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2023

QUARTERLY REPORT

ALIMENTATION COUCHE-TARD INC.
12-WEEK PERIOD ENDED JULY 17, 2022



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Management Discussion and Analysis

The purpose of this Management Discussion and Analysis (“MD&A”) is, as required by regulators, to explain management’s point of view on the financial position and results of the operations of Alimentation Couche-Tard Inc. (“Couche-Tard”) as well as its performance during the first quarter of the fiscal year ending April 30, 2023. More specifically, it aims to let the reader better understand our development strategy, performance in relation to objectives, future expectations, and how we address risk and manage our financial resources. This MD&A also provides information to improve the reader’s understanding of Couche-Tard’s unaudited interim condensed consolidated financial statements and related notes. It should therefore be read in conjunction with those documents. By “we”, “our”, “us” and “the Corporation”, we refer collectively to Couche-Tard and its subsidiaries.

Except where otherwise indicated, all financial information reflected herein is expressed in United States dollars (“US dollars”) and determined on the basis of International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). We also use measures in this MD&A that do not comply with IFRS as well as supplementary financial measures. The measures that do not comply with IFRS are described in the “Non-IFRS Measures” section of this MD&A and where such measures are presented, the reader is informed. Supplementary financial measures are described where such measures are presented. This MD&A should be read in conjunction with the audited annual consolidated financial statements and related notes included in our 2022 Annual Report and the unaudited interim condensed consolidated financial statements and related notes for the 12-week period ended July 17, 2022, which, along with additional information relating to Couche-Tard, including the most recent Annual Information Form, are available on SEDAR at <https://www.sedar.com/> and on our website at <https://corpo.couche-tard.com/>.

Forward-Looking Statements

This MD&A includes certain statements that are “forward-looking statements” within the meaning of the securities laws of Canada. Any statement in this MD&A that is not a statement of historical fact may be deemed to be a forward-looking statement. When used in this MD&A, the words “believe”, “could”, “should”, “intend”, “expect”, “estimate”, “assume”, and other similar expressions are generally intended to identify forward-looking statements. It is important to know that the forward-looking statements in this MD&A describe our expectations as at August 30, 2022, which are not guarantees of the future performance of Couche-Tard or its industry, and involve known and unknown risks and uncertainties that may cause Couche-Tard’s or the industry’s outlook, actual results or performance to be materially different from any future results or performance expressed or implied by such statements. Our actual results could be materially different from our expectations if known or unknown risks affect our business, or if our estimates or assumptions turn out to be inaccurate. A change affecting an assumption can also have an impact on other interrelated assumptions, which could increase or diminish the effect of the change. As a result, we cannot guarantee that any forward-looking statement will materialize and, accordingly, the reader is cautioned not to place undue reliance on these forward-looking statements. Forward-looking statements do not take into account the effect that transactions or special items announced or occurring after the statements are made may have on our business. For example, they do not include sales of assets, monetization, mergers, acquisitions, other business combinations or transactions, asset write-downs, the effect of the COVID-19 pandemic on all aspects of our business and geographies or other charges announced or occurring after forward-looking statements are made.

Unless otherwise required by applicable securities laws, we disclaim any intention or obligation to update or revise forward-looking statements, whether as a result of new information, future events or otherwise.

The foregoing risks and uncertainties include the risks set forth under “Business Risks” in our 2022 Annual Report as well as other risks detailed from time to time in reports filed by Couche-Tard with securities regulators in Canada.

Our Business

We are the leader in the Canadian convenience store industry. In the United States, we are one of the largest independent convenience store operators. In Europe, we are a leader in convenience store and road transportation fuel retail in the Scandinavian countries (Norway, Sweden, and Denmark), in the Baltic countries (Estonia, Latvia, and Lithuania), as well as in Ireland, and have an important presence in Poland. In Asia, we operate a network of company-operated convenience stores in Hong Kong Special Administrative Region of the People’s Republic of China (“Hong Kong SAR”) with an enviable local position.

As of July 17, 2022, our network comprised 9,087 convenience stores throughout North America, including 7,985 stores with road transportation fuel dispensing. Our North American network consists of 17 business units, including 14 in the United States covering 47 states and 3 in Canada covering all 10 provinces. Approximately 96,000 people are employed throughout our network and at our service offices in North America.

In Europe, we operate a broad retail network across Scandinavia, Ireland, Poland, and the Baltics through 9 business units. As of July 17, 2022, our network comprised 2,704 stores, the majority of which offer road transportation fuel and convenience products while the others are unmanned automated fuel stations which only offer road transportation fuel. We also offer other products, including aviation fuel and energy for stationary engines. Including employees at branded franchise stores, approximately 22,000 people are employed in our retail network, terminals, and service offices across Europe. In Asia, our network comprised 366 company-operated convenience stores in Hong Kong SAR through 1 business unit, offering a strong on-the-go food offer as well as a variety of other merchandise items and services. Approximately 4,000 people are employed in our retail network and service offices in Asia.

Furthermore, under licensing agreements, more than 1,900 stores are operated under the Circle K banner in 13 other countries and territories (Cambodia, Egypt, Guam, Guatemala, Honduras, Indonesia, Jamaica, Macau, Mexico, New Zealand, Saudi Arabia, the United Arab Emirates and Vietnam), which brings the worldwide total network to close to 14,100 stores.

Our mission is to make our customers' lives a little easier every day. To this end, we strive to meet the demands and needs of people on-the-go. We offer fast and friendly service, providing fresh food, hot and cold beverages, car wash services, and other high-quality products and services including road transportation fuel, designed to meet or exceed our customers' demands in a clean, welcoming, and efficient environment. Our business model is our key to success. We are a customer-centric, financially disciplined organization that routinely compares best practices, and we use our global experience to enhance our operational expertise and continually invest in our people and our stores.

Value Creation

In the United States, the convenience store sector is fragmented and in a consolidation phase. We are participating in this process through our acquisitions, market share gains when competitors close sites, and by improving our offering. In Europe and Canada, the convenience store sector is often dominated by a few major players, including integrated oil companies. Some of these integrated oil companies are in the process of selling, or are expected to sell, their retail assets. We intend to study investment opportunities that might come to us through this process. In Asia, with our network in Hong Kong SAR, our business has a platform in place from which we are ready to grow. Combining our best practices with local market expertise will help accelerate organic expansion and provide new opportunities for consolidation in the region.

No matter the context, to create value, acquisitions have to be concluded at optimal conditions. Therefore, we do not necessarily favor store count growth to the detriment of profitability. In addition to acquisitions, organic development is playing an important role in the growth of our net earnings. We are focused on continuing to build and expand our network in key geographies where we can leverage our strengths to create value for our Corporation and its shareholders. Highlights have included the ongoing improvements we have made to our offer, including our fresh food program as well as our innovative and sustainable mobility solutions, our efforts to expand the flexibility and control in our supply chain and our ability to adapt quickly to changes. While staying true to our customary financial discipline, all these elements and our strong balance sheet have contributed to the growth in our net earnings and to value creation for our shareholders and other stakeholders. We intend to continue in this direction.

Exchange Rate Data

We use the US dollar as our reporting currency, which provides more relevant information given the predominance of our operations in the United States.

The following table sets forth information about exchange rates based upon closing rates expressed as US dollars per comparative currency unit:

	12-week periods ended	
	July 17, 2022	July 18, 2021
Average for the period⁽¹⁾		
Canadian dollar	0.7778	0.8167
Norwegian krone	0.1031	0.1188
Swedish krone	0.0995	0.1187
Danish krone	0.1412	0.1620
Zloty	0.2248	0.2662
Euro	1.0503	1.2044
Ruble	Not applicable	0.0136
Hong Kong dollar	0.1274	0.1288

(1) Calculated by taking the average of the closing exchange rates of each day in the applicable period.

The following table sets forth information about exchange rates based upon closing rates expressed as US dollars per comparative currency unit:

Period end	As at July 17, 2022	As at April 24, 2022
Canadian dollar	0.7651	0.7888
Norwegian krone	0.0979	0.1124
Swedish krone	0.0949	0.1052
Danish krone	0.1351	0.1454
Zloty	0.2098	0.2334
Euro	1.0059	1.0817
Hong Kong dollar	0.1274	0.1275

As we use the US dollar as our reporting currency in our consolidated financial statements and in this document, unless indicated otherwise, results from our operations in other currencies are translated into US dollars using the average rate for the period. Unless otherwise indicated, variations and explanations regarding changes in the foreign exchange rate and the volatility of the Canadian dollar, European currencies, and Hong Kong dollar, which we discuss in the present document, are related to the translation into US dollars of our Canadian, European, Asian and corporate operations' results ("foreign currency operations"). For the analysis of consolidated results, those variations are determined as being the difference between the corresponding period results in local currencies translated at the current period average exchange rate and the corresponding period results in local currencies translated at the corresponding period average exchange rate.

Overview of the First Quarter of Fiscal 2023

Financial Results

Net earnings amounted to \$872.4 million for the first quarter of fiscal 2023, an increase of \$108.0 million compared with the first quarter of fiscal 2022. Diluted net earnings per share stood at \$0.85, compared with \$0.71 for the corresponding quarter of the previous fiscal year.

The results for the first quarter of fiscal 2023 and the first quarter of fiscal 2022 were affected by specific items disclosed in the "Non-IFRS measures" section of this MD&A. Excluding these items, adjusted net earnings¹ were approximately \$875.0 million (\$0.85 per share on a diluted basis¹) for the first quarter of fiscal 2023, compared with \$758.0 million (\$0.71 per share on a diluted basis¹) for the first quarter of fiscal 2022, an increase of \$117.0 million, or 15.4%, driven by higher road transportation fuel gross margins¹ and organic growth in our convenience operations, partly offset by higher operating expenses.

Changes in our Network during the First Quarter of Fiscal 2023

Business acquisitions

During the first quarter of fiscal 2023, we acquired one company-operated store.

Subsequent event

On August 30, 2022, subsequent to the end of the quarter, we announce that, following satisfaction of closing conditions, we have closed our proposed acquisition of all the issued and outstanding shares of Cape D'Or Holdings Limited, Barrington Terminals Limited, and other related holding entities which operate an independent convenience store and fuel network in Atlantic Canada under the Esso, Go! Store and Wilsons Gas Stops brands (collectively "Wilsons"). The Wilsons network comprises 79 company-owned and operated convenience retail and fuel locations, 2 company-owned and dealer-operated locations, 137 dealer-owned and operated locations, and a fuel terminal in Halifax, Canada. The transaction was settled for a consideration, subject to post-closing adjustments including debt repayment, of CA \$346.8 million (\$265.9 million), using available cash. In connection with obtaining the Competition Bureau (Canada) approval for the transaction, we entered into a consent agreement with the Commissioner of Competition to divest 34 company-owned and operated convenience retail and fuel locations, 1 company-owned and dealer-operated location, and 12 dealer-owned and operated locations in New Brunswick, Newfoundland and Labrador, Nova Scotia and Prince Edward Island, Canada.

Store construction

We completed the construction of 23 stores and the relocation or reconstruction of 7 stores. As of July 17, 2022, another 54 stores were under construction and should open in the upcoming quarters.

¹Please refer to the "Non-IFRS Measures" section for additional information on performance measures not defined by IFRS.

Other changes

During the first quarter of fiscal 2023, we invested an amount of \$30.1 million in a joint venture with Musket Corporation, which then acquired four road transportation fuel terminals located in Florida, Illinois, and North Carolina, United States.

Summary of changes in our store network

The following table presents certain information regarding changes in our store network over the 12-week period ended July 17, 2022⁽¹⁾:

Type of site	12-week period ended July 17, 2022				Total
	Company-operated ⁽²⁾	CODO ⁽³⁾	DODO ⁽⁴⁾	Franchised and other affiliated ⁽⁵⁾	
Number of sites, beginning of period	9,808	370	713	1,275	12,166
Acquisitions	1	—	—	—	1
Openings / constructions / additions	23	2	1	24	50
Closures / disposals / withdrawals	(41)	(2)	(7)	(10)	(60)
Store conversions	5	(1)	(9)	5	—
Number of sites, end of period	9,796	369	698	1,294	12,157
Circle K branded sites under licensing agreements					1,905
Total network					14,062
Number of automated fuel stations included in the period-end figures ⁽⁶⁾	979	—	1	—	980

- (1) These figures include 50% of the stores operated through RDK, a joint venture.
- (2) Sites for which the real estate is controlled by Couche-Tard (through ownership or lease agreements) and for which the stores (and/or the service stations) are operated by Couche-Tard or one of its commission agents.
- (3) Sites for which the real estate is controlled by Couche-Tard (through ownership or lease agreements) and for which the stores (and/or the service stations) are operated by an independent operator in exchange for rent and to which Couche-Tard sometimes provides road transportation fuel through supply contracts. Some of these sites are subject to a franchise agreement, licensing or other similar agreement under one of our main or secondary banners.
- (4) Sites controlled and operated by independent operators to which Couche-Tard supplies road transportation fuel through supply contracts. Some of these sites are subject to a franchise agreement, licensing or other similar agreement under one of our main or secondary banners.
- (5) Stores operated by an independent operator through a franchising, licensing or another similar agreement under one of our main or secondary banners.
- (6) These sites sell road transportation fuel only.

Share Repurchase Program

On April 22, 2022, the Toronto Stock Exchange approved the renewal of our share repurchase program, which took effect on April 26, 2022. The renewed share repurchase program allows us to repurchase up to 79,703,614 shares, representing 10.0% of the shares comprising the public float as at April 20, 2022, and the share repurchase period will end no later than April 25, 2023. An automatic securities purchase plan, which was pre-cleared by the Toronto Stock Exchange upon approbation of the renewed share repurchase program, is also in place and could allow a designated broker to repurchase our shares on our behalf within parameters established by us.

During the first quarter of fiscal 2023, we repurchased 10,940,400 shares, for an amount of \$478.0 million and paid an additional amount of \$56.7 million in relation with share repurchases made during fiscal 2022 which were recorded in Accounts payable and accrued liabilities as at April 24, 2022. All shares repurchased under the share repurchase program were cancelled upon their repurchase. No automatic securities purchase plan was in effect as at July 17, 2022.

United States Commercial Paper Program

On May 9, 2022, we established a commercial paper program in the United States on a private placement basis. The commercial paper program allows us to issue, at our discretion, unsecured commercial paper notes with maturities not exceeding 397 days. The aggregate principal amount of unsecured commercial paper notes outstanding at any one time cannot exceed \$2.5 billion and our term revolving unsecured operating credit facility serves as a liquidity backstop for the repayment of the unsecured commercial paper notes. As at July 17, 2022, there were no outstanding unsecured commercial paper notes.

Fire & Flower Holdings Corp. (“Fire & Flower”)

On April 28, 2022, we exercised the Series B common share warrants in Fire & Flower for a total consideration of CA \$37.8 million (\$29.5 million), including cash consideration of CA \$17.3 million (\$13.5 million) as well as CA \$20.5 million (\$16.0 million) representing the non-cash settlement of the principal and accrued interests of a CA \$20.0 million secured loan granted to Fire & Flower. The exercise increased our interests in Fire & Flower to 35.3%.

Dividends

During its August 30, 2022 meeting, the Board of Directors declared a quarterly dividend of CA 11.0¢ per share for the first quarter of fiscal 2023 to shareholders on record as at September 8, 2022, and approved its payment effective September 22, 2022. This is an eligible dividend within the meaning of the *Income Tax Act* (Canada).

Outstanding Shares and Stock Options

As at August 26, 2022, Couche-Tard had 1,022,068,355 Class A multiple-voting shares issued and outstanding. In addition, as at the same date, Couche-Tard had 3,766,271 outstanding stock options for the purchase of Class A multiple voting shares.

Non-IFRS Measures

To provide more information for evaluating the Corporation's performance, the financial information included in our financial documents contains certain data that are not performance measures under IFRS ("non-IFRS measures"), which are also calculated on an adjusted basis to exclude specific items. We believe that providing those non-IFRS measures is useful to management, investors, and analysts, as they provide additional information to measure the performance and financial position of the Corporation.

The following non-IFRS financial measures are used in our financial disclosures:

- Gross profit;
- Earnings before interest, taxes, depreciation, amortization and impairment ("EBITDA") and adjusted EBITDA;
- Adjusted net earnings;
- Interest-bearing debt; and
- Available liquidities.

The following non-IFRS ratios are used in our financial disclosures:

- Merchandise and service gross margin and Road transportation fuel gross margin;
- Normalized growth of operating, selling, general and administrative expenses;
- Growth of same-store merchandise revenues for Europe and other regions;
- Adjusted diluted net earnings per share;
- Leverage ratio; and
- Return on equity and return on capital employed.

The following capital management measure is used in our financial disclosures:

- Net interest-bearing debt/total capitalization.

Supplementary financial measures are also used in our financial disclosures and those measures are described where they are presented.

Non-IFRS financial measures and ratios, as well as the capital management measure are mainly derived from the consolidated financial statements, but do not have standardized meanings prescribed by IFRS. These non-IFRS measures should not be considered in isolation or as a substitute for financial measures prepared in accordance with IFRS. In addition, our definitions of non-IFRS measures may differ from those of other public corporations. Any such modification or reformulation may be significant. These measures are also adjusted for the pro forma impact of our acquisitions and impacts of new accounting standards, if they are considered to be material.

Gross profit. Gross profit consists of revenues less the cost of sales, excluding depreciation, amortization and impairment. This measure is considered useful for evaluating the underlying performance of our operations.

The table below reconciles revenues and cost of sales, excluding depreciation, amortization and impairment, as per IFRS, to gross profit:

<i>(in millions of US dollars)</i>	12-week periods ended	
	July 17, 2022	July 18, 2021
Revenues	18,657.7	13,578.9
Cost of sales, excluding depreciation, amortization and impairment	15,774.9	10,978.9
Gross profit	2,882.8	2,600.0

Please note that the same reconciliation applies in the determination of gross profit by category and by geography presented in the section "Summary Analysis of Consolidated Results".

Merchandise and service gross margin. Merchandise and service gross margin consists of Merchandise and service gross profit divided by Merchandise and service revenues, both measures are presented in the section “Summary Analysis of Consolidated Results”. Merchandise and service gross margin is considered useful for evaluating how efficiently we generate gross profit by dollar of revenue.

Road transportation fuel gross margin. Road transportation fuel gross margin consists of Road transportation fuel gross profit divided by total volume of road transportation fuel sold. For the United States and Europe and other regions, both measures are presented in the section “Summary Analysis of Consolidated Results”. For Canada, this measure is presented in functional currency and the table below reconciles, for road transportation fuel, Revenues and Cost of sales, excluding depreciation, amortization and impairment, as per IFRS, to gross profit and the resulting road transportation fuel gross margin. This measure is considered useful for evaluating how efficiently we generate gross profit by gallon or liter of road transportation fuel sold.

	12-week periods ended	
	July 17, 2022	July 18, 2021
<i>(in millions of Canadian dollars, unless otherwise noted)</i>		
Road transportation fuel revenues	2,136.5	1,394.1
Road transportation fuel cost of sales, excluding depreciation, amortization and impairment	1,966.3	1,261.8
Road transportation fuel gross profit	170.2	132.3
Total road transportation fuel volume sold	1,212.1	1,211.9
Road transportation fuel gross margin (CA cents per liter)	14.04	10.92

Normalized growth of operating, selling, general and administrative expenses (“normalized growth of expenses”). Normalized growth of expenses consists of the growth of Operating, selling, general and administrative expenses adjusted for the impact of the changes in our network, the impact of more volatile items over which we have limited control, as well as the impact from changes in accounting policies and adoption of accounting standards. This measure is considered useful for evaluating our ability to control our expenses on a comparable basis.

The tables below reconcile growth of Operating, selling, general and administrative expenses to normalized growth of expenses:

	12-week periods ended		
	July 17, 2022	July 18, 2021	Variation
<i>(in millions of US dollars, unless otherwise noted)</i>			
Operating, selling, general and administrative expenses, as published	1,398.1	1,278.1	9.4%
Adjusted for:			
Increase from higher electronic payment fees, excluding acquisitions	(46.7)	—	(3.7%)
Decrease from the net impact of foreign exchange translation	31.6	—	2.5%
Increase from incremental expenses related to acquisitions	(11.1)	—	(0.9%)
Increase from changes in acquisition costs recognized to earnings	(0.4)	—	—
Normalized growth of expenses	1,371.5	1,278.1	7.3%

	12-week periods ended		
	July 18, 2021	July 19, 2020	Variation
<i>(in millions of US dollars, unless otherwise noted)</i>			
Operating, selling, general and administrative expenses, as published	1,278.1	1,148.6	11.3%
Adjusted for:			
Increase from the net impact of foreign exchange translation	(39.6)	—	(3.4%)
Increase from higher electronic payment fees, excluding acquisitions	(27.5)	—	(2.4%)
Increase from incremental expenses related to acquisitions	(25.2)	—	(2.2%)
Decrease from changes in acquisition costs recognized to earnings	2.7	—	0.2%
Normalized growth of expenses	1,188.5	1,148.6	3.5%

Growth of same-store merchandise revenues for Europe and other regions. Same-store merchandise revenues represent cumulated merchandise revenues between the current period and comparative period for those stores that were open for at least 23 days out of every 28-day period included in the reported periods. Merchandise revenues are defined as Merchandise and service revenues excluding service revenues. For Europe and other regions, the growth of same-store merchandise revenues is calculated based on constant currencies using the respective current period average exchange rate for both the current and corresponding period. In Europe and other regions, same-store merchandise revenues include same-store revenues from company-operated stores, CODO and DODO stores, as well as Asian corporate stores prior to their acquisition date of December 21, 2020. These last two items are not included in our consolidated results. This measure is considered useful for evaluating our ability to generate organic growth on a comparable basis in our overall European and other regions store network.

The tables below reconcile Merchandise and service revenues, as per IFRS, to same-store merchandise revenues for Europe and other regions and the resulting percentage of growth:

<i>(in millions of US dollars, unless otherwise noted)</i>	12-week periods ended	
	July 17, 2022	July 18, 2021
Merchandise and service revenues for Europe and other regions	537.1	561.4
Adjusted for:		
Service revenues	(39.8)	(44.8)
Net foreign exchange impact	—	(46.7)
Merchandise revenues for stores not meeting the definition of same-store	(19.1)	(17.8)
Same-store merchandise revenues from stores not included in our consolidated results, including the impact of store conversions	84.9	95.7
Total Same-store merchandise revenues for Europe and other regions	563.1	547.8
Growth of same-store merchandise revenues for Europe and other regions	2.8%	

<i>(in millions of US dollars, unless otherwise noted)</i>	12-week periods ended	
	July 18, 2021	July 19, 2020
Merchandise and service revenues for Europe and other regions	561.4	343.2
Adjusted for:		
Service revenues	(44.8)	(33.7)
Net foreign exchange impact	—	35.7
Merchandise revenues for stores not meeting the definition of same-store	(8.7)	(13.6)
Same-store merchandise revenues from stores not included in our consolidated results, including the impact of store conversions	113.6	255.2
Total Same-store merchandise revenues for Europe and other regions	621.5	586.8
Growth of same-store merchandise revenues for Europe and other regions	5.9%	

Earnings before interest, taxes, depreciation, amortization and impairment (“EBITDA”) and adjusted EBITDA. EBITDA represents net earnings plus income taxes, net financial expenses, and depreciation, amortization and impairment. Adjusted EBITDA represents the EBITDA adjusted for acquisition costs and other specific items for which the impact on consolidated results is not deemed indicative of future trends. These performance measures are considered useful to facilitate the evaluation of our ongoing operations and our ability to generate cash flows to fund our cash requirements, including our capital expenditures program, share repurchases, and payment of dividends.

The table below reconciles net earnings, as per IFRS, to EBITDA and adjusted EBITDA:

<i>(in millions of US dollars)</i>	12-week periods ended	
	July 17, 2022	July 18, 2021
Net earnings	872.4	764.4
Add:		
Income taxes	244.6	206.3
Net financial expenses	67.1	74.3
Depreciation, amortization and impairment	319.2	314.3
EBITDA	1,503.3	1,359.3
Adjusted for:		
Acquisition costs	1.2	0.8
Adjusted EBITDA	1,504.5	1,360.1

Adjusted net earnings and adjusted diluted net earnings per share. Adjusted net earnings represents net earnings adjusted for net foreign exchange gains or losses, acquisition costs and other specific items for which the impact on consolidated results is not deemed indicative of future trends. These measures are considered useful for evaluating the underlying performance of our operations on a comparable basis.

The table below reconciles net earnings, as per IFRS, with adjusted net earnings and adjusted diluted net earnings per share:

<i>(in millions of US dollars, except per share amounts, or unless otherwise noted)</i>	12-week periods ended	
	July 17, 2022	July 18, 2021
Net earnings	872.4	764.4
Adjusted for:		
Acquisition costs	1.2	0.8
Net foreign exchange loss (gain)	1.0	(8.6)
Tax impact of the items above and rounding	0.4	1.4
Adjusted net earnings	875.0	758.0
Weighted average number of shares - diluted (in millions)	1,027.2	1,074.4
Adjusted diluted net earnings per share	0.85	0.71

Interest-bearing debt. This measure represents the sum of the following balance sheet accounts: Current portion of long-term debt, Long-term debt, Current portion of lease liabilities and Lease liabilities. This measure is considered useful to facilitate the understanding of our financial position in relation with financing obligations. The calculation of this measure of financial position is detailed in the “Net interest-bearing debt/total capitalization” section below.

Net interest-bearing debt/total capitalization. This measure represents the basis for monitoring our capital as well as a measure of financial condition that is especially used in financial circles.

The table below presents the calculation of this performance measure:

<i>(in millions of US dollars, except ratio data)</i>	As at July 17, 2022	As at April 24, 2022
Current portion of long-term debt	1.5	1.4
Current portion of lease liabilities	414.7	425.4
Long-term debt	5,864.9	5,963.6
Lease liabilities	3,017.9	3,049.5
Interest-bearing debt	9,299.0	9,439.9
Less: Cash and cash equivalents	2,195.4	2,143.9
Net interest-bearing debt	7,103.6	7,296.0
Equity	12,418.3	12,437.6
Net interest-bearing debt	7,103.6	7,296.0
Total capitalization	19,521.9	19,733.6
Net interest-bearing debt to total capitalization ratio	0.36 : 1	0.37 : 1

Leverage ratio. This measure represents a measure of financial condition that is especially used in financial circles.

The table below reconciles net interest-bearing debt and adjusted EBITDA, for which the calculation methodologies are described in other tables of this section, with the leverage ratio:

<i>(in millions of US dollars, except ratio data)</i>	52-week periods ended	
	July 17, 2022	April 24, 2022
Net interest-bearing debt	7,103.6	7,296.0
Adjusted EBITDA	5,410.5	5,266.1
Leverage ratio	1.31 : 1	1.39 : 1

Return on equity. This measure is used to assess the relation between our profitability and our net assets. Average equity is calculated by taking the average of the opening and closing balance for the 52-week period.

The table below reconciles net earnings, as per IFRS, with the ratio of return on equity:

<i>(in millions of US dollars, unless otherwise noted)</i>	52-week periods ended	
	July 17, 2022	April 24, 2022
Net earnings	2,791.3	2,683.3
Equity - Opening balance	12,461.7	12,180.9
Equity - Ending balance	12,418.3	12,437.6
Average equity	12,440.0	12,309.3
Return on equity	22.4%	21.8%

Return on capital employed. This measure is used to measure the relation between our profitability and capital efficiency. Earnings before interest and taxes ("EBIT") represents net earnings plus income taxes and net financial expenses. Capital employed represents total assets less short-term liabilities not bearing interest, which excludes the current portion of long-term debt and current portion of lease liabilities. Average capital employed is calculated by taking the average of the beginning and ending balance of capital employed for the 52-week period.

The table below reconciles net earnings, as per IFRS, to EBIT with the ratio of return on capital employed:

<i>(in millions of US dollars, unless otherwise noted)</i>	52-week periods ended	
	July 17, 2022	April 24, 2022
Net earnings	2,791.3	2,683.3
Add:		
Income taxes	772.6	734.3
Net financial expenses	273.8	281.0
EBIT	3,837.7	3,698.6
Capital employed - Opening balance ⁽¹⁾	24,298.1	23,971.5
Capital employed - Ending balance ⁽¹⁾	23,860.1	24,001.0
Average capital employed	24,079.1	23,986.3
Return on capital employed	15.9%	15.4%

(1) The table below reconciles balance sheet line items, as per IFRS, to capital employed:

<i>(in millions of US dollars)</i>	As at July 17, 2022	As at July 18, 2021	As at April 24, 2022	As at April 25, 2021
Total Assets	29,350.6	29,137.3	29,591.6	28,394.5
Less: Current liabilities	(5,906.7)	(5,308.5)	(6,017.4)	(5,949.7)
Add: Current portion of long-term debt	1.5	62.2	1.4	1,107.3
Add: Current portion of lease liabilities	414.7	407.1	425.4	419.4
Capital employed	23,860.1	24,298.1	24,001.0	23,971.5

Available liquidities. This measure represents Cash and cash equivalents plus amounts available under our term revolving unsecured operating credit facility. This measure is considered useful to evaluate our ability to meet our liquidity needs for the foreseeable future.

The table below reconciles Cash and cash equivalents, as per IFRS, with available liquidities:

<i>(in millions of US dollars)</i>	As at July 17, 2022	As at April 24, 2022
Cash and cash equivalents	2,195.4	2,143.9
Add: Unused portion of the term revolving unsecured operating credit facility	2,525.0	2,525.0
Less: Letters of credit reducing the amount that may be borrowed on the term revolving unsecured operating credit facility	(6.6)	(6.7)
Available liquidities	4,713.8	4,662.2

Summary Analysis of Consolidated Results for the First Quarter of Fiscal 2023

The following table highlights certain information regarding our operations for the 12-week periods ended July 17, 2022, and July 18, 2021, and the results analysis in this section should be read in conjunction with this table. Europe and other regions include the results from our operations in Asia.

	12-week periods ended		
	July 17, 2022	July 18, 2021	Variation %
<i>(in millions of US dollars, unless otherwise stated)</i>			
Statement of Operations Data:			
Merchandise and service revenues ⁽¹⁾ :			
United States	2,904.9	2,829.4	2.7
Europe and other regions	537.1	561.4	(4.3)
Canada	630.5	677.2	(6.9)
Total merchandise and service revenues	4,072.5	4,068.0	0.1
Road transportation fuel revenues:			
United States	9,681.4	6,463.7	49.8
Europe and other regions	2,975.9	1,793.6	65.9
Canada	1,661.8	1,137.9	46.0
Total road transportation fuel revenues	14,319.1	9,395.2	52.4
Other revenues ⁽²⁾ :			
United States	9.7	10.8	(10.2)
Europe and other regions	250.5	100.0	150.5
Canada	5.9	4.9	20.4
Total other revenues	266.1	115.7	130.0
Total revenues	18,657.7	13,578.9	37.4
Merchandise and service gross profit ⁽¹⁾⁽³⁾ :			
United States	985.3	967.7	1.8
Europe and other regions	208.7	215.4	(3.1)
Canada	208.9	219.0	(4.6)
Total merchandise and service gross profit	1,402.9	1,402.1	0.1
Road transportation fuel gross profit ⁽³⁾ :			
United States	1,031.4	804.8	28.2
Europe and other regions	280.7	246.7	13.8
Canada	132.4	108.0	22.6
Total road transportation fuel gross profit	1,444.5	1,159.5	24.6
Other revenues gross profit ⁽²⁾⁽³⁾ :			
United States	9.7	10.8	(10.2)
Europe and other regions	19.8	22.7	(12.8)
Canada	5.9	4.9	20.4
Total other revenues gross profit	35.4	38.4	(7.8)
Total gross profit⁽³⁾	2,882.8	2,600.0	10.9
Operating, selling, general and administrative expenses	1,398.1	1,278.1	9.4
Gain on disposal of property and equipment and other assets	(13.0)	(37.3)	(65.1)
Depreciation, amortization and impairment	319.2	314.3	1.6
Operating income	1,178.5	1,044.9	12.8
Net financial expenses	67.1	74.3	(9.7)
Net earnings	872.4	764.4	14.1
Per Share Data:			
Basic net earnings per share (dollars per share)	0.85	0.71	19.7
Diluted net earnings per share (dollars per share)	0.85	0.71	19.7
Adjusted diluted net earnings per share (dollars per share) ⁽³⁾	0.85	0.71	19.7

	12-week periods ended		
	July 17, 2022	July 18, 2021	Variation %
<i>(in millions of US dollars, unless otherwise stated)</i>			
Other Operating Data:			
Merchandise and service gross margin ⁽¹⁾⁽³⁾ :			
Consolidated	34.4%	34.5%	(0.1)
United States	33.9%	34.2%	(0.3)
Europe and other regions	38.9%	38.4%	0.5
Canada	33.1%	32.3%	0.8
Growth of (decrease in) same-store merchandise revenues ⁽⁴⁾ :			
United States ⁽⁵⁾⁽⁶⁾	3.5%	(0.2%)	
Europe and other regions ⁽³⁾	2.8%	5.9%	
Canada ⁽⁵⁾⁽⁶⁾	(1.3%)	(9.6%)	
Road transportation fuel gross margin ⁽³⁾ :			
United States (cents per gallon)	49.00	36.75	33.3
Europe and other regions (cents per liter)	12.26	10.32	18.8
Canada (CA cents per liter)	14.04	10.92	28.6
Total volume of road transportation fuel sold:			
United States (millions of gallons)	2,105.0	2,189.6	(3.9)
Europe and other regions (millions of liters)	2,288.8	2,391.7	(4.3)
Canada (millions of liters)	1,212.1	1,211.9	—
Growth of (decrease in) same-store road transportation fuel volume ⁽⁵⁾ :			
United States	(4.0%)	11.8%	
Europe and other regions	(3.7%)	6.3%	
Canada	0.4%	10.4%	
	As at July 17, 2022	As at April 24, 2022	Variation \$
<i>(in millions of US dollars, unless otherwise stated)</i>			
Balance Sheet Data:			
Total assets	29,350.6	29,591.6	(241.0)
Interest-bearing debt ⁽³⁾	9,299.0	9,439.9	(140.9)
Equity	12,418.3	12,437.6	(19.3)
Indebtedness Ratios⁽³⁾:			
Net interest-bearing debt/total capitalization	0.36 : 1	0.37 : 1	
Leverage ratio	1.31 : 1	1.39 : 1	
Returns⁽³⁾:			
Return on equity	22.4%	21.8%	
Return on capital employed	15.9%	15.4%	

(1) Includes revenues derived from franchise fees, royalties, suppliers' rebates on some purchases made by franchisees and licensees, as well as from wholesale of merchandise. Franchise fees from international licensed stores are presented in the United States.

(2) Includes revenues from the rental of assets and from the sale of aviation fuel and energy for stationary engines.

(3) Please refer to the "Non-IFRS measures" section for additional information on our capital management measure as well as performance measures not defined by IFRS.

(4) This measure represents the growth of (decrease in) cumulated merchandise revenues between the current period and comparative period for those stores that were open for at least 23 days out of every 28-day period included in the reported periods. Merchandise revenues are defined as Merchandise and service revenues excluding service revenues.

(5) For company-operated stores only.

(6) Calculated based on respective functional currencies.

Revenues

Our revenues were \$18.7 billion for the first quarter of fiscal 2023, up by \$5.1 billion, an increase of 37.4% compared with the corresponding quarter of fiscal 2022, mainly attributable to a higher average road transportation fuel and other fuel products selling price, organic growth on merchandise and service revenues, and the contribution from acquisitions while being partly offset by lower road transportation fuel demand, the impact of the divestiture of sites following the strategic review of our network as well as the net negative impact of approximately \$336.0 million from the translation of our foreign currency operations into US dollars.

Merchandise and service revenues

Total merchandise and service revenues for the first quarter of fiscal 2023 were \$4.1 billion, an increase of \$4.5 million compared with the corresponding quarter of fiscal 2022. The translation of our foreign currency operations into US dollars had a net negative impact of approximately \$78.0 million. The remaining increase of approximately \$82.0 million, or 2.0%, is primarily attributable to organic growth in the United States and Europe and other regions, and to the contribution from acquisitions which amounted to approximately \$31.0 million, while being partly offset by the disposal of stores following the strategic review of our network. Same-store merchandise revenues increased by 3.5% in the United States, by 2.8%¹ in Europe and other regions, and decreased by 1.3% in Canada. Same-store merchandise revenues in Canada were strongly impacted by increased competition of the illicit market in the cigarettes category compared with the corresponding quarter of fiscal 2022.

Road transportation fuel revenues

Total road transportation fuel revenues for the first quarter of fiscal 2023 were \$14.3 billion, an increase of \$4.9 billion compared with the corresponding quarter of fiscal 2022. The translation of our foreign currency operations into US dollars had a net negative impact of approximately \$249.0 million. The remaining increase of approximately \$5.2 billion, or 55.1%, is attributable to a higher average road transportation fuel selling price, which had an impact of approximately \$5.5 billion partly offset by the impact of lower road transportation fuel demand. Same-store road transportation fuel volumes decreased by 4.0% in the United States and by 3.7% in Europe and other regions, and increased by 0.4% in Canada. During the quarter, road transportation fuel demand remained unfavorably impacted by the significant rise in retail prices driven by the increase in crude oil costs, from work from home trends and the impact from our fuel rebranding activities.

The following table shows the average selling price of road transportation fuel of our company-operated stores in our various markets for the last eight quarters. The average selling price of road transportation fuel consists of the road transportation fuel revenues divided by the volume of road transportation fuel sold:

Quarter	2 nd	3 rd	4 th	1 st	Weighted average
<u>52-week period ended July 17, 2022</u>					
United States (US dollars per gallon)	3.08	3.28	3.94	4.61	3.69
Europe and other regions (US cents per liter)	86.29	96.66	120.84	129.11	106.91
Canada (CA cents per liter)	123.00	129.39	150.30	179.15	143.78
<u>52-week period ended July 18, 2021</u>					
United States (US dollars per gallon)	2.14	2.16	2.72	2.97	2.48
Europe and other regions (US cents per liter)	63.19	65.84	79.29	79.09	71.42
Canada (CA cents per liter)	92.00	92.54	108.99	117.51	101.90

Other revenues

Total other revenues for the first quarter of fiscal 2023 were \$266.1 million, an increase of \$150.4 million compared with the corresponding quarter of fiscal 2022. The translation of our foreign currency operations into US dollars had a net negative impact of approximately \$11.0 million. The remaining increase of approximately \$161.0 million, or 139.2%, is primarily driven by higher prices and higher demand on our other fuel products, which had a minimal impact on gross profit¹.

¹ Please refer to the "Non-IFRS Measures" section for additional information on performance measures not defined by IFRS.

Gross profit¹

Our gross profit was \$2.9 billion for the first quarter of fiscal 2023, up by \$282.8 million or 10.9%, compared with the corresponding quarter of fiscal 2022, mainly attributable to higher road transportation fuel gross margins and organic growth in our convenience activities, while being partly offset by the net negative impact of the translation of our foreign currency operations into US dollars of approximately \$60.0 million.

Merchandise and service gross profit

In the first quarter of fiscal 2023, our merchandise and service gross profit was \$1.4 billion, an increase of \$0.8 million compared with the corresponding quarter of fiscal 2022. The translation of our foreign currency operations into US dollars had a net negative impact of approximately \$29.0 million. The remaining increase of approximately \$30.0 million, or 2.1%, is primarily due to organic growth driven by pricing initiatives. Our gross margin¹ decreased by 0.3% in the United States to 33.9%, while it increased by 0.5% in Europe and other regions to 38.9%, and by 0.8% in Canada to 33.1%.

Road transportation fuel gross profit

In the first quarter of fiscal 2023, our road transportation fuel gross profit was \$1.4 billion, an increase of \$285.0 million compared with the corresponding quarter of fiscal 2022. The translation of our foreign currency operations into US dollars had a net negative impact of approximately \$29.0 million. The remaining increase in our gross profit was approximately \$314.0 million, or 27.1%. In the United States, our road transportation fuel gross margin¹ was 49.00¢ per gallon, an increase of 12.25¢ per gallon, in Europe and other regions, our road transportation fuel gross margin¹ was US 12.26¢ per liter, an increase of US 1.94¢ per liter, and in Canada, it was CA 14.04¢ per liter, an increase of CA 3.12¢ per liter. Fuel margins remained healthy throughout our network, due to favorable market conditions and the continued work on the optimization of our supply chain.

The road transportation fuel gross margin¹ of our company-operated stores in the United States and the impact of expenses related to electronic payment modes for the last eight quarters, were as follows:

(US cents per gallon)

Quarter	2 nd	3 rd	4 th	1 st	Weighted average
52-week period ended July 17, 2022					
Before deduction of expenses related to electronic payment modes	37.68	41.02	47.55	50.95	44.01
Expenses related to electronic payment modes ⁽¹⁾	5.31	5.74	6.61	7.21	6.18
After deduction of expenses related to electronic payment modes	32.37	35.28	40.94	43.74	37.83
52-week period ended July 18, 2021					
Before deduction of expenses related to electronic payment modes	37.48	31.86	35.25	37.58	35.34
Expenses related to electronic payment modes ⁽¹⁾	4.79	4.66	5.10	5.38	4.96
After deduction of expenses related to electronic payment modes	32.69	27.20	30.15	32.20	30.38

(1) Expenses related to electronic payment modes are determined by allocating the portion of total electronic payment modes, which are included in Operating, selling, general and administrative expenses, deemed related to our United-States company-operated stores road transportation fuel transactions.

Generally, during normal economic cycles, road transportation fuel margins in the United States can be volatile from one quarter to another, while in Europe and other regions and in Canada, fuel margins and expenses related to electronic payment modes are not as volatile.

Other revenues gross profit

In the first quarter of fiscal 2023, other revenues gross profit was \$35.4 million, a decrease of \$3.0 million compared with the corresponding period of fiscal 2022. The translation of our foreign currency operations into US dollars had a net negative impact of approximately \$2.0 million.

¹ Please refer to the "Non-IFRS Measures" section for additional information on performance measures not defined by IFRS.

Operating, selling, general and administrative expenses (“expenses”)

For the first quarter of fiscal 2023, expenses increased by 9.4% compared with the corresponding period of fiscal 2022. Normalized growth of expenses¹ was 7.3%, as shown in the table below:

	12-week periods ended	
	July 17, 2022	July 18, 2021
Growth of expenses, as reported	9.4 %	11.3 %
Adjusted for:		
Increase from higher electronic payment fees, excluding acquisitions	(3.7%)	(2.4%)
Decrease (increase) from the net impact of foreign exchange translation	2.5%	(3.4%)
Increase from incremental expenses related to acquisitions	(0.9%)	(2.2%)
Decrease from changes in acquisition costs recognized to earnings	—	0.2 %
Normalized growth of expenses¹	7.3 %	3.5 %

For the first quarter of fiscal 2023, we have continued to deploy strategic efforts in order to mitigate the impact of a higher inflation level and continued pressure on wages, which is demonstrated by our normalized growth of expenses¹ of 7.3%, which is below inflation, despite the challenging market conditions. The normalized growth of expenses¹ in the first quarter was mainly driven by inflationary pressures, most notably on higher occupancy costs, higher costs from rising minimum wages, as well as by incremental investments in our stores to support our strategic initiatives partly offset by the impact of lower pressure in the employment market.

Earnings before interest, taxes, depreciation, amortization and impairment (“EBITDA¹”) and adjusted EBITDA¹

During the first quarter of fiscal 2023, EBITDA stood at \$1.5 billion, an increase of 10.6% compared with the corresponding quarter of fiscal 2022. Adjusted EBITDA for the first quarter of fiscal 2023 increased by \$144.4 million, or 10.6%, compared with the corresponding quarter of fiscal 2022, mainly due to higher road transportation fuel margins, and organic growth in our convenience operations, partly offset by higher expenses. The translation of our foreign currency operations into US dollars had a net negative impact of approximately \$28.0 million.

Depreciation, amortization and impairment (“depreciation”)

For the first quarter of fiscal 2023, our depreciation expense increased by \$4.9 million compared with the first quarter of fiscal 2022. The translation of our foreign currency operations into US dollars had a net favorable impact of approximately \$9.0 million. The remaining increase of approximately \$14.0 million, or 4.5%, is mainly driven by the replacement of equipment, the ongoing improvement of our network and the impact from investments made through acquisitions.

Net financial expenses

Net financial expenses for the first quarter of fiscal 2023 were \$67.1 million, a decrease of \$7.2 million compared with the corresponding period of fiscal 2022. A portion of the decrease is explained by certain items that are not considered indicative of future trends, as shown in the table below:

<i>(in millions of US dollars)</i>	12-week periods ended		
	July 17, 2022	July 18, 2021	Variation
Net financial expenses, as reported	67.1	74.3	(7.2)
Explained by:			
Change in fair value of financial instruments and amortization of deferred differences	0.9	(10.1)	11.0
Net foreign exchange (loss) gain	(1.0)	8.6	(9.6)
Remaining variation	67.0	72.8	(5.8)

The remaining variation is mainly driven by the reduction of long-term debt compared with the corresponding period of fiscal 2022.

Income taxes

The income tax rate for the first quarter of fiscal 2023 was 21.9% compared with 21.3% for the corresponding quarter of fiscal 2022. The increase is mainly stemming from the impact of a different mix in our earnings across the various jurisdictions in which we operate.

¹ Please refer to the “Non-IFRS Measures” section for additional information on performance measures not defined by IFRS.

Net earnings and adjusted net earnings¹

Net earnings for the first quarter of fiscal 2023 were \$872.4 million, compared with \$764.4 million for the first quarter of the previous fiscal year, an increase of \$108.0 million, or 14.1%. Diluted net earnings per share stood at \$0.85, compared with \$0.71 for the corresponding quarter of the previous fiscal year. The translation of revenues and expenses from our foreign currency operations into US dollars had a net negative impact of approximately \$20.0 million on net earnings of the first quarter of fiscal 2023.

Adjusted net earnings for the first quarter of fiscal 2023 were approximately \$875.0 million, compared with \$758.0 million for the first quarter of fiscal 2022, an increase of \$117.0 million, or 15.4%. Adjusted diluted net earnings per share were \$0.85 for the first quarter of fiscal 2023, compared with \$0.71 for the corresponding quarter of fiscal 2022, an increase of 19.7%.

Financial Position as at July 17, 2022

As shown by our indebtedness ratios included in the “Summary Analysis of Consolidated Results for the First Quarter of Fiscal 2023” section and our net cash provided by operating activities, our financial position remains healthy.

Our total consolidated assets amounted to \$29.4 billion as at July 17, 2022, a decrease of \$241.0 million over the balance as at April 24, 2022, primarily due to the net negative impact from the variation in exchange rates of the Canadian dollar and European currencies at the balance sheet date, partly offset by higher Accounts receivable mainly stemming from an increase in revenues, a higher cash balance and investments made in joint ventures and associated companies.

For the 52-week periods ended July 17, 2022, and April 24, 2022, we recorded a return on capital employed¹ of 15.9% and 15.4%, respectively.

Significant balance sheet variations are explained as follows:

Equity

Equity amounted to \$12.4 billion as at July 17, 2022, a decrease of \$19.3 million over the balance as at April 24, 2022, reflecting the impact of the share repurchases, the dividends declared as well as the net other comprehensive loss, partly offset by net earnings for the first quarter of fiscal 2023. For the 52-week periods ended July 17, 2022, and April 24, 2022, we recorded a return on equity¹ of 22.4% and 21.8%, respectively.

Liquidity and Capital Resources

Our principal sources of liquidity are our net cash provided by operating activities and borrowings available under our revolving unsecured credit facility or United States commercial paper program. Our principal uses of cash are to repay our debt, finance our acquisitions and capital expenditures, repurchase shares and pay dividends, as well as to provide for working capital. We expect that cash generated from operations and borrowings available under our term revolving unsecured operating credit facility or United States commercial paper program will be adequate to meet our liquidity needs in the foreseeable future.

Our credit facility is detailed as follows:

Term revolving unsecured operating credit facility, maturing in May 2027 (“operating credit facility”)

Credit agreement consisting of a revolving unsecured facility of a maximum amount of \$2.5 billion. As at July 17, 2022, our operating credit facility was not used, standby letters of credit in the amount of \$6.6 million were outstanding and we were in compliance with the restrictive covenants and ratios imposed by the credit agreement at that date. During the first quarter of fiscal 2023, the maturity of the operating credit facility was extended to May 2027.

Available liquidities¹

As at July 17, 2022, a total of approximately \$2.5 billion was available under our operating credit facility. Thus, at the same date, we had access to \$4.7 billion through our available cash and our operating credit facility.

¹ Please refer to the “Non-IFRS Measures” section for additional information on performance measures not defined by IFRS.

Selected Consolidated Cash Flow Information

(in millions of US dollars)

	12-week periods ended		
	July 17, 2022	July 18, 2021	Variation
Operating activities			
Net cash provided by operating activities	1,089.3	1,212.6	(123.3)
Investing activities			
Purchase of property and equipment, intangible assets and other assets	(340.8)	(334.5)	(6.3)
Investment in a joint venture	(30.1)	—	(30.1)
Purchase of equity instruments, other financial assets and investments in Fire & Flower	(23.5)	(7.9)	(15.6)
Proceeds from disposal of property and equipment and other assets	14.4	51.6	(37.2)
Change in restricted cash	(1.0)	(5.7)	4.7
Business acquisitions and contingent consideration paid	(0.6)	(25.0)	24.4
Net cash used in investing activities	(381.6)	(321.5)	(60.1)
Financing activities			
Share repurchases	(534.7)	(316.1)	(218.6)
Principal elements of lease payments	(100.7)	(101.0)	0.3
Exercise of stock options	0.8	—	0.8
Net payments on other debts	(0.3)	(17.7)	17.4
Repayment of senior unsecured notes	—	(994.3)	994.3
Issuance of US-dollar-denominated senior unsecured notes, net of financing costs	—	990.1	(990.1)
Settlements of derivative financial instruments	—	(2.9)	2.9
Net cash used in financing activities	(634.9)	(441.9)	(193.0)
Credit ratings			
S&P Global Ratings – Corporate and Senior unsecured notes credit ratings	BBB	BBB	
Moody's – Corporate and Senior unsecured notes credit ratings	Baa2	Baa2	

Operating activities

During the first quarter of fiscal 2023, net cash from our operations reached \$1.1 billion, down \$123.3 million compared with the first quarter of fiscal 2022, mainly due to unfavorable changes to our working capital.

Investing activities

During the first quarter of fiscal 2023, Purchase of property and equipment, intangible assets and other assets, net of Proceeds from disposal of property and equipment and other assets amounted to \$326.4 million. The investments were primarily for the replacement of equipment in some of our stores in order to enhance our offering of products and services, for the addition of new stores, for the ongoing improvement of our network as well as for strategic initiatives and information technology. In addition, during the first quarter of fiscal 2023, we invested an amount of \$30.1 million in a joint venture and we invested in equity instruments as well as exercised common share warrants in Fire & Flower for cash consideration of \$23.5 million.

Financing activities

During the first quarter of fiscal 2023, we have disbursed an amount of \$534.7 million in relation with share repurchases and paid \$100.7 million on the principal elements of our lease liabilities.

Contractual Obligations and Commercial Commitments

There were no major changes to our contractual obligations and commercial commitments during the 12-week period ended July 17, 2022. For more information, please refer to our 2022 Annual Report.

Internal Controls over Financial Reporting

We maintain a system of internal controls over financial reporting designed to safeguard assets and ensure that financial information is reliable. We also maintain a system of disclosure controls and procedures designed to ensure, in all material respects, the reliability, completeness and timeliness of the information we disclose in this MD&A and other public disclosure documents. Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in reports filed with securities regulatory agencies is recorded and/or disclosed on a timely basis, as required by law, and is accumulated and communicated to our management, including our President and Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. As at July 17, 2022, our management, following its assessment, certifies the design and operating effectiveness of the Corporation's controls and procedures.

We undertake ongoing evaluations of the effectiveness of our internal controls over financial reporting and implement control enhancements, when appropriate. As at April 24, 2022, our management and our external auditors reported that these internal controls were effective.

Selected Quarterly Financial Information

Our 52-week reporting cycle is divided into quarters of 12 weeks each except for the third quarter, which comprises 16 weeks. When a fiscal year, such as fiscal 2023, contains 53 weeks, the fourth quarter comprises 13 weeks. The following is a summary of selected consolidated financial information derived from our interim consolidated financial statements for each of the eight most recently completed quarters.

<i>(in millions of US dollars, except per share data)</i>	12-week period ended July 17, 2022	52-week period ended April 24, 2022				Extract from 52-week period ended April 25, 2021		
	1 st	4 th	3 rd	2 nd	1 st	4 th	3 rd	2 nd
Quarter	12 weeks	12 weeks	16 weeks	12 weeks	12 weeks	12 weeks	16 weeks	12 weeks
Revenues	18,657.7	16,434.9	18,576.4	14,219.7	13,578.9	12,237.4	13,157.5	10,655.4
Depreciation, amortization and impairment	319.2	449.4	456.3	325.7	314.3	344.9	418.7	305.8
Operating income	1,178.5	667.2	1,028.4	938.0	1,044.9	761.4	834.6	1,020.3
Share of earnings of joint ventures and associated companies	5.6	1.2	7.2	11.6	0.1	1.8	8.2	7.5
Net financial expenses	67.1	51.5	87.9	67.3	74.3	71.7	105.6	77.2
Net earnings	872.4	477.7	746.4	694.8	764.4	563.9	607.5	757.0
Net earnings per share								
Basic	\$0.85	\$0.46	\$0.70	\$0.65	\$0.71	\$0.52	\$0.55	\$0.68
Diluted	\$0.85	\$0.46	\$0.70	\$0.65	\$0.71	\$0.52	\$0.55	\$0.68

The volatility of road transportation fuel gross margins, mostly in the United States, seasonality and changes in the exchange rates have an impact on the variability of our quarterly net earnings.

Outlook

For the remaining of fiscal 2023, as we reach the last milestone of our five-year strategy, we will continue to enhance our offer to meet our customer's needs, making their lives a little easier every day. Despite supply chain and labor challenges, we remain focused on our convenience and mobility business by refining our fresh food program, pursuing opportunities to expand the flexibility in our supply chain and growing our electric vehicles offer to solidify our position as a global leader in the future of electric charging solutions. We stand ready to seek out additional acquisition opportunities and nurture the culture of discipline and entrepreneurship that has been our trademark as we are close to reaching our five-year ambition of doubling the business. In this rapidly evolving environment, the roll out of the *Values We Live By* and actions taken toward them are proofs of our commitment into increasing employee engagement, diversity and inclusion as well as sustainability which remains at the forefront of our priorities and a lens to the business.

Looking ahead, we will continue, as always, to look for and seize opportunities to grow the business, always focusing on creating value for our employees, partners, and shareholders.

August 30, 2022

Consolidated Statements of Earnings

(in millions of US dollars, except per share amounts, unaudited)

For the 12-week periods ended	July 17, 2022	July 18, 2021
	\$	\$
Revenues	18,657.7	13,578.9
Cost of sales, excluding depreciation, amortization and impairment	15,774.9	10,978.9
Operating, selling, general and administrative expenses	1,398.1	1,278.1
Gain on disposal of property and equipment and other assets	(13.0)	(37.3)
Depreciation, amortization and impairment	319.2	314.3
Operating income	1,178.5	1,044.9
Share of earnings of joint ventures and associated companies	5.6	0.1
Financial expenses (Note 4)	76.1	75.6
Other financial items (Note 4)	(10.0)	7.3
Foreign exchange loss (gain)	1.0	(8.6)
Net financial expenses	67.1	74.3
Earnings before income taxes	1,117.0	970.7
Income taxes	244.6	206.3
Net earnings	872.4	764.4
Net earnings per share (Note 6)		
Basic	0.85	0.71
Diluted	0.85	0.71
Weighted average number of shares – basic (in millions)	1,025.6	1,073.0
Weighted average number of shares – diluted (in millions)	1,027.2	1,074.4
Number of shares outstanding at the end of period (in millions)	1,022.1	1,071.1

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

Consolidated Statements of Comprehensive Income

(in millions of US dollars, unaudited)

For the 12-week periods ended	July 17, 2022	July 18, 2021
	\$	\$
Net earnings	872.4	764.4
Other comprehensive loss		
Items that may be reclassified subsequently to earnings		
Translation adjustments		
Change in cumulative translation adjustments ⁽¹⁾	(299.2)	(103.7)
Change in fair value and net interest on cross-currency interest rate swaps designated as a hedge of the Corporation's net investment in some of its foreign operations ⁽²⁾	(32.6)	(14.3)
Cash flow hedges		
Change in fair value of financial instruments ⁽²⁾	0.7	5.1
Gain realized on financial instruments transferred to earnings ⁽²⁾	(0.4)	(0.6)
Items that will never be reclassified to earnings		
Net actuarial gain ⁽³⁾	13.8	3.3
Loss on investments in equity instruments measured at fair value through Other comprehensive income ⁽⁴⁾	(12.0)	(1.5)
Other comprehensive loss	(329.7)	(111.7)
Comprehensive income	542.7	652.7

- (1) For the 12-week periods ended July 17, 2022 and July 18, 2021, these amounts include a loss of \$54.0 (net of income taxes of \$8.2) and a loss of \$4.7 (net of income taxes of \$0.7), respectively. These losses arise from the translation of long-term debts denominated in foreign currencies and designated as net investment hedges in some of the Corporation's foreign operations.
- (2) For the 12-week periods ended July 17, 2022 and July 18, 2021, these amounts are net of income tax expenses of \$3.5 and \$2.8, respectively.
- (3) For the 12-week periods ended July 17, 2022 and July 18, 2021, these amounts are net of income tax expenses of \$3.7 and \$0.8, respectively.
- (4) For the 12-week periods ended July 17, 2022 and July 18, 2021, these amounts are net of income tax recoveries of \$1.8 and \$1.5, respectively.

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

Consolidated Statements of Changes in Equity

(in millions of US dollars, unaudited)

For the 12-week period ended	July 17, 2022				
	Capital stock	Contributed surplus	Retained earnings	Accumulated other comprehensive loss (Note 7)	Equity
	\$	\$	\$	\$	\$
Balance, beginning of period	639.9	25.8	12,521.0	(749.1)	12,437.6
Comprehensive income:					
Net earnings			872.4		872.4
Other comprehensive loss				(329.7)	(329.7)
					542.7
Share repurchases (Note 8)	(6.8)		(471.2)		(478.0)
Dividends declared			(87.0)		(87.0)
Stock option-based compensation expense		2.2			2.2
Exercise of stock options	1.2	(0.4)			0.8
Balance, end of period	634.3	27.6	12,835.2	(1,078.8)	12,418.3

For the 12-week period ended	July 18, 2021				
	Capital stock	Contributed surplus	Retained earnings	Accumulated other comprehensive loss (Note 7)	Equity
	\$	\$	\$	\$	\$
Balance, beginning of period	670.6	23.6	12,017.8	(531.1)	12,180.9
Comprehensive income:					
Net earnings			764.4		764.4
Other comprehensive income				(111.7)	(111.7)
					652.7
Share repurchases (Note 8)	(6.7)		(292.5)		(299.2)
Dividends declared			(73.9)		(73.9)
Stock option-based compensation expense		1.2			1.2
Balance, end of period	663.9	24.8	12,415.8	(642.8)	12,461.7

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

Consolidated Statements of Cash Flows

(in millions of US dollars, unaudited)

For the 12-week periods ended	July 17, 2022	July 18, 2021
	\$	\$
Operating activities		
Net earnings	872.4	764.4
Adjustments to reconcile net earnings to net cash provided by operating activities		
Depreciation, amortization, impairment and amortization of financing costs	320.3	315.1
Gain on disposal of property and equipment and other assets	(13.0)	(37.3)
Deferred income taxes	17.7	24.5
Share of earnings of joint ventures and associated companies, net of dividends received	(2.7)	1.1
Net deferred credits	7.8	1.4
Net changes in commodity indexed deposits and fuel swaps (Note 10)	(76.8)	9.5
Net change in fair value of investments in equity instruments and other financial assets, convertible debentures and common share warrants (Notes 3 and 10)	(0.9)	10.1
Early redemption premiums and deemed interest on repayment of senior unsecured notes	—	(33.4)
Other	13.1	20.2
Changes in non-cash working capital	(48.6)	137.0
Net cash provided by operating activities	1,089.3	1,212.6
Investing activities		
Purchase of property and equipment, intangible assets and other assets	(340.8)	(334.5)
Investment in a joint venture (Note 2)	(30.1)	—
Purchase of equity instruments, other financial assets and investments in Fire & Flower (Notes 3 and 10)	(23.5)	(7.9)
Proceeds from disposal of property and equipment and other assets	14.4	51.6
Change in restricted cash	(1.0)	(5.7)
Business acquisitions and contingent consideration paid (Note 2)	(0.6)	(25.0)
Net cash used in investing activities	(381.6)	(321.5)
Financing activities		
Share repurchases (Note 8)	(534.7)	(316.1)
Principal elements of lease payments	(100.7)	(101.0)
Exercise of stock options	0.8	—
Net payments on other debts	(0.3)	(17.7)
Repayment of senior unsecured notes	—	(994.3)
Issuance of US-dollar-denominated senior unsecured notes, net of financing costs	—	990.1
Settlements of derivative financial instruments	—	(2.9)
Net cash used in financing activities	(634.9)	(441.9)
Effect of exchange rate fluctuations on cash and cash equivalents	(21.3)	(21.8)
Net increase in cash and cash equivalents	51.5	427.4
Cash and cash equivalents, beginning of period	2,143.9	3,015.8
Cash and cash equivalents, end of period	2,195.4	3,443.2
Supplemental information:		
Interest and early redemption premiums paid	64.8	89.3
Interest and dividends received	10.9	3.8
Income taxes (received) paid, net	(10.0)	92.7

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

Consolidated Balance Sheets

(in millions of US dollars, unaudited)

	As at July 17, 2022	As at April 24, 2022
	\$	\$
Assets		
Current assets		
Cash and cash equivalents	2,195.4	2,143.9
Restricted cash	20.3	19.3
Accounts receivable	2,588.2	2,497.5
Inventories	2,398.3	2,403.0
Prepaid expenses	176.5	147.0
Assets held for sale	2.7	9.3
Other short-term financial assets (Notes 3 and 10)	65.1	23.1
Income taxes receivable	—	85.2
	7,446.5	7,328.3
Property and equipment	11,029.8	11,286.2
Right-of-use assets	3,255.1	3,302.2
Intangible assets	668.9	687.5
Goodwill	6,019.7	6,094.1
Other assets	390.0	401.5
Other long-term financial assets (Note 10)	254.1	272.7
Investments in joint ventures and associated companies (Notes 2 and 3)	230.2	169.6
Deferred income taxes	56.3	49.5
	29,350.6	29,591.6
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	5,035.3	5,256.1
Short-term provisions	150.9	144.7
Other short-term financial liabilities (Note 10)	45.1	85.2
Income taxes payable	259.0	103.1
Liabilities associated with assets held for sale	0.2	1.5
Current portion of long-term debt (Note 5)	1.5	1.4
Current portion of lease liabilities	414.7	425.4
	5,906.7	6,017.4
Long-term debt (Note 5)	5,864.9	5,963.6
Lease liabilities	3,017.9	3,049.5
Long-term provisions	551.9	577.0
Pension benefit liability	76.2	85.8
Other long-term financial liabilities (Note 10)	60.4	34.1
Deferred credits and other liabilities	234.7	243.9
Deferred income taxes	1,219.6	1,182.7
	16,932.3	17,154.0
Equity		
Capital stock (Note 8)	634.3	639.9
Contributed surplus	27.6	25.8
Retained earnings	12,835.2	12,521.0
Accumulated other comprehensive loss (Note 7)	(1,078.8)	(749.1)
	12,418.3	12,437.6
	29,350.6	29,591.6

The accompanying notes are an integral part of the interim condensed consolidated financial statements.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(in millions of US dollars, except per share and stock option data, or unless otherwise noted)

1. CONSOLIDATED FINANCIAL STATEMENTS PRESENTATION

The unaudited interim condensed consolidated financial statements (the “interim financial statements”) have been prepared by the Corporation in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including IAS 34 *Interim Financial Reporting*.

These interim financial statements have been prepared in accordance with the same accounting policies and methods as the audited annual consolidated financial statements for the year ended April 24, 2022. The interim financial statements do not include all the information required for complete financial statements and should be read in conjunction with the audited annual consolidated financial statements and notes thereto in the Corporation’s 2022 Annual Report (the “fiscal 2022 consolidated financial statements”). The results of operations for the interim periods presented do not necessarily reflect results expected for the full fiscal year. The Corporation’s business follows a seasonal pattern. The busiest period is generally the first half-year of each fiscal year, which includes summer sales.

On August 30, 2022, the Corporation’s interim financial statements were approved by the Board of Directors.

2. BUSINESS ACQUISITIONS AND INVESTMENT IN A JOINT VENTURE

Business acquisitions

During the 12-week period ended July 17, 2022, the Corporation acquired one company-operated store for which it owns the building and leases the land. This transaction was settled for a total consideration of \$0.6 using available cash and generated goodwill for an amount of \$0.3. Revenues and net earnings of the acquired store since the date of acquisition were not significant to the Corporation.

For the 12-week period ended July 17, 2022, acquisition costs of \$1.2 in connection with unrealized and ongoing acquisitions are included in Operating, selling, general and administrative expenses.

On August 30, 2022, subsequent to the end of the first quarter of fiscal 2023 and following satisfaction of closing conditions, the Corporation closed the acquisition of all the issued and outstanding shares of Cape D'Or Holdings Limited, Barrington Terminals Limited, and other related holding entities which operate an independent convenience store and fuel network in Atlantic Canada under the Esso, Go! Store and Wilsons Gas Stops brands (collectively “Wilsons”). The Wilsons network comprises 79 company-owned and operated convenience retail and fuel locations, 2 company-owned and dealer-operated locations, 137 dealer-owned and operated locations, and a fuel terminal in Halifax, Canada. The transaction was settled for a consideration, subject to post-closing adjustments including debt repayment, of CA \$346.8 (\$265.9), using available cash. In connection with obtaining the Competition Bureau (Canada) approval for the transaction, the Corporation has entered into a consent agreement with the Commissioner of Competition to divest 34 company-owned and operated convenience retail and fuel locations, 1 company-owned and dealer-operated location, and 12 dealer-owned and operated locations in New Brunswick, Newfoundland and Labrador, Nova Scotia and Prince Edward Island, Canada.

Investment in a joint venture

During the 12-week period ended July 17, 2022, the Corporation invested an amount of \$30.1 in a joint venture with Musket Corporation, which then acquired four road transportation fuel terminals located in Florida, Illinois, and North Carolina, United States.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(in millions of US dollars, except per share and stock option data, or unless otherwise noted)

3. INVESTMENTS IN FIRE & FLOWER HOLDINGS CORP. (“FIRE & FLOWER”)

On April 28, 2022, the Corporation exercised the Series B common share warrants for a total consideration of CA \$37.8 (\$29.5), including cash consideration of CA \$17.3 (\$13.5) as well as CA \$20.5 (\$16.0) representing the non-cash settlement of the principal and accrued interests of a CA \$20.0 secured loan granted to Fire & Flower. The exercise increased the Corporation’s interests in Fire & Flower to 35.3%. The Corporation continues to own convertible debentures and common share warrants for which there were no changes to the valuation techniques described in Note 6 of the fiscal 2022 consolidated financial statements (Level 3). Expected volatility is a key unobservable input which is used to establish the fair value and fluctuation of that input stems mainly from the developing market in which Fire & Flower operates. As at July 17, 2022, with all other variables held constant, a 5% increase or decrease in the expected volatility used of 80% would not have had a significant impact on the fair value of the convertible debentures and common share warrants, which amounted to \$1.9 (\$1.9 as at April 24, 2022).

The Corporation assessed that its currently existing and potential voting rights continued to provide significant influence over Fire & Flower. The accounting periods of Fire & Flower, which is a publicly traded company, do not coincide with the Corporation’s accounting periods, therefore the Corporation used Fire & Flower’s financial statements for the reporting period ended April 30, 2022, adjusted to reflect significant transactions, if any, in applying the equity method of accounting for the 12-week period ended July 17, 2022.

4. FINANCIAL EXPENSES AND OTHER FINANCIAL ITEMS

For the 12-week periods ended	July 17, 2022	July 18, 2021
	\$	\$
Financial expenses		
Interest on long-term debt and short-term debt	50.1	51.5
Interest on lease liabilities	20.0	19.7
Accretion of provisions	4.2	3.5
Other finance costs	1.8	0.9
	<u>76.1</u>	<u>75.6</u>
Other financial items		
Financial revenues	(9.1)	(2.8)
Change in fair value of financial instruments classified at fair value through earnings or loss	(0.9)	10.1
	<u>(10.0)</u>	<u>7.3</u>

For the 12-week period ended July 18, 2021, a loss of \$10.1 related to the change in fair value of the convertible debentures and common share warrants in Fire & Flower (Note 3) was reclassified from Financial expenses to Other financial items in the consolidated statements of earnings in order to regroup the change in fair value of financial instruments on the same line item.

5. LONG-TERM DEBT

	As at July 17, 2022	As at April 24, 2022
	\$	\$
US-dollar-denominated senior unsecured notes, maturing from July 2027 to May 2051	3,967.9	3,967.5
Canadian-dollar-denominated senior unsecured notes, maturing from July 2024 to June 2025	1,069.5	1,102.5
Euro-denominated senior unsecured notes, maturing in May 2026	752.5	809.1
NOK-denominated senior unsecured notes, maturing in February 2026	65.9	75.7
Other debts	10.6	10.2
	<u>5,866.4</u>	<u>5,965.0</u>
Current portion of long-term debt	1.5	1.4
Long-term portion of long-term debt	<u>5,864.9</u>	<u>5,963.6</u>

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(in millions of US dollars, except per share and stock option data, or unless otherwise noted)

Term revolving unsecured operating credit facility

As at July 17, 2022, the operating credit facility was not used, and the Corporation was in compliance with the restrictive covenants and ratios imposed by the credit facility agreement. During the 12-week period ended July 17, 2022, the maturity of the operating credit facility was extended to May 2027.

United States commercial paper program

On May 9, 2022, the Corporation established a commercial paper program in the United States on a private placement basis. The commercial paper program allows the Corporation to issue, at its discretion, unsecured commercial paper notes with maturities not exceeding 397 days. The aggregate principal amount of unsecured commercial paper notes outstanding at any one time cannot exceed \$2,500.0 and the Corporation's term revolving unsecured operating credit facility serves as a liquidity backstop for the repayment of the unsecured commercial paper notes. As at July 17, 2022, there were no outstanding unsecured commercial paper notes.

6. NET EARNINGS PER SHARE

The following table presents the information for the computation of basic and diluted net earnings per share:

	12-week period ended July 17, 2022			12-week period ended July 18, 2021		
	Net earnings	Weighted average number of shares (in millions)	Net earnings per share	Net earnings	Weighted average number of shares (in millions)	Net earnings per share
	\$		\$	\$		\$
Basic net earnings	872.4	1,025.6	0.85	764.4	1,073.0	0.71
Dilutive effect of stock options	—	1.6	—	—	1.4	—
Diluted net earnings	872.4	1,027.2	0.85	764.4	1,074.4	0.71

When they have an antidilutive effect, stock options must be excluded from the calculation of the diluted net earnings per share. For the 12-week periods ended July 17, 2022, and July 18, 2021, 342,538 and 504,679 stock options were excluded, respectively.

7. ACCUMULATED OTHER COMPREHENSIVE LOSS

	Cumulative translation adjustments ^(a)	Net investment hedge ^(a)	Cash flow hedge ^(a)	Cumulative net actuarial gain ^(b)	Investments in equity instruments measured at fair value through Other comprehensive income ^(b)	Accumulated other comprehensive loss
	\$	\$	\$	\$	\$	\$
12-week period ended July 17, 2022						
Balance, beginning of period	(522.5)	(292.4)	21.2	33.1	11.5	(749.1)
Other comprehensive (loss) income	(299.2)	(32.6)	0.3	13.8	(12.0)	(329.7)
Balance, end of period	(821.7)	(325.0)	21.5	46.9	(0.5)	(1,078.8)
12-week period ended July 18, 2021						
Balance, beginning of period	(257.8)	(280.6)	(8.9)	15.9	0.3	(531.1)
Other comprehensive (loss) income	(103.7)	(14.3)	4.5	3.3	(1.5)	(111.7)
Balance, end of period	(361.5)	(294.9)	(4.4)	19.2	(1.2)	(642.8)

(a) May be reclassified subsequently to earnings.

(b) Will never be reclassified to earnings.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(in millions of US dollars, except per share and stock option data, or unless otherwise noted)

8. CAPITAL STOCK

Issued and outstanding shares

As at July 17, 2022, the Corporation had 1,022,068,355 issued and outstanding Class A multiple-voting shares (1,032,935,943 as at April 24, 2022), with each share comprising 10 votes.

The changes in the number of shares are as follows:

	<u>12-week period ended July 17, 2022</u>
Class A multiple voting shares (in millions of shares)	
Balance, beginning of period	1,032.9
Share repurchases ^(a)	(10.9)
Issuance of shares on stock options exercised ^(b)	0.1
Balance, end of period	<u>1,022.1</u>

(a) Share repurchase program

On April 22, 2022, the Toronto Stock Exchange approved the renewal of the Corporation's share repurchase program, which took effect on April 26, 2022. The renewed share repurchase program allows the Corporation to repurchase up to 79,703,614 shares, representing 10.0% of the shares comprising the Corporation's public float as at April 20, 2022, and the share repurchase period will end no later than April 25, 2023. During the 12-week period ended July 17, 2022, the Corporation repurchased 10,940,400 shares, for an amount of \$478.0 and paid an additional amount of \$56.7 in relation with share repurchases made during fiscal 2022 which were recorded in Accounts payable and accrued liabilities as at April 24, 2022.

When making such repurchases, the number of shares in circulation is reduced and the proportionate interest of all remaining shareholders in the Corporation's share capital is increased on a pro rata basis. All shares repurchased under the share repurchase program were cancelled upon their repurchase. An automatic securities purchase plan, which was pre-cleared by the Toronto Stock Exchange upon approbation of the renewed share repurchase program, is also in place and could allow a designated broker to repurchase the Corporation's shares on its behalf within parameters established by the Corporation. No automatic securities purchase plan was in effect as at July 17, 2022.

(b) Stock options

The table below presents the status of the Corporation's stock option plan as at July 17, 2022, and July 18, 2021, and the changes therein during the periods then ended:

For the 12-week periods ended	<u>July 17, 2022</u>	July 18, 2021
Number of stock options		
Outstanding, beginning of period	3,423,733	3,267,501
Granted	425,675	284,898
Exercised	(72,812)	—
Forfeited	(10,325)	—
Outstanding, end of period	<u>3,766,271</u>	<u>3,552,399</u>

The description of the Corporation's stock-based compensation plan is included in Note 27 of the fiscal 2022 consolidated financial statements.

9. SEGMENTED INFORMATION

The Corporation operates convenience stores in the United States, in Europe, in Asia, which is presented as part of Europe and other regions, and in Canada. It operates in one reportable segment, the sale of goods for immediate consumption, road transportation fuel and other products mainly through company-operated and franchised stores. The Corporation operates its convenience store chain under various banners, including Circle K, Couche-Tard, Holiday, and Ingo. Revenues from external customers mainly fall into three categories: merchandise and service, road transportation fuel and other.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(in millions of US dollars, except per share and stock option data, or unless otherwise noted)

Information on the principal revenue categories as well as geographic information is as follows:

	12-week period ended July 17, 2022				12-week period ended July 18, 2021			
	United States	Europe and other regions	Canada	Total	United States	Europe and other regions	Canada	Total
	\$	\$	\$	\$	\$	\$	\$	\$
External customer revenues^(a)								
Merchandise and service	2,904.9	537.1	630.5	4,072.5	2,829.4	561.4	677.2	4,068.0
Road transportation fuel	9,681.4	2,975.9	1,661.8	14,319.1	6,463.7	1,793.6	1,137.9	9,395.2
Other	9.7	250.5	5.9	266.1	10.8	100.0	4.9	115.7
	12,596.0	3,763.5	2,298.2	18,657.7	9,303.9	2,455.0	1,820.0	13,578.9
External customer revenues less Cost of sales, excluding depreciation, amortization and impairment								
Merchandise and service	985.3	208.7	208.9	1,402.9	967.7	215.4	219.0	1,402.1
Road transportation fuel	1,031.4	280.7	132.4	1,444.5	804.8	246.7	108.0	1,159.5
Other	9.7	19.8	5.9	35.4	10.8	22.7	4.9	38.4
	2,026.4	509.2	347.2	2,882.8	1,783.3	484.8	331.9	2,600.0
Total long-term assets^(b)	14,497.4	3,871.9	2,843.0	21,212.3	13,412.2	4,487.3	2,895.9	20,795.4

(a) Geographic areas are determined according to where the Corporation generates operating income (where the sale takes place) and according to the location of the long-term assets.

(b) Excluding financial instruments, deferred tax assets and post-employment benefit assets.

10. FAIR VALUE

The fair value of trade accounts receivable and vendor rebates receivable, credit and debit cards receivable and accounts payable and accrued liabilities is comparable to their carrying amounts given their short maturity.

The estimated fair value of each class of financial instruments, the methods and assumptions that were used to determine them and their fair value hierarchy are as follows:

Financial instruments at fair value on the consolidated balance sheets:

	Estimated fair value as at		Consolidated balance sheets classification	Methods and assumptions used	Fair value hierarchy
	July 17, 2022	April 24, 2022			
	\$	\$			
Share units indexed deposits - Current	20.3	22.4	Accounts receivable	Fair market value of the Corporation's shares	Level 2
Share units indexed deposits - Non-current	55.0	62.0	Other assets		
Commodity indexed deposits	58.7	23.1	Other short-term financial assets	Market rates	Level 2
Currency forwards	4.5	—	Other short-term financial assets	Market rates	Level 2
Investments in equity instruments	137.3	166.1	Other long-term financial assets	Unadjusted quoted prices	Level 1
Investments in equity instruments	77.7	66.9	Other long-term financial assets	Recent transactions	Level 3
Investments in other financial assets	14.4	14.4	Other long-term financial assets	Recent transactions	Level 3
Forward starting interest rate swaps	24.7	23.4	Other long-term financial assets	Market rates	Level 2
Fuel swaps	(41.5)	(82.7)	Other short-term financial liabilities	Market rates	Level 2
Currency put and call options	(3.6)	(2.5)	Other short-term financial liabilities	Market rates	Level 2
Cross-currency interest rate swaps	(60.4)	(34.1)	Other long-term financial liabilities	Market rates	Level 2

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(in millions of US dollars, except per share and stock option data, or unless otherwise noted)

The table below shows the amounts related to the investments in equity instruments (Level 3) and investments in other financial assets (Level 3) presented on the consolidated balance sheets:

	<u>Estimated fair value</u>
	<u>\$</u>
12-week period ended July 17, 2022	
Balance, beginning of period	81.3
Purchases	10.0
Gain recognized to Other financial items ⁽¹⁾	0.8
Balance, end of period	92.1

(1) Related to financial instruments still held by the Corporation as at July 17, 2022.

The valuations of those financial instruments were predominantly based on prices for similar instruments stemming from recent larger private investments that the Corporation participated in, which represent observable inputs. Sensitivity to unobservable inputs is therefore not deemed to have a significant impact on their estimated fair value as at July 17, 2022, given the few underlying assumptions used.

In addition, information on the measurement of the convertible debentures and common share warrants in Fire & Flower is presented in Note 3.

The Corporation performs the valuation of its financial instruments required for financial reporting purposes, including Level 2 and Level 3 fair values. Changes in Level 2 and Level 3 fair values are analyzed at the end of each reporting period by the Corporation and reports explaining the reasons for the fair value movements are presented to the Corporation's management.

Financial instruments not at fair value on the consolidated balance sheets:

The table below presents the fair value, which is based on unadjusted quoted prices (Level 1) or on observable market data (Level 2), and the carrying value of the Corporation's senior unsecured notes which are not measured at fair value on the consolidated balance sheets:

	<u>As at July 17, 2022</u>		<u>As at April 24, 2022</u>	
	<u>Carrying value</u>	<u>Fair value</u>	<u>Carrying value</u>	<u>Fair value</u>
	\$	\$	\$	\$
US-dollar-denominated senior unsecured notes (Level 2)	3,967.9	3,354.3	3,967.5	3,561.5
Canadian-dollar-denominated senior unsecured notes (Level 1)	1,069.5	1,043.6	1,102.5	1,089.6
Euro-denominated senior unsecured notes (Level 2)	752.5	712.0	809.1	794.4
NOK-denominated senior unsecured notes (Level 2)	65.9	64.9	75.7	76.2

11. SUBSEQUENT EVENT

Dividends

During its August 30, 2022 meeting, the Board of Directors declared a quarterly dividend of CA 11.0¢ per share for the first quarter of fiscal 2023 to shareholders on record as at September 8, 2022, and approved its payment effective September 22, 2022. This is an eligible dividend within the meaning of the *Income Tax Act* (Canada).