T. Kittel and 1354037 Ontario Inc. (collectively the “Dissidents”) in connection with the solicitation by them and on their behalf of proxies for use at the Meeting to be held at 2:00 p.m. (Vancouver time) on February 10, 2005, and at any adjournment or postponement thereof. Proxies may be solicited by mail, telephone, fax or other electronic means and in person, as well as by newspaper or other media advertising.

In addition, the Dissidents have retained Kingsdale Shareholder Services Inc. (“Kingsdale”) to assist in the solicitation of proxies. The Dissidents will pay to Kingsdale a fee estimated at between C\$50,000 and C\$250,000 in the event that the slate of directors nominated by the Dissidents is elected at the Meeting. The costs incurred in the preparation and mailing of this circular and the solicitation will be borne by the Dissidents. However, the Dissidents intend to seek reimbursement from Creo of their out-of-pocket expenses, including proxy solicitation expenses and legal fees, incurred in connection with the Meeting.

No person is authorized to give information or to make any representations other than those contained in this circular and, if given or made, such information or representations must not be relied upon as having been authorized to be given or made.

Record Date and Voting Shares

Creo established December 17, 2004 (the “Record Date”) as the record date for determining shareholders entitled to notice of the Meeting. According to the Creo Circular, as at the Record Date, 56,570,454 Creo Shares were issued and outstanding. For purposes of the Meeting, Creo has prepared a list of shareholders who were registered on the records of the Company or its transfer agent, Computershare Trust Company of Canada (“Computershare”), at the close of business on the Record Date. Each shareholder named on the list is entitled, upon providing satisfactory identification, to vote the Creo Shares shown in such list as being held by such shareholder (other than Creo Shares for which a proxy has been given and not revoked).

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Appointment and Revocation of Proxies

The persons named as proxyholders in the enclosed **GREEN** form of proxy are Peter H. Puccetti and Robert G. Burton, Sr. **YOU MAY REVOKE A PROXY ALREADY GIVEN PURSUANT TO MANAGEMENT'S SOLICITATION OF PROXIES BY COMPLETING AND DELIVERING THE ENCLOSED GREEN FORM OF PROXY.** The accompanying **GREEN** form of proxy revokes any and all prior proxies given by you in connection with the Meeting.

Shareholders should carefully complete and sign their proxies in accordance with the instructions contained in this circular and on the GREEN proxy in order to ensure that their proxies can be used at the Meeting. Completed and executed proxies should be returned in accordance with the instructions on the form of proxy.

Proxies received by Kingsdale in accordance with the foregoing will be delivered to Creo or its transfer agent in time for use at the Meeting.

IN ORDER TO BE VOTED AT THE MEETING, YOUR PROXY MUST BE RETURNED PRIOR TO 5:00 P.M. (TORONTO TIME) ON FEBRUARY 7, 2005. HOWEVER, IF YOU CANNOT MEET THIS DEADLINE, WE RECOMMEND THAT YOU FAX YOUR PROXY TO KINGSDALE IN ANY EVENT. FOR ASSISTANCE, PLEASE CALL KINGSDALE (TOLL-FREE) AT 1-866-749-5464.

If you have already given a proxy, you have the right to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by that proxy and may do so (i) by delivering another properly executed form of proxy bearing a later date and depositing it with Creo or Computershare or by telecopying such form of proxy to them, (ii) by depositing an instrument in writing revoking the proxy and properly executed by you or by your attorney authorized in writing, or, if the shareholder is a corporation, by a duly authorized officer or attorney of such corporation (A) at the registered office of Creo, Suite 1810, 1111 West Georgia Street, Vancouver, British Columbia, V6E 4M3, at any time up to and including the business day immediately preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or (B) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or (iii) in any other manner permitted by law. As noted above, you may also revoke a proxy already given pursuant to management's solicitation of proxies by completing and delivering the accompanying **GREEN** form of proxy to Kingsdale.

**USE ONLY THE ENCLOSED GREEN FORM OF PROXY TO VOTE YOUR SHARES
FOR THE DISSIDENTS' PROPOSED SLATE OF DIRECTORS.**

**PLEASE DISCARD ANY PROXY YOU HAVE RECEIVED OR MAY RECEIVE FROM THE
MANAGEMENT OF CREO.**

**FOR ASSISTANCE, PLEASE CALL KINGSDALE SHAREHOLDER SERVICES INC.
TOLL-FREE AT 1-866-749-5464.**

Exercise of Discretion

The Creo Shares represented by the enclosed proxy will be voted on any ballot at the Meeting or any adjournment(s) or postponement(s) thereof, and where you specify a choice with respect to any matter to be acted upon, the Creo Shares will be voted in accordance with your specification so made.

In the absence of such specification, Creo Shares represented by the enclosed **GREEN** form of proxy will be voted **FOR** the election of the Dissidents' nominees as directors of Creo. The persons appointed under the proxy are conferred with discretionary authority (which they will exercise in accordance with their best judgement) with respect to amendments of those matters specified in the proxy and with respect to any other matters which may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof. The Dissidents are not currently aware of any such amendment, variation or other matter.

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Registered Shareholders

If you are a registered shareholder of Creo (meaning your Creo Shares are held by you directly and not by your broker or other intermediary), you should follow the procedures set out in the enclosed **GREEN** form of proxy and as set out below. As a shareholder, you likely received a form of proxy with the Creo Circular and you received a second proxy form (in **GREEN**) with this circular. Even if you have already submitted the form of proxy that accompanied the Creo Circular, you may submit the **GREEN** form of proxy enclosed with this circular. Your **GREEN** form of proxy will automatically revoke the proxy that you have previously submitted.

In order to vote for the Dissidents' nominees put forth in this circular, you should do the following:

1. Complete the **GREEN** form of proxy enclosed by marking "**FOR**" with respect to the election of the directors as outlined on the **GREEN** form of proxy; and
2. Sign and date the **GREEN** form of proxy and fax it back to the number indicated on the **GREEN** form of proxy. **In order to ensure that your vote is returned prior to the deadline, we recommend that you return your proxy by fax.**

If you support the nominees in this circular, then SIGN AND RETURN ONLY THE GREEN PROXY.

A registered shareholder has the right to appoint a person, who need not be a shareholder of Creo, other than the persons named in the GREEN form of proxy accompanying this circular, as proxyholder to attend and act for and on behalf of such shareholder at the Meeting and may exercise such right by striking out the names of the persons named in the GREEN form of proxy and inserting the name of the person to be appointed as proxyholder in the blank space provided on the GREEN form of proxy.

Advice to Non-Registered Shareholders

The information in this section only applies to shareholders who hold their Creo Shares through a broker or other Intermediary (as defined below).

These securityholder materials are being sent to both registered and non-registered owners of Creo Shares. If you are a non-registered owner, and these materials have been sent directly to you, your name and address and information about your holdings of Creo Shares, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

Only registered shareholders of Creo or the persons they appoint as their proxyholders are permitted to vote at the Meeting. In many cases, shares beneficially owned by a person (a "Non-Registered Holder") are registered either:

- (i) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the Creo Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or
- (ii) in the name of a depository (a "Depository"), such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant.

In accordance with the requirements of *National Instrument 54-101*, Creo will have distributed copies of the Creo Circular and other materials to the Depositories and Intermediaries for onward distribution to Non-Registered Holders. The Dissidents will do the same with this circular, the **GREEN** form of proxy and any other related meeting materials. Intermediaries are required to forward all meeting materials to Non-Registered Holders. Intermediaries often use service companies to forward the meeting materials to Non-Registered Holders. Generally, Non-Registered Holders will either:

- (i) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. In this case, the Non-Registered

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Holder who wishes to submit a **GREEN** form of proxy should properly complete the **GREEN** form of proxy and submit it to Kingsdale; or

- (ii) more typically, be given a page of instructions which contains a removable label containing the name of the Non-Registered Holder, a bar-code and other information. In this case, the Non-Registered Holder must remove the label from the instructions and affix it to the **GREEN** form of proxy, properly complete, date and sign the **GREEN** form of proxy and fax it in accordance with the instructions on the **GREEN** form of proxy.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Creo Shares they beneficially own. **Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or to have another person appointed as proxyholder to attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the GREEN form of proxy and insert the Non-Registered Holder's or such other person's name in the blank space provided.** In any case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy (or any proxy authorization form) is to be delivered.

A Non-Registered Holder may revoke a management proxy or **GREEN** form of proxy which has been given to an Intermediary by written notice to the Intermediary or by submitting a proxy bearing a later date. In order to ensure that an Intermediary acts upon a revocation of a proxy authorization form, the written notice should be received by the Intermediary well in advance of the Meeting.

PRINCIPAL SHAREHOLDERS OF CREO

As of the date of this circular, to the knowledge of the Dissidents, no person beneficially owns, or exercises control or direction over, more than 10% of the issued and outstanding Creo Shares.

INFORMATION REGARDING THE DISSIDENTS

The following table indicates the number of Creo Shares that the Dissidents beneficially own or over which they exercise control or direction as of the date hereof:

| <u>Name of Dissident</u> | <u>Number of Creo Shares Beneficially Owned or Controlled</u> | <u>Percentage of Outstanding Creo Shares⁽¹⁾</u> |
|--|---|--|
| Goodwood Inc. | 2,191,200 ⁽²⁾ | 3.87% |
| Burton Capital Management, LLC | 860,154 ⁽³⁾ | 1.52% |
| Robert G. Burton, Sr. | 860,154 ⁽⁴⁾ | 1.52% |
| Robert G. Burton, Jr. | 20,000 | 0.04% |
| Michael G. Burton | 32,548 ⁽⁵⁾ | 0.06% |
| Joseph P. Burton | 20,300 ⁽⁶⁾ | 0.04% |
| Thomas Oliva | 72,049 | 0.13% |
| Brendan Tobin | 18,312 | 0.03% |
| Colin Christ | 12,008 | 0.02% |
| Gina Zambrana | 10,717 ⁽⁷⁾ | 0.02% |
| Donald Zegzdryn | 3,802 | <0.01% |
| Peter H. Puccetti | 46,000 ⁽⁸⁾ | 0.08% |
| J. Cameron MacDonald | 48,700 ⁽⁹⁾ | 0.09% |
| Robert T. Kittel | 2,700 ⁽¹⁰⁾ | <0.01% |
| 1354037 Ontario Inc. | nil ⁽¹¹⁾ | nil |

(1) Based on the number of issued and outstanding Creo Shares as at the Record Date.

(2) All of these Creo Shares are controlled by Goodwood Inc. as manager or investment manager of the Goodwood Fund (1,197,300 Creo Shares), Goodwood Capital Fund (98,400 Creo Shares), Arrow Goodwood Fund (768,800 Creo Shares), The Goodwood Fund 2.0 Ltd.

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(97,100 Creo Shares) and KBSH Goodwood Canadian Long/Short Fund (27,500 Creo Shares). Goodwood also controls 2,100 Creo Shares on behalf of certain fully managed accounts, which are included in this number.

- (3) Mr. Robert G. Burton, Sr. is the sole managing member of Burton Capital.
- (4) These Creo Shares are controlled through Burton Capital. There are 11,300 Creo Shares owned jointly by Joseph P. Burton and Robert G. Burton, Sr.'s wife, Paula M. Burton, which are not included herein. Such shares are, however, included in the holdings of Joseph P. Burton.
- (5) Includes 3,793 Creo Shares owned jointly by Michael G. Burton and his daughter, Emma E. Burton.
- (6) Includes 11,300 Creo Shares owned jointly by Joseph P. Burton and Robert G. Burton, Sr.'s wife, Paula M. Burton.
- (7) Includes 200 Creo Shares owned jointly by Gina Zambrana and her husband, Jaime Zambrana, and includes 900 Creo Shares owned by Jaime Zambrana.
- (8) Excludes Creo Shares referred to in note (2) as being controlled by Goodwood.
- (9) Excludes Creo Shares referred to in note (2) as being controlled by Goodwood but includes 8,000 Creo Shares owned by Mr. MacDonald's wife, Denise MacDonald, and 32,700 Creo Shares owned by 628088 B.C. Ltd., which is controlled by Mr. MacDonald.
- (10) Includes 1,300 Creo Shares owned by Mr. Kittel's wife, Christine O'Brien, and 800 Creo Shares owned by Saranac Capital Inc., which is controlled by Mr. Kittel.
- (11) 13554037 Ontario Inc. does not own Creo Shares directly but as the principal shareholder of Goodwood can be said to exercise control over the Creo Shares referred to in note (2) as being controlled by Goodwood.

Certain additional information concerning the Dissidents required to be disclosed pursuant to the Regulations to the *Canada Business Corporations Act* is set out in Schedule "A" to this circular and is incorporated by reference into this circular.

CERTAIN INFORMATION REGARDING CREO

Information regarding executive compensation, management contracts, securities authorized for issuance under equity compensation plans and indebtedness of directors and executive officers of Creo is not known to the Dissidents and is not reasonably within the power of the Dissidents to obtain. Accordingly, reference is made to the Creo Circular for such information.

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CERTIFICATE

Information contained herein, unless otherwise indicated, is given as of the date hereof. The contents and sending of this circular have been approved by each of the Dissidents and Goodwood and Burton Capital have been authorized to sign this certificate on behalf of each of the Dissidents. This circular complies with the Regulations under the *Canada Business Corporations Act* and has been sent to Creo, each director of Creo, the auditors of Creo and each shareholder whose proxy has been solicited.

January 12, 2005

GOODWOOD INC.

“Peter H. Puccetti”

(Signed) PETER H. PUC CETTI
Chairman and Chief Investment Officer

BURTON CAPITAL MANAGEMENT, LLC

“Robert G. Burton, Sr.”

(Signed) ROBERT G. BURTON, SR.
Chairman, CEO and Managing Member

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SCHEDULE “A”

ADDITIONAL INFORMATION CONCERNING THE DISSIDENTS

Directors and Officers of Goodwood Inc.

The name, municipal address and position of each director and officer of Goodwood Inc. (“Goodwood”) and the number of common shares (the “Creo Shares”) in the capital of Creo Inc. (“Creo”) beneficially owned or over which control or direction is exercised is set forth in the following table:

| Name and Municipality of Residence ⁽¹⁾ | Position with Goodwood Inc. | Principal Occupation | Number of Creo Shares Beneficially Owned or Controlled ⁽²⁾ |
|--|--|---|---|
| PETER H. PUCCETTI, CFA Toronto, Ontario | Director, Chairman and Chief Investment Officer | Chief Investment Officer of Goodwood Inc. | 2,237,200 ⁽³⁾ |
| J. CAMERON MACDONALD, CFA Toronto, Ontario | Director, President and Chief Executive Officer | President and Chief Executive Officer of Goodwood Inc. | 2,239,900 ⁽³⁾⁽⁴⁾ |
| CURT S. CUMMING Oakville, Ontario | Director, Vice-President and Secretary-Treasurer | Vice-President and Secretary-Treasurer of Goodwood Inc. | nil |

- (1) The business address for each of Goodwood’s directors and officers is 212 King Street West, Suite 201, Toronto, Ontario, M5H 1K5.
- (2) Except as disclosed in this circular, none of the directors or officers of Goodwood has any interest in securities of Creo.
- (3) Includes 2,191,200 Creo Shares controlled through Goodwood.
- (4) Includes 8,000 Creo Shares owned by Mr. MacDonald’s wife, Denise MacDonald, and 32,700 Creo Shares owned by 628088 B.C. Ltd., which is controlled by Mr. MacDonald.

Mr. Cumming is only involved in this solicitation in his capacity as an officer of Goodwood.

Goodwood is controlled by 1354037 Ontario Inc. (“1354037”). The only directors and officers of 1354037 are Peter H. Puccetti and J. Cameron MacDonald. Messrs. Puccetti and MacDonald beneficially own, directly or indirectly, or exercise control or direction over approximately 95% of the voting securities of 1354037.

Directors and Officers of Burton Capital Management, LLC

The name, municipal address and position of each officer and the Managing Member of Burton Capital Management, LLC (“Burton Capital”) and the number of Creo Shares beneficially owned or over which control or direction is exercised is set forth in the following table:

| Name and Municipality of Residence ⁽²⁾ | Position with Burton Capital Management, LLC | Principal Occupation | Number of Creo Shares Beneficially Owned or Controlled ⁽³⁾ |
|---|---|---|---|
| ROBERT G. BURTON, SR. Greenwich, Connecticut | Chairman, Chief Executive Officer & Managing Member | Chairman, Chief Executive Officer & Managing Member, Burton Capital Management, LLC | 860,154 ⁽¹⁾ |
| ROBERT G. BURTON, JR. Greenwich, Connecticut | President, Member | President of Burton Capital Management, LLC | 20,000 |

- (1) These Creo Shares are controlled through Burton Capital. There are 11,300 Creo Shares held jointly by Robert G. Burton, Sr.’s wife, Paula M. Burton, and Joseph P. Burton which are not included herein. Such shares are, however, included in the holdings of Joseph P. Burton.
- (2) The business address for each of Burton Capital’s officers is 100 Northfield Street, Greenwich, Connecticut, USA 06831.
- (3) Except as disclosed in this circular, none of the officers of Burton Capital has any interest in securities of Creo. Robert G. Burton, Sr. is the sole Managing Member of Burton Capital.

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Information Concerning Individual Dissidents

Set out below are certain additional details regarding each of the individual Dissidents who are not either officers or directors of Goodwood or officers or the Managing Member of Burton Capital.

| <u>Name and Municipal Address</u> | <u>Principal Occupation</u> | <u>Number of Creo Shares Beneficially Owned or Controlled</u> |
|--|--|---|
| MICHAEL G. BURTON Wilton, Connecticut ⁽¹⁾ | Vice-President, Operations, Burton Management Group, LLC | 32,548 ⁽²⁾ |
| JOSEPH P. BURTON Stamford, Connecticut ⁽¹⁾ | Vice President, Controller, Burton Management Group, LLC | 20,300 ⁽³⁾ |
| THOMAS OLIVA Kildeer, Illinois ⁽⁴⁾ | Independent Consultant | 72,049 |
| BRENDAN TOBIN Old Greenwich, Connecticut ⁽⁵⁾ | Independent Consultant | 18,312 |
| COLIN CHRIST Fall River, Massachusetts ⁽⁶⁾ | Independent Consultant | 12,008 |
| GINA ZAMBRANA Easton, Connecticut ⁽¹⁾ | Executive Assistant to the Chairman of Burton Capital Management, LLC | 10,717 ⁽⁷⁾ |
| DONALD ZEGZDRYN Southington, Connecticut ⁽¹⁾ | Vice-President, Burton Management Group, LLC | 3,802 |
| ROBERT T. KITTEL Toronto, Ontario ⁽⁸⁾ | Research Analyst, Goodwood Inc. | 2,700 ⁽⁹⁾ |

(1) The principal business address of Michael Burton, Joseph P. Burton, Gina Zambrana and Donald Zegzdryn is 100 Northfield Street, Greenwich Connecticut 06830.

(2) Includes 3,793 Creo Shares owned jointly by Michael G. Burton and his daughter, Emma E. Burton.

(3) Includes 11,300 Creo Shares owned jointly by Joseph P. Burton and Robert G. Burton, Sr.'s wife, Paula M. Burton.

(4) The principal business address of Thomas Oliva is 21380 N. Middleton Drive, Kildeer, Illinois, 60047.

(5) The principal business address of Brendan Tobin is 193 Sound Beach Avenue, Old Greenwich, Connecticut, 06870.

(6) The principal business address of Colin Christ is 278 Woodlawn Street, Falls River, Massachusetts, 02720.

(7) Includes 200 Creo Shares owned jointly by Gina Zambrana and her husband, Jaime Zambrana, and includes 900 Creo Shares owned by Jaime Zambrana.

(8) The principal business address of Robert T. Kittel is 212 King Street West, Suite 201, Toronto, Ontario, M5H 1K5.

(9) Includes 1,300 Creo Shares owned by Robert T. Kittel's wife, Christine O'Brien, and 800 Creo Shares owned by Saranac Capital Inc., which is controlled by Robert T. Kittel.

Trades by the Dissidents and Directors and Officers of the Dissidents in Creo Shares

Set out below are details of all trades in Creo Shares that have been made by the Dissidents and the directors and officers of the Dissidents since January 12, 2003.

Goodwood Inc.

Goodwood does not beneficially own any Creo Shares. All Creo Shares over which Goodwood exercises control or direction are beneficially owned by one of five investment funds, namely Goodwood Fund, Goodwood Capital Fund, Arrow Goodwood Fund, The Goodwood Fund 2.0 Ltd. and KBSH Goodwood Canadian Long/Short Fund (collectively, the "Funds") or by accounts fully managed by Goodwood (the "Goodwood Managed Accounts").

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The Goodwood Managed Accounts are not involved in this solicitation of proxies and did not engage in or take the initiative in organizing, directing or financing the Dissident group.

Set out below are details of all trades in Creo Shares that have been made by the Funds, the Goodwood Managed Accounts and by the directors and officers of Goodwood since January 12, 2003:

| <u>Name of Fund</u> | <u>Buy/Sell</u> | <u>Trade Date</u> | <u>Quantity</u> | <u>Price per Share in C\$ (unless otherwise noted)</u> |
|---------------------|-----------------|-------------------|-----------------|--|
| Goodwood Fund | Sell | Jan 15/03 | 16,800 | \$13.5136 |
| Goodwood Fund | Sell | Jan 23/03 | 4,100 | \$13.4750 |
| Goodwood Fund | Buy | Feb 10/03 | 2,500 | \$ 9.5500 |
| Goodwood Fund | Sell | Apr 7/03 | 10,200 | \$ 8.7800 |
| Goodwood Fund | Buy | Apr 11/03 | 12,700 | \$ 8.5000 |
| Goodwood Fund | Buy | Apr 11/03 | 6,200 | \$ 8.5314 |
| Goodwood Fund | Buy | May 6/03 | 24,400 | \$ 9.2000 |
| Goodwood Fund | Buy | May 12/03 | 41,700 | \$ 8.7500 |
| Goodwood Fund | Buy | May 12/03 | 5,000 | \$ 8.6907 |
| Goodwood Fund | Buy | May 13/03 | 12,300 | \$ 8.9000 |
| Goodwood Fund | Buy | May 14/03 | 8,300 | \$ 9.2767 |
| Goodwood Fund | Buy | May 14/03 | 32,500 | \$ 8.7500 |
| Goodwood Fund | Sell | July 16/03 | 17,000 | \$11.0500 |
| Goodwood Fund | Sell | July 17/03 | 4,700 | \$11.0505 |
| Goodwood Fund | Sell | July 31/03 | 17,800 | \$12.2606 |
| Goodwood Fund | Sell | Aug 6/03 | 6,300 | \$12.4325 |
| Goodwood Fund | Sell | Aug 12/03 | 12,100 | \$14.0000 |
| Goodwood Fund | Sell | Aug 18/03 | 24,100 | \$14.1050 |
| Goodwood Fund | Sell | Aug 19/03 | 24,000 | \$14.2333 |
| Goodwood Fund | Sell | Aug 19/03 | 48,500 | \$14.1173 |
| Goodwood Fund | Sell | Aug 21/03 | 17,200 | \$14.4690 |
| Goodwood Fund | Sell | Sept 2/03 | 7,900 | \$14.9900 |
| Goodwood Fund | Sell | Sept 8/03 | 46,800 | \$14.7500 |
| Goodwood Fund | Sell | Sept 19/03 | 2,600 | \$14.7800 |
| Goodwood Fund | Buy | Oct 15/03 | 77,300 | \$14.9834 |
| Goodwood Fund | Buy | Oct 16/03 | 3,000 | \$15.0000 |
| Goodwood Fund | Buy | Nov 7/03 | 38,200 | \$15.6500 |
| Goodwood Fund | Buy | Nov 11/03 | 5,500 | \$15.6368 |
| Goodwood Fund | Buy | Nov 11/03 | 12,600 | \$15.2583 |
| Goodwood Fund | Buy | Nov 14/03 | 50,100 | \$13.7750 |
| Goodwood Fund | Buy | Nov 17/03 | 30,000 | \$12.8392 |
| Goodwood Fund | Buy | Nov 18/03 | 17,300 | \$12.5943 |
| Goodwood Fund | Buy | Nov 19/03 | 25,100 | \$12.9039 |
| Goodwood Fund | Buy | Nov 19/03 | 22,100 | \$12.7510 |
| Goodwood Fund | Buy | Nov 20/03 | 10,300 | \$12.8982 |
| Goodwood Fund | Buy | Nov 25/03 | 30,600 | \$13.9975 |
| Goodwood Fund | Buy | Jan 20/04 | 7,500 | \$13.4500 |
| Goodwood Fund | Sell | Jan 21/04 | 25,600 | \$14.1500 |
| Goodwood Fund | Sell | Jan 26/04 | 19,600 | \$14.0493 |
| Goodwood Fund | Buy | Feb 19/04 | 12,800 | \$13.7000 |
| Goodwood Fund | Buy | Mar 4/04 | 900 | \$13.3000 |
| Goodwood Fund | Buy | Apr 15/04 | 1,000 | \$12.0500 |
| Goodwood Fund | Buy | Apr 15/04 | 42,000 | \$12.0433 |
| Goodwood Fund | Buy | Apr 29/04 | 12,500 | \$11.4000 |

YOUR VOTE IS EXTREMELY IMPORTANT — VOTE YOUR GREEN PROXY TODAY

| <u>Name of Fund</u> | <u>Buy/Sell</u> | <u>Trade Date</u> | <u>Quantity</u> | <u>Price per Share in C\$ (unless otherwise noted)</u> |
|-------------------------|-----------------|-------------------|-----------------|--|
| Goodwood Fund | Buy | Apr 29/04 | 15,100 | \$11.3505 |
| Goodwood Fund | Buy | May 4/04 | 45,000 | \$10.5000 |
| Goodwood Fund | Buy | May 5/04 | 12,100 | \$ 9.0450 |
| Goodwood Fund | Buy | May 5/04 | 62,600 | \$ 9.0500 |
| Goodwood Fund | Buy | May 5/04 | 13,000 | \$ 9.0566 |
| Goodwood Fund | Buy | May 6/04 | 19,000 | \$ 9.3766 |
| Goodwood Fund | Buy | May 6/04 | 58,900 | \$ 9.2290 |
| Goodwood Fund | Buy | May 6/04 | 21,900 | \$ 9.2000 |
| Goodwood Fund | Buy | May 11/04 | 32,100 | \$ 9.8990 |
| Goodwood Fund | Buy | May 17/04 | 700 | \$10.0700 |
| Goodwood Fund | Buy | May 19/04 | 18,700 | \$10.4362 |
| Goodwood Fund | Buy | May 19/04 | 9,200 | \$10.4000 |
| Goodwood Fund | Buy | May 21/04 | 6,800 | \$10.5618 |
| Goodwood Fund | Buy | June 30/04 | 27,700 | \$11.4500 |
| Goodwood Fund | Buy | July 15/04 | 23,300 | \$12.3560 |
| Goodwood Fund | Buy | July 16/04 | 11,300 | \$11.6900 |
| Goodwood Fund | Buy | July 16/04 | 1,100 | \$11.2709 |
| Goodwood Fund | Buy | Aug 16/04 | 47,700 | \$10.3836 |
| Goodwood Fund | Buy | Aug 19/04 | 28,300 | \$10.2500 |
| Goodwood Fund | Buy | Sept 16/04 | 20,400 | \$10.1951 |
| Goodwood Fund | Buy | Sept 16/04 | 29,000 | \$10.1997 |
| Goodwood Fund | Sell | Oct 1/04 | 12,000 | US\$ 8.3600 |
| Goodwood Fund | Buy | Oct 1/04 | 21,000 | \$10.4970 |
| Goodwood Fund | Sell | Oct 5/04 | 31,000 | US\$ 8.5500 |
| Goodwood Fund | Buy | Oct 5/04 | 136,000 | US\$ 8.4000 |
| Goodwood Fund | Buy | Oct 5/04 | 22,000 | \$10.7450 |
| Goodwood Fund | Buy | Oct 5/04 | 7,400 | \$10.8200 |
| Goodwood Fund | Buy | Oct 5/04 | 4,500 | \$10.8000 |
| Goodwood Fund | Buy | Oct 6/04 | 30,300 | US\$ 8.5000 |
| Goodwood Fund | Sell | Nov 24/04 | 3,800 | \$ 16.00 |

| <u>Name of Fund</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in C\$ (unless otherwise noted)</u> |
|---------------------------------|-----------------|-------------|-----------------|--|
| Goodwood Capital Fund | Sell | Jan 15/03 | 1,700 | \$ 13.5136 |
| Goodwood Capital Fund | Sell | Jan 23/03 | 900 | \$ 13.4750 |
| Goodwood Capital Fund | Sell | Feb 10/03 | 4,000 | \$ 9.5500 |
| Goodwood Capital Fund | Buy | Apr 7/03 | 1,300 | \$ 8.7800 |
| Goodwood Capital Fund | Buy | Apr 11/03 | 1,300 | \$ 8.5000 |
| Goodwood Capital Fund | Buy | Apr 11/03 | 600 | \$ 8.5314 |
| Goodwood Capital Fund | Buy | May 6/03 | 2,800 | \$ 9.2000 |
| Goodwood Capital Fund | Buy | May 12/03 | 5,000 | \$ 8.7500 |
| Goodwood Capital Fund | Buy | May 13/03 | 1,200 | \$ 8.9000 |
| Goodwood Capital Fund | Buy | May 14/03 | 900 | \$ 9.2767 |
| Goodwood Capital Fund | Buy | May 14/03 | 3,500 | \$ 8.7500 |
| Goodwood Capital Fund | Sell | July 17/03 | 500 | \$ 11.0505 |
| Goodwood Capital Fund | Sell | July 31/03 | 2,200 | \$ 12.2606 |
| Goodwood Capital Fund | Sell | Aug 6/03 | 900 | \$ 12.4325 |
| Goodwood Capital Fund | Sell | Aug 12/03 | 1,300 | \$ 14.0000 |

YOUR VOTE IS EXTREMELY IMPORTANT — VOTE YOUR GREEN PROXY TODAY

| <u>Name of Fund</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in C\$ (unless otherwise noted)</u> |
|---------------------------------|-----------------|-------------|-----------------|--|
| Goodwood Capital Fund | Sell | Aug 18/03 | 2,700 | \$ 14.1050 |
| Goodwood Capital Fund | Sell | Aug 19/03 | 2,100 | \$ 14.2333 |
| Goodwood Capital Fund | Sell | Aug 19/03 | 4,900 | \$ 14.1173 |
| Goodwood Capital Fund | Sell | Aug 21/03 | 2,400 | \$ 14.4690 |
| Goodwood Capital Fund | Buy | Sept 2/03 | 400 | \$ 14.9900 |
| Goodwood Capital Fund | Sell | Sept 8/03 | 5,800 | \$ 14.7500 |
| Goodwood Capital Fund | Buy | Oct 15/03 | 8,800 | \$ 14.9834 |
| Goodwood Capital Fund | Buy | Oct 16/03 | 300 | \$ 15.0000 |
| Goodwood Capital Fund | Buy | Nov 7/03 | 4,700 | \$ 15.6500 |
| Goodwood Capital Fund | Buy | Nov 11/03 | 700 | \$ 15.6368 |
| Goodwood Capital Fund | Buy | Nov 11/03 | 1,600 | \$ 15.2583 |
| Goodwood Capital Fund | Buy | Nov 14/03 | 6,000 | \$ 13.7750 |
| Goodwood Capital Fund | Buy | Nov 17/03 | 3,700 | \$ 12.8392 |
| Goodwood Capital Fund | Buy | Nov 18/03 | 2,200 | \$ 12.5943 |
| Goodwood Capital Fund | Buy | Nov 19/03 | 3,200 | \$ 12.9039 |
| Goodwood Capital Fund | Buy | Nov 19/03 | 2,800 | \$ 12.75105 |
| Goodwood Capital Fund | Buy | Nov 20/03 | 1,200 | \$ 12.8982 |
| Goodwood Capital Fund | Buy | Nov 25/03 | 4,200 | \$ 13.9975 |
| Goodwood Capital Fund | Buy | Jan 20/04 | 1,300 | \$ 13.4500 |
| Goodwood Capital Fund | Sell | Jan 21/04 | 3,100 | \$ 14.1500 |
| Goodwood Capital Fund | Sell | Jan 26/04 | 2,400 | \$ 14.0493 |
| Goodwood Capital Fund | Sell | Feb 19/04 | 1,300 | \$ 13.7000 |
| Goodwood Capital Fund | Buy | Mar 4/04 | 600 | \$ 13.3000 |
| Goodwood Capital Fund | Buy | Apr 15/04 | 4,700 | \$ 12.0433 |
| Goodwood Capital Fund | Buy | Apr 29/04 | 1,400 | \$ 11.4000 |
| Goodwood Capital Fund | Buy | Apr 29/04 | 1,700 | \$ 11.3505 |
| Goodwood Capital Fund | Buy | May 4/04 | 5,800 | \$ 10.5000 |
| Goodwood Capital Fund | Buy | May 5/04 | 1,400 | \$ 9.0450 |
| Goodwood Capital Fund | Buy | May 5/04 | 7,500 | \$ 9.0500 |
| Goodwood Capital Fund | Buy | May 5/04 | 1,600 | \$ 9.0566 |
| Goodwood Capital Fund | Buy | May 6/04 | 2,200 | \$ 9.3766 |
| Goodwood Capital Fund | Buy | May 6/04 | 6,900 | \$ 9.2290 |
| Goodwood Capital Fund | Buy | May 6/04 | 2,500 | \$ 9.2000 |
| Goodwood Capital Fund | Buy | May 11/04 | 3,700 | \$ 9.8990 |
| Goodwood Capital Fund | Sell | May 17/04 | 100 | \$ 10.0700 |
| Goodwood Capital Fund | Buy | May 19/04 | 2,200 | \$ 10.4362 |
| Goodwood Capital Fund | Buy | May 19/04 | 1,100 | \$ 10.4000 |
| Goodwood Capital Fund | Buy | May 21/04 | 700 | \$ 10.5618 |

| <u>Name of Fund</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in C\$ (unless otherwise noted)</u> |
|-------------------------------|-----------------|-------------|-----------------|--|
| Arrow Goodwood Fund | Sell | Jan 15/03 | 7,800 | \$ 13.5136 |
| Arrow Goodwood Fund | Sell | Jan 23/03 | 3,000 | \$ 13.4750 |
| Arrow Goodwood Fund | Buy | Feb 10/03 | 1,200 | \$ 9.5500 |
| Arrow Goodwood Fund | Buy | Apr 7/03 | 14,700 | \$ 8.7800 |
| Arrow Goodwood Fund | Buy | Apr 11/03 | 9,600 | \$ 8.5000 |
| Arrow Goodwood Fund | Buy | Apr 11/03 | 5,300 | \$ 8.5314 |
| Arrow Goodwood Fund | Buy | May 6/03 | 15,200 | \$ 9.2000 |

YOUR VOTE IS EXTREMELY IMPORTANT — VOTE YOUR GREEN PROXY TODAY

| <u>Name of Fund</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in C\$ (unless otherwise noted)</u> |
|-------------------------------|-----------------|-------------|-----------------|--|
| Arrow Goodwood Fund | Buy | May 12/03 | 28,800 | \$ 8.7500 |
| Arrow Goodwood Fund | Buy | May 13/03 | 8,200 | \$ 8.9000 |
| Arrow Goodwood Fund | Buy | May 14/03 | 5,200 | \$ 9.2767 |
| Arrow Goodwood Fund | Buy | May 14/03 | 21,100 | \$ 8.7500 |
| Arrow Goodwood Fund | Sell | July 16/03 | 4,100 | \$ 11.0500 |
| Arrow Goodwood Fund | Sell | July 17/03 | 3,400 | \$ 11.0505 |
| Arrow Goodwood Fund | Sell | July 31/03 | 12,100 | \$ 12.2606 |
| Arrow Goodwood Fund | Sell | Aug 6/03 | 3,900 | \$ 12.4325 |
| Arrow Goodwood Fund | Sell | Aug 12/03 | 8,400 | \$ 14.0000 |
| Arrow Goodwood Fund | Sell | Aug 18/03 | 16,400 | \$ 14.1050 |
| Arrow Goodwood Fund | Sell | Aug 19/03 | 16,800 | \$ 14.2333 |
| Arrow Goodwood Fund | Sell | Aug 19/03 | 33,300 | \$ 14.1173 |
| Arrow Goodwood Fund | Sell | Aug 21/03 | 10,900 | \$ 14.4690 |
| Arrow Goodwood Fund | Buy | Sept 2/03 | 6,100 | \$ 14.9900 |
| Arrow Goodwood Fund | Sell | Sept 8/03 | 33,900 | \$ 14.7500 |
| Arrow Goodwood Fund | Buy | Oct 15/03 | 52,700 | \$ 14.9834 |
| Arrow Goodwood Fund | Buy | Oct 16/03 | 2,200 | \$ 15.0000 |
| Arrow Goodwood Fund | Buy | Nov 7/03 | 26,500 | \$ 15.6500 |
| Arrow Goodwood Fund | Buy | Nov 11/03 | 3,800 | \$ 15.6368 |
| Arrow Goodwood Fund | Buy | Nov 11/03 | 8,900 | \$ 15.2583 |
| Arrow Goodwood Fund | Buy | Nov 14/03 | 36,200 | \$ 13.7750 |
| Arrow Goodwood Fund | Buy | Nov 17/03 | 21,700 | \$ 12.8392 |
| Arrow Goodwood Fund | Buy | Nov 18/03 | 12,900 | \$ 12.5943 |
| Arrow Goodwood Fund | Buy | Nov 19/03 | 17,900 | \$ 12.9039 |
| Arrow Goodwood Fund | Buy | Nov 19/03 | 15,200 | \$12.75105 |
| Arrow Goodwood Fund | Buy | Nov 20/03 | 7,400 | \$ 12.8982 |
| Arrow Goodwood Fund | Buy | Nov 25/03 | 20,800 | \$ 13.9975 |
| Arrow Goodwood Fund | Sell | Jan 20/04 | 6,000 | \$ 13.4500 |
| Arrow Goodwood Fund | Sell | Jan 21/04 | 17,500 | \$ 14.1500 |
| Arrow Goodwood Fund | Sell | Jan 26/04 | 12,000 | \$ 14.0493 |
| Arrow Goodwood Fund | Sell | Feb 19/04 | 9,400 | \$ 13.7000 |
| Arrow Goodwood Fund | Sell | Mar 4/04 | 500 | \$ 13.3000 |
| Arrow Goodwood Fund | Buy | Apr 15/04 | 24,100 | \$ 12.0433 |
| Arrow Goodwood Fund | Buy | Apr 29/04 | 9,400 | \$ 11.4000 |
| Arrow Goodwood Fund | Buy | Apr 29/04 | 11,100 | \$ 11.3505 |
| Arrow Goodwood Fund | Buy | May 4/04 | 28,400 | \$ 10.5000 |
| Arrow Goodwood Fund | Buy | May 5/04 | 7,900 | \$ 9.0450 |
| Arrow Goodwood Fund | Buy | May 5/04 | 40,700 | \$ 9.0500 |
| Arrow Goodwood Fund | Buy | May 5/04 | 8,600 | \$ 9.0566 |
| Arrow Goodwood Fund | Buy | May 6/04 | 12,400 | \$ 9.3766 |
| Arrow Goodwood Fund | Buy | May 6/04 | 38,300 | \$ 9.2290 |
| Arrow Goodwood Fund | Buy | May 6/04 | 14,200 | \$ 9.2000 |
| Arrow Goodwood Fund | Buy | May 11/04 | 20,300 | \$ 9.8990 |
| Arrow Goodwood Fund | Buy | May 17/04 | 500 | \$ 10.0700 |
| Arrow Goodwood Fund | Buy | May 19/04 | 11,500 | \$ 10.4362 |
| Arrow Goodwood Fund | Buy | May 19/04 | 5,500 | \$ 10.4000 |
| Arrow Goodwood Fund | Buy | May 21/04 | 4,500 | \$ 10.5618 |
| Arrow Goodwood Fund | Buy | June 30/04 | 18,800 | \$ 11.4500 |
| Arrow Goodwood Fund | Buy | July 15/04 | 12,300 | \$ 12.3560 |

YOUR VOTE IS EXTREMELY IMPORTANT — VOTE YOUR GREEN PROXY TODAY

| <u>Name of Fund</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in C\$ (unless otherwise noted)</u> |
|-------------------------------|-----------------|-------------|-----------------|--|
| Arrow Goodwood Fund | Buy | July 16/04 | 7,200 | \$ 11.6900 |
| Arrow Goodwood Fund | Buy | Aug 16/04 | 24,100 | \$ 10.3836 |
| Arrow Goodwood Fund | Buy | Aug 19/04 | 18,000 | \$ 10.2500 |
| Arrow Goodwood Fund | Buy | Sept 16/04 | 11,400 | \$ 10.1951 |
| Arrow Goodwood Fund | Buy | Sept 16/04 | 16,800 | \$ 10.1997 |
| Arrow Goodwood Fund | Buy | Oct 5/04 | 94,200 | US\$ 8.4000 |
| Arrow Goodwood Fund | Buy | Oct 5/04 | 4,900 | \$ 10.8200 |
| Arrow Goodwood Fund | Buy | Oct 5/04 | 2,800 | \$ 10.8000 |
| Arrow Goodwood Fund | Buy | Oct 6/04 | 11,900 | US\$ 8.5000 |
| Arrow Goodwood Fund | Buy | Nov 24/04 | 5,900 | \$ 16.00 |

| <u>Name of Fund</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in C\$ (unless otherwise noted)</u> |
|------------------------------------|-----------------|-------------|-----------------|--|
| The Goodwood Fund 2.0 Ltd. | Sell | Jan 15/03 | 1,600 | \$ 13.5136 |
| The Goodwood Fund 2.0 Ltd. | Sell | Jan 23/03 | 800 | \$ 13.4750 |
| The Goodwood Fund 2.0 Ltd. | Buy | Feb 10/03 | 300 | \$ 9.5500 |
| The Goodwood Fund 2.0 Ltd. | Sell | Apr 7/03 | 7,700 | \$ 8.7800 |
| The Goodwood Fund 2.0 Ltd. | Buy | Apr 11/03 | 700 | \$ 8.5000 |
| The Goodwood Fund 2.0 Ltd. | Buy | Apr 11/03 | 100 | \$ 8.5314 |
| The Goodwood Fund 2.0 Ltd. | Buy | May 12/03 | 1,400 | \$ 8.7500 |
| The Goodwood Fund 2.0 Ltd. | Buy | May 13/03 | 1,000 | \$ 8.9000 |
| The Goodwood Fund 2.0 Ltd. | Buy | May 14/03 | 600 | \$ 9.2767 |
| The Goodwood Fund 2.0 Ltd. | Buy | May 14/03 | 2,500 | \$ 8.7500 |
| The Goodwood Fund 2.0 Ltd. | Sell | July 16/03 | 200 | \$ 11.0500 |
| The Goodwood Fund 2.0 Ltd. | Sell | July 31/03 | 1,400 | \$ 12.2606 |
| The Goodwood Fund 2.0 Ltd. | Sell | Aug 6/03 | 500 | \$ 12.4325 |
| The Goodwood Fund 2.0 Ltd. | Sell | Aug 12/03 | 1,000 | \$ 14.0000 |
| The Goodwood Fund 2.0 Ltd. | Sell | Aug 18/03 | 2,000 | \$ 14.1050 |
| The Goodwood Fund 2.0 Ltd. | Sell | Aug 19/03 | 2,100 | \$ 14.2333 |
| The Goodwood Fund 2.0 Ltd. | Sell | Aug 19/03 | 4,100 | \$ 14.1173 |
| The Goodwood Fund 2.0 Ltd. | Sell | Aug 21/03 | 1,400 | \$ 14.4690 |
| The Goodwood Fund 2.0 Ltd. | Sell | Sept 2/03 | 800 | \$ 14.9900 |
| The Goodwood Fund 2.0 Ltd. | Sell | Sept 8/03 | 4,200 | \$ 14.7500 |
| The Goodwood Fund 2.0 Ltd. | Buy | Oct 15/03 | 6,500 | \$ 14.9834 |
| The Goodwood Fund 2.0 Ltd. | Buy | Oct 16/03 | 300 | \$ 15.0000 |
| The Goodwood Fund 2.0 Ltd. | Buy | Nov 7/03 | 3,300 | \$ 15.6500 |
| The Goodwood Fund 2.0 Ltd. | Buy | Nov 11/03 | 500 | \$ 15.6368 |
| The Goodwood Fund 2.0 Ltd. | Buy | Nov 11/03 | 1,100 | \$ 15.2583 |
| The Goodwood Fund 2.0 Ltd. | Buy | Nov 14/03 | 4,500 | \$ 13.7750 |
| The Goodwood Fund 2.0 Ltd. | Buy | Nov 17/03 | 2,700 | \$ 12.8392 |
| The Goodwood Fund 2.0 Ltd. | Buy | Nov 18/03 | 1,500 | \$ 12.5943 |
| The Goodwood Fund 2.0 Ltd. | Buy | Nov 19/03 | 2,200 | \$ 12.9039 |
| The Goodwood Fund 2.0 Ltd. | Buy | Nov 19/03 | 1,900 | \$12.75105 |
| The Goodwood Fund 2.0 Ltd. | Buy | Nov 20/03 | 900 | \$ 12.8982 |
| The Goodwood Fund 2.0 Ltd. | Buy | Nov 25/03 | 2,600 | \$ 13.9975 |
| The Goodwood Fund 2.0 Ltd. | Sell | Jan 21/04 | 2,400 | \$ 14.1500 |
| The Goodwood Fund 2.0 Ltd. | Sell | Jan 26/04 | 1,700 | \$ 14.0493 |
| The Goodwood Fund 2.0 Ltd. | Sell | Feb 19/04 | 1,600 | \$ 13.7000 |

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| <u>Name of Fund</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in C\$ (unless otherwise noted)</u> |
|------------------------------------|-----------------|-------------|-----------------|--|
| The Goodwood Fund 2.0 Ltd. | Buy | Apr 15/04 | 2,700 | \$ 12.0433 |
| The Goodwood Fund 2.0 Ltd. | Buy | Apr 29/04 | 1,000 | \$ 11.4000 |
| The Goodwood Fund 2.0 Ltd. | Buy | Apr 29/04 | 1,200 | \$ 11.3505 |
| The Goodwood Fund 2.0 Ltd. | Buy | May 4/04 | 3,600 | \$ 10.5000 |
| The Goodwood Fund 2.0 Ltd. | Buy | May 5/04 | 1,000 | \$ 9.0450 |
| The Goodwood Fund 2.0 Ltd. | Buy | May 5/04 | 5,000 | \$ 9.0500 |
| The Goodwood Fund 2.0 Ltd. | Buy | May 5/04 | 1,100 | \$ 9.0566 |
| The Goodwood Fund 2.0 Ltd. | Buy | May 6/04 | 1,400 | \$ 9.3766 |
| The Goodwood Fund 2.0 Ltd. | Buy | May 6/04 | 4,600 | \$ 9.2290 |
| The Goodwood Fund 2.0 Ltd. | Buy | May 6/04 | 1,700 | \$ 9.2000 |
| The Goodwood Fund 2.0 Ltd. | Buy | May 11/04 | 2,300 | \$ 9.8990 |
| The Goodwood Fund 2.0 Ltd. | Sell | May 17/04 | 600 | \$ 10.0700 |
| The Goodwood Fund 2.0 Ltd. | Buy | May 19/04 | 1,800 | \$ 10.4362 |
| The Goodwood Fund 2.0 Ltd. | Buy | May 19/04 | 1,100 | \$ 10.4000 |
| The Goodwood Fund 2.0 Ltd. | Buy | May 21/04 | 200 | \$ 10.5618 |
| The Goodwood Fund 2.0 Ltd. | Buy | June 30/04 | 2,100 | \$ 11.4500 |
| The Goodwood Fund 2.0 Ltd. | Buy | July 15/04 | 1,900 | \$ 12.3560 |
| The Goodwood Fund 2.0 Ltd. | Buy | July 16/04 | 900 | \$ 11.6900 |
| The Goodwood Fund 2.0 Ltd. | Buy | Aug 16/04 | 3,900 | \$ 10.3836 |
| The Goodwood Fund 2.0 Ltd. | Buy | Aug 19/04 | 2,200 | \$ 10.2500 |
| The Goodwood Fund 2.0 Ltd. | Buy | Sept 16/04 | 1,900 | \$ 10.1951 |
| The Goodwood Fund 2.0 Ltd. | Buy | Sept 16/04 | 2,500 | \$ 10.1997 |
| The Goodwood Fund 2.0 Ltd. | Buy | Oct 5/04 | 12,300 | US\$ 8.4000 |
| The Goodwood Fund 2.0 Ltd. | Buy | Oct 5/04 | 500 | \$ 10.8200 |
| The Goodwood Fund 2.0 Ltd. | Buy | Oct 5/04 | 400 | \$ 10.8000 |
| The Goodwood Fund 2.0 Ltd. | Buy | Oct 6/04 | 1,700 | US\$ 8.5000 |
| The Goodwood Fund 2.0 Ltd. | Buy | Nov 24/04 | 1,300 | \$ 16.00 |

| <u>Name of Fund</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in C\$ (unless otherwise noted)</u> |
|--|-----------------|-------------|-----------------|--|
| KBSH Goodwood Canadian Long/Short Fund | Sell | Jan 15/03 | 900 | \$ 13.5136 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | Jan 23/03 | 300 | \$ 13.4750 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Apr 7/03 | 1,900 | \$ 8.7800 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Apr 11/03 | 700 | \$ 8.5000 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Apr 11/03 | 300 | \$ 8.5314 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | May 6/03 | 1,800 | \$ 9.2000 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | May 12/03 | 2,800 | \$ 8.7500 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | May 13/03 | 700 | \$ 8.9000 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | May 14/03 | 500 | \$ 9.2767 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | May 14/03 | 2,000 | \$ 8.7500 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | July 16/03 | 1,600 | \$ 11.0500 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | July 17/03 | 300 | \$ 11.0505 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | July 31/03 | 1,100 | \$ 12.2606 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | Aug 6/03 | 400 | \$ 12.4325 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | Aug 12/03 | 700 | \$ 14.0000 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | Aug 18/03 | 1,600 | \$ 14.1050 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | Aug 19/03 | 1,500 | \$ 14.2333 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | Aug 19/03 | 2,900 | \$ 14.1173 |

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| <u>Name of Fund</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in C\$ (unless otherwise noted)</u> |
|--|-----------------|-------------|-----------------|--|
| KBSH Goodwood Canadian Long/Short Fund | Sell | Aug 21/03 | 1,000 | \$ 14.4690 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Sept 2/03 | 600 | \$ 14.9900 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | Sept 8/03 | 3,100 | \$ 14.7500 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Oct 15/03 | 4,700 | \$ 14.9834 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Oct 16/03 | 200 | \$ 15.0000 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Nov 7/03 | 2,300 | \$ 15.6500 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Nov 11/03 | 300 | \$ 15.6368 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Nov 11/03 | 800 | \$ 15.2883 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Nov 14/03 | 3,200 | \$ 13.7750 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Nov 17/03 | 1,900 | \$ 12.8392 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Nov 18/03 | 1,100 | \$ 12.5943 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Nov 19/03 | 1,600 | \$ 12.9039 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Nov 19/03 | 1,400 | \$ 12.75105 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Nov 20/03 | 600 | \$ 12.8982 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Nov 25/03 | 1,800 | \$ 13.9975 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | Jan 20/04 | 2,800 | \$ 13.4500 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | Jan 21/04 | 1,400 | \$ 14.1500 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | Jan 26/04 | 1,100 | \$ 14.0493 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | Feb 19/04 | 500 | \$ 13.7000 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | Mar 4/04 | 1,000 | \$ 13.3000 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Apr 15/04 | 1,500 | \$ 12.0433 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Apr 29/04 | 700 | \$ 11.4000 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Apr 29/04 | 900 | \$ 11.3505 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | May 4/04 | 2,200 | \$ 10.5000 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | May 5/04 | 600 | \$ 9.0450 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | May 5/04 | 3,200 | \$ 9.0500 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | May 5/04 | 700 | \$ 9.0566 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | May 6/04 | 1,000 | \$ 9.3766 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | May 6/04 | 2,900 | \$ 9.2290 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | May 6/04 | 1,000 | \$ 9.2000 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | May 11/04 | 1,600 | \$ 9.8990 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | May 17/04 | 500 | \$ 10.0700 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | May 19/04 | 800 | \$ 10.4362 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | May 19/04 | 400 | \$ 10.4000 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | May 21/04 | 400 | \$ 10.5618 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | June 30/04 | 1,400 | \$ 11.4500 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | July 15/04 | 1,300 | \$ 12.3560 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | July 16/04 | 600 | \$ 11.6900 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Aug 16/04 | 2,300 | \$ 10.3836 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Aug 19/04 | 1,500 | \$ 10.2500 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Sept 16/04 | 1,300 | \$ 10.1951 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Sept 16/04 | 1,700 | \$ 10.1997 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Oct 5/04 | 7,500 | US\$ 8.4000 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Oct 5/04 | 500 | \$ 10.7450 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Oct 5/04 | 200 | \$ 10.8000 |
| KBSH Goodwood Canadian Long/Short Fund | Buy | Oct 6/04 | 1,100 | US\$ 8.5000 |

YOUR VOTE IS EXTREMELY IMPORTANT — VOTE YOUR GREEN PROXY TODAY

| <u>Name of Fund</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in C\$ (unless otherwise noted)</u> |
|--|-----------------|-------------|-----------------|--|
| KBSH Goodwood Canadian Long/Short Fund | Sell | Nov 24/04 | 3,400 | \$ 16.00 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | Dec 22/04 | 23,300 | \$17.89107 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | Jan 4/05 | 4,000 | \$ 17.6800 |
| KBSH Goodwood Canadian Long/Short Fund | Sell | Jan 6/05 | 2,500 | \$ 17.7500 |

| <u>Goodwood Managed Accounts</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in C\$ (unless otherwise noted)</u> |
|------------------------------------|-----------------|-------------|-----------------|--|
| Goodwood Managed Account | Buy | Oct 7/04 | 800 | \$10.7500 |
| Goodwood Managed Account | Buy | Oct 7/04 | 1,300 | \$10.7500 |

| <u>Name of Officer or Director of Goodwood Inc.</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in C\$ (unless otherwise noted)</u> |
|---|-----------------|-------------|-----------------|--|
| Peter Puccetti | Buy | Oct 6/04 | 32,700 | US\$ 8.5000 |
| Peter Puccetti | Buy | Oct 7/04 | 12,000 | \$10.75000 |
| Peter Puccetti | Buy | Oct 7/04 | 1,300 | \$10.75000 |

| <u>Name of Officer or Director of Goodwood Inc.</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in C\$ (unless otherwise noted)</u> |
|---|-----------------|-------------|-----------------|--|
| J. Cameron MacDonald (628088 B.C. Ltd. — associate) . . | Buy | Oct 6/04 | 32,700 | US\$ 8.5000 |
| J. Cameron MacDonald | Buy | Oct 7/04 | 7,400 | \$10.75000 |
| J. Cameron MacDonald | Buy | Oct 8/04 | 600 | \$10.75000 |
| Denise MacDonald (associate) | Buy | Oct 8/04 | 8,000 | \$10.75000 |

Burton Capital Management, LLC

Set out below are details of all trades in Creo Shares that have been made by Burton Capital and by the officers of Burton Capital since January 12, 2003:

| <u>Name</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in US\$</u> |
|--|-----------------|-------------|-----------------|--------------------------------|
| Burton Capital Management, LLC | Buy | Sept 23/04 | 5,000 | \$ 7.960 |
| Burton Capital Management, LLC | Buy | Sept 24/04 | 900 | \$ 8.065 |
| Burton Capital Management, LLC | Buy | Sept 24/04 | 6,600 | \$ 8.100 |
| Burton Capital Management, LLC | Buy | Sept 24/04 | 100,000 | \$ 8.085 |
| Burton Capital Management, LLC | Buy | Sept 27/04 | 27,600 | \$ 8.095 |
| Burton Capital Management, LLC | Buy | Sept 27/04 | 6,000 | \$ 8.070 |
| Burton Capital Management, LLC | Buy | Sept 29/04 | 16,500 | \$ 8.134 |
| Burton Capital Management, LLC | Buy | Sept 30/04 | 4,572 | \$ 8.150 |
| Burton Capital Management, LLC | Buy | Oct 1/04 | 21,100 | \$ 8.301 |
| Burton Capital Management, LLC | Buy | Oct 5/04 | 515,378 | \$ 8.300 |
| Burton Capital Management, LLC | Buy | Oct 5/04 | 31,000 | \$ 8.550 |
| Burton Capital Management, LLC | Buy | Oct 11/04 | 105,916 | \$ 8.500 |
| Burton Capital Management, LLC | Buy | Oct 21/04 | 12,200 | \$11.784 |
| Burton Capital Management, LLC | Buy | Oct 21/04 | 6,138 | \$11.710 |
| Burton Capital Management, LLC | Buy | Nov 1/04 | 1,250 | \$12.440 |

YOUR VOTE IS EXTREMELY IMPORTANT — VOTE YOUR GREEN PROXY TODAY

| <u>Name of Officer of Burton Capital Management, LLC</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in US\$</u> |
|--|-----------------|-------------|-----------------|--------------------------------|
| Robert J. Burton, Jr. | Buy | Oct 12/04 | 8,100 | \$ 9.12 |
| Robert J. Burton, Jr. | Buy | Oct 12/04 | 800 | \$ 9.00 |
| Robert J. Burton, Jr. | Buy | Oct 12/04 | 1,900 | \$ 9.11 |
| Robert J. Burton, Jr. | Buy | Oct 14/04 | 500 | \$10.33 |
| Robert J. Burton, Jr. | Buy | Oct 14/04 | 3,700 | \$10.36 |
| Robert J. Burton, Jr. | Buy | Oct 20/04 | 100 | \$11.64 |
| Robert J. Burton, Jr. | Buy | Oct 20/04 | 1,900 | \$11.65 |
| Robert J. Burton, Jr. | Buy | Oct 20/04 | 1,500 | \$11.61 |
| Robert J. Burton, Jr. | Buy | Oct 20/04 | 1,500 | \$12.00 |

Individual Dissidents

Set out below are details of all the trades that have been made by each individual Dissident who is not either an officer or director of Goodwood or an officer or the Managing Member of Burton Capital.

| <u>Name of Individual Dissident</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in US\$</u> |
|--|-----------------|-------------|-----------------|--------------------------------|
| Michael G. Burton | Buy | Oct 6/04 | 11,655 | \$ 8.50 |
| Michael G. Burton | Buy | Oct 12/04 | 5,200 | \$ 9.15 |
| Michael G. Burton | Buy | Oct 15/04 | 2,150 | \$11.60 |
| Michael G. Burton | Buy | Oct 20/04 | 9,750 | \$11.60 |
| Michael G. Burton and Emma E. Burton | Buy | Oct 20/04 | 3,793 | \$11.60 |

| <u>Name of Individual Dissident</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in US\$</u> |
|--|-----------------|-------------|-----------------|--------------------------------|
| Joseph P. Burton | Buy | Dec 23/04 | 2,900 | \$14.70 |
| Joseph P. Burton | Buy | Dec 23/04 | 100 | \$14.69 |
| Joseph P. Burton | Buy | Oct 12/04 | 200 | \$ 9.09 |
| Joseph P. Burton | Buy | Oct 12/04 | 700 | \$ 9.08 |
| Joseph P. Burton | Buy | Oct 12/04 | 600 | \$ 9.07 |
| Joseph P. Burton | Buy | Oct 12/04 | 500 | \$ 9.06 |
| Joseph P. Burton and Paula M. Burton | Buy | Oct 12/04 | 9,900 | \$ 9.05 |
| Joseph P. Burton | Buy | Oct 14/04 | 4,000 | \$10.69 |
| Joseph P. Burton and Paula M. Burton | Buy | Oct 18/04 | 1,400 | \$12.00 |

| <u>Name of Individual Dissident</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in US\$</u> |
|-------------------------------------|-----------------|-------------|-----------------|--------------------------------|
| Thomas Oliva | Buy | Oct 5/04 | 58,394 | \$8.30 |
| Thomas Oliva | Buy | Oct 6/04 | 13,655 | \$8.50 |

| <u>Name of Individual Dissident</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in US\$</u> |
|-------------------------------------|-----------------|-------------|-----------------|--------------------------------|
| Brendan Tobin | Buy | Oct 5/04 | 17,518 | \$ 8.30 |
| Brendan Tobin | Buy | Oct 6/04 | 494 | \$ 8.50 |
| Brendan Tobin | Buy | Oct 12/04 | 300 | \$9.1190 |

| <u>Name of Individual Dissident</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in US\$</u> |
|-------------------------------------|-----------------|-------------|-----------------|--------------------------------|
| Colin Christ | Buy | Oct 5/04 | 11,679 | \$ 8.30 |
| Colin Christ | Buy | Oct 6/04 | 329 | \$ 8.50 |

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| <u>Name of Individual Dissident</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in US\$</u> |
|--|-----------------|-------------|-----------------|--------------------------------|
| Gina Zambrana | Buy | Oct 5/04 | 8,759 | \$ 8.30 |
| Gina Zambrana | Buy | Oct 6/04 | 247 | \$ 8.50 |
| Jaime Zambrana and Gina Zambrana | Buy | Oct 13/04 | 200 | \$11.00 |
| Gina Zambrana | Buy | Oct 15/04 | 525 | \$11.60 |
| Jaime Zambrana (associate) | Buy | Oct 15/04 | 900 | \$11.64 |
| Gina Zambrana | Buy | Nov 18/04 | 86 | \$13.44 |

| <u>Name of Individual Dissident</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in US\$</u> |
|-------------------------------------|-----------------|-------------|-----------------|--------------------------------|
| Donald J. Zegzdryn | Buy | Oct 6/04 | 3,002 | \$ 8.50 |
| Donald J. Zegzdryn | Buy | Oct 13/04 | 800 | \$11.46 |

| <u>Name of Individual Dissident</u> | <u>Buy/Sell</u> | <u>Date</u> | <u>Quantity</u> | <u>Price per Share in US\$ (unless otherwise noted)</u> |
|---|-----------------|-------------|-----------------|---|
| Christine O'Brien (associate) | Buy | Apr 30/04 | 600 | C\$11.150 |
| Robert T. Kittel | Buy | Oct 6/04 | 300 | \$8.5000 |
| Robert T. Kittel | Buy | Oct 6/04 | 300 | \$8.5000 |
| Christine O'Brien (associate) | Buy | Oct 6/04 | 700 | \$8.5000 |
| Robert T. Kittel (Saranac Capital Inc. — associate) | Buy | Oct 6/04 | 800 | \$8.5000 |

YOUR VOTE IS EXTREMELY IMPORTANT — VOTE YOUR GREEN PROXY TODAY

**GOODWOOD INC., BURTON CAPITAL MANAGEMENT, LLC
AND THE OTHER DISSIDENTS RECOMMEND THAT YOU**

VOTE FOR

**THE INDIVIDUALS NAMED IN THIS CIRCULAR AND
THE ACCOMPANYING GREEN FORM OF PROXY**

For assistance in voting your proxy, please call:



North America Toll-Free: 1-866-749-5464

or

Robert Kittel
Goodwood Inc.
(416) 203-2159
rkittel@goodwoodfunds.com

Robert Burton, Jr.
Burton Capital Management, LLC
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January 12, 2005