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2024

QUARTERLY REPORT

ALIMENTATION COUCHE-TARD INC.
16 AND 40-WEEK PERIODS ENDED FEBRUARY 4, 2024

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 third quarter of the fiscal year ending April 28, 2024. 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 IFRS® Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"). We also use measures in this MD&A that do not comply with IFRS Accounting Standards as well as supplementary financial measures. The measures that do not comply with IFRS Accounting Standards are described in the "Non-IFRS Accounting Standards 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 2023 Annual Report and the unaudited interim condensed consolidated financial statements and related notes for the 16 and 40-week periods ended February 4, 2024, which, along with additional information relating to Couche-Tard, including the most recent Annual Information Form, are available on SEDAR+ at https://www.sedarplus.ca/ 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 March 20, 2024, 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. Assumptions such as synergies objective are based on our comparative analysis of organizational structures and current level of spending across Couche-Tard's network as well as on Couche-Tard's ability to bridge the gap, where relevant, and Couche-Tard's assessment of current contracts in the geographical areas of operations and how Couche-Tard expects to be able to renegotiate these contracts to take advantage of our increased purchasing power. In addition, our synergies objective assumes that we will be able to establish and maintain an effective process for sharing best practices across our network. Finally, our objective is also based on our ability to integrate acquired business. An important change in these facts and assumptions could significantly impact our synergies estimate as well as the timing of the implementation of our different initiatives. 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-down, the impact of the changing circumstances surrounding both the repercussions of the COVID-19 pandemic and the ongoing military conflict between Ukraine and Russia, 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 2023 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 the convenience store and mobility retail business in the Scandinavian countries (Norway, Sweden, and Denmark), in the Baltic countries (Estonia, Latvia, and Lithuania), in Belgium, as well as in Ireland, and we have a strong presence in Luxembourg, Germany, the Netherlands and 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 February 4, 2024, our network comprised 9,307 convenience stores throughout North America, including 8,231 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 100,000 people are employed throughout our network and at our service offices in North America. In Europe, we operate a broad retail network across Scandinavia, Germany, Belgium, Ireland, Poland, the Netherlands, the Baltics and Luxembourg through 11 business units. As of February 4, 2024, our network comprised 4,902 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 energy for stationary engines. With employees at branded franchise stores, approximately 46,000 people are employed in our retail network, terminals, and service offices across Europe. In Asia, our network includes 386 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 2,100 stores are operated under the Circle K banner in 14 other countries and territories (Cambodia, Egypt, Guam, Guatemala, Honduras, Indonesia, Jamaica, Macau, Mexico, New Zealand, Saudi Arabia, South Africa, United Arab Emirates, and Vietnam), which brings the worldwide total network to more than 16,700 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 and electric vehicle charging solutions, 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. We intend to study investment opportunities that might come to us. 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 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, Fast* 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 tables set forth information about exchange rates based upon closing rates expressed as US dollars per comparative currency unit:

	16-week periods ended		40-week periods ended	
	February 4, 2024	January 29, 2023	**February 4, 2024**	January 29, 2023
Average for the period[1]				
Canadian dollar	**0.7375**	0.7388	**0.7418**	0.7577
Norwegian krone	**0.0934**	0.0991	**0.0938**	0.1005
Swedish krone	**0.0949**	0.0942	**0.0937**	0.0959
Danish krone	**0.1451**	0.1394	**0.1453**	0.1386
Zloty	**0.2470**	0.2201	**0.2431**	0.2189
Euro	**1.0824**	1.0368	**1.0837**	1.0307
Hong Kong dollar	**0.1280**	0.1279	**0.1278**	0.1276

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

	As at February 4, 2024	As at April 30, 2023
Period end		
Canadian dollar	**0.7477**	0.7330
Norwegian krone	**0.0956**	0.0931
Swedish krone	**0.0966**	0.0967
Danish krone	**0.1460**	0.1473
Zloty	**0.2521**	0.2397
Euro	**1.0883**	1.0981
Hong Kong dollar	**0.1279**	0.1274

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. For the analysis of the consolidated balance sheet, those variations are determined as being the difference between the balances in local currencies as at February 4, 2024 translated at the February 4, 2024 closing exchange rate, the balances in local currencies as at April 30, 2023 translated at the April 30, 2023 closing exchange rate, and the variations in local currencies between those two dates translated at the current period average exchange rate.

Overview of the Third Quarter of Fiscal 2024

Financial Results

Net earnings attributable to shareholders of the Corporation for the third quarter of fiscal 2024 amounted to $623.4 million, representing $0.65 per share on a diluted basis, compared with $737.4 million for the corresponding quarter of fiscal 2023, representing $0.73 per share on a diluted basis.

The results for the third quarter of fiscal 2024 and the third quarter of fiscal 2023 were affected by specific items disclosed in the "Non-IFRS Accounting Standards Measures" section of this MD&A. Excluding these items, adjusted net earnings attributable to shareholders of the Corporation[1] were approximately $625.0 million ($0.65 per share on a diluted basis[1]) for the third quarter of fiscal 2024, compared with $741.0 million ($0.74 per share on a diluted basis[1]) for the corresponding quarter of fiscal 2023, a decrease of $116.0 million, or 15.7%, primarily driven by lower road transportation fuel gross margin[1] in the United States and softness in traffic as a portion of our customers remains impacted by challenging economic conditions, partly offset by the contribution from acquisitions.

Changes in our Network during the Third Quarter of Fiscal 2024

Acquisition of certain European retail assets from TotalEnergies SE

On December 28, 2023 and January 3, 2024, we closed the acquisition of 2,175 sites from TotalEnergies SE for a total cash consideration of approximately €3.4 billion ($3.8 billion), including preliminary adjustments, and subject to post closing adjustments. The retail assets included in the transaction cover 1,191 sites located in Germany, 562 sites in Belgium, 378 sites in the Netherlands, and 44 sites in Luxembourg, of which 1,492 sites are company-owned and 683 sites are dealer-owned. For the same sites included in the transaction, 19% are company-operated and 81% are dealer-operated. The transaction comprises 100% of TotalEnergies SE's retail assets in Germany and the Netherlands, as well as a 60% controlling interest in the Belgium and Luxembourg entities (together "Circle K Belgium SA").

From December 28, 2023 and January 3, 2024, the acquired sites' results, balance sheet and cash flows are included in our consolidated financial statements. The earnings attributable to Circle K Belgium SA's other shareholders are presented as Net earnings attributable to non-controlling interest.

Synergies and integration

We expect that our synergies[2] associated with the acquisition of certain European retail assets from TotalEnergies SE will reach €170.0 million ($187.0 million) over the 5 years following the transaction. These synergies[2] should mainly result from improvements in the convenience activities as well as from reductions in operating, selling, general and administrative expenses.

Redemption liability

In relation with the acquisition of 60% of Circle K Belgium SA, we entered into a shareholder's agreement with TotalEnergies Marketing Belgium SA, which holds the remaining 40% ownership interest in this entity. This shareholder's agreement entitled each of the parties, at their sole discretion after a period of two years following the closing of the transaction, to sell their ownership interests to the other party. As a result, a redemption liability of $251.0 million, representing the present value of the estimated redemption amount as at January 3, 2024, was recorded to Other long-term financial liabilities on the consolidated balance sheet, with an equivalent amount reclassified from Retained earnings. Subsequent to the initial recognition of the redemption liability, the effects of its discounting and any changes to the gross redemption amount are recorded to Retained earnings. As at February 4, 2024, the redemption liability amounted to $250.2 million.

Financing

In order to finance the acquisition of certain European retail assets from TotalEnergies SE and the related acquisition costs, we entered into a new credit agreement consisting of a non-revolving credit facility of an aggregate maximum amount of $1.75 billion and €1.5 billion (the "acquisition facility"). As at February 4, 2024, a total amount of $3.0 billion was outstanding and the weighted average effective interest rate of the outstanding indebtedness under the acquisition facility was 5.78%. Subsequent to the end of the quarter and following the issuance of senior unsecured notes, this acquisition facility was fully repaid.

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

[2] Expected synergies represent forward-looking information and are destined to illustrate additional benefits expected to stem from these transactions. They might not be suitable for other needs. For additional information, please refer to the "Forward-Looking Statements" section.

Settlement of currency forward contracts

Prior to the acquisition, to mitigate the currency fluctuation risk associated with the Euro, we entered into Euro / US dollar currency forward contracts with financial institutions for a portion of the consideration, representing €1.9 billion. In relation with the closing of the transaction, the currency forwards were settled for net proceeds of $16.6 million.

Acquisition of convenience retail and fuel sites operating under the MAPCO brand

On November 1, 2023, we closed the acquisition of 112 company-owned and operated convenience retail and fuel sites operating under the MAPCO brand and located in the states of Alabama, Georgia, Kentucky, Mississippi and Tennessee, in the United States. The acquisition also includes surplus properties and a logistics fleet. The transaction was settled for a consideration of $468.6 million, subject to post closing adjustments, and was financed using our available cash and our United States commercial paper program.

Other acquisitions

During the third quarter of fiscal 2024, we acquired 17 company-operated stores, reaching a total of 27 company-operated stores acquired through various transactions since the beginning of fiscal 2024. We settled these transactions using our available cash.

Store construction

We completed the construction of 16 stores and the relocation or reconstruction of 2 stores, reaching a total of 60 stores since the beginning of fiscal 2024. As of February 4, 2024, another 39 stores were under construction and should open in the upcoming quarters.

Summary of changes in our store network

The following tables present certain information regarding changes in our store network over the 16 and 40-week periods ended February 4, 2024(1):

	16-week period ended February 4, 2024				
Type of site	**Company-operated(2)**	**CODO(3)**	**DODO(4)**	**Franchised and other affiliated(5)**	**Total**
Number of sites, beginning of period	9,938	336	793	1,254	12,321
Acquisitions	538	1,083	683	—	2,304
Openings / constructions / additions	16	—	9	19	44
Closures / disposals / withdrawals	(30)	(1)	(9)	(34)	(74)
Store conversions	1	(3)	—	2	—
Number of sites, end of period	**10,463**	**1,415**	**1,476**	**1,241**	**14,595**
Circle K branded sites under licensing agreements					2,120
Total network					**16,715**
Number of automated fuel stations included in the period-end figures(6)	1,175	—	84	—	1,259

	40-week period ended February 4, 2024				
Type of site	**Company-operated(2)**	**CODO(3)**	**DODO(4)**	**Franchised and other affiliated(5)**	**Total**
Number of sites, beginning of period	9,983	344	820	1,285	12,432
Acquisitions	548	1,083	683	—	2,314
Openings / constructions / additions	51	—	29	48	128
Closures / disposals / withdrawals	(126)	(6)	(51)	(96)	(279)
Store conversions	7	(6)	(5)	4	—
Number of sites, end of period	**10,463**	**1,415**	**1,476**	**1,241**	**14,595**
Circle K branded sites under licensing agreements					2,120
Total network					**16,715**

(1) Stores which are part of Circle K Belgium SA's network are included at 100%, while stores operated through our RDK joint venture are included at 50%.
(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. This includes stand alone car wash sites.
(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. Couche-Tard either supplies road transportation fuel through supply contracts or operates the road transportation fuel activities. 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 26, 2023, the Toronto Stock Exchange approved the renewal of our share repurchase program, which took effect on May 1, 2023. The renewed share repurchase program allows us to repurchase up to 49.1 million shares, representing 5.0% of the shares outstanding as at April 20, 2023, and the share repurchase period will end no later than April 30, 2024. During the third quarter and first three quarters of fiscal 2024, we repurchased 3.1 million and 21.3 million shares, for amounts of $175.9 million and $1.1 billion, respectively.

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, is also in place and could allow a designated broker to repurchase our shares on our behalf within parameters established by us.

Issuance of Senior Unsecured Notes

On January 25, 2024, we issued the following Canadian-dollar-denominated senior unsecured notes:

Issuance date	Principal amount	Maturity	Coupon rate	Effective rate	Interest payment dates
January 25, 2024	CA $500.0	January 25, 2029	4.60%	4.74%	July 25th and January 25th

The $369.4 million net proceeds from the issuance were used to partially repay outstanding indebtedness under our acquisition facility.

On February 12, 2024, subsequent to the end of the third quarter of fiscal 2024, we issued the following senior unsecured notes:

Principal amount	Maturity	Coupon rate	Interest payment dates
€700.0	May 12, 2031	3.65%	May 12th (1)
$900.0	February 12, 2034	5.27%	August 12th and February 12th
€650.0	February 12, 2036	4.01%	February 12th
$600.0	February 12, 2054	5.62%	August 12th and February 12th

(1) The first interest payments of the €700.0 Euro-denominated senior unsecured notes are due on May 12, 2025.

We used the net proceeds from these issuances to repay outstanding indebtedness under our acquisition facility.

True Blue Car Wash LLC

During the third quarter of fiscal 2024, we finalized our estimates of the fair value of assets acquired and liabilities assumed for the acquisition of True Blue Car Wash LLC. There were no changes to adjusted net earnings attributable to shareholders of the Corporation[1] previously reported.

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

Dividends

During its March 20, 2024 meeting, the Board of Directors declared a quarterly dividend of CA 17.5¢ per share for the third quarter of fiscal 2024 to shareholders on record as at April 1, 2024, and approved its payment effective April 15, 2024. This is an eligible dividend within the meaning of the *Income Tax Act* (Canada).

Outstanding Shares and Stock Options

As at March 18, 2024, Couche-Tard had 961,787,280 Common shares issued and outstanding. In addition, as at the same date, Couche-Tard had 2,010,610 outstanding stock options for the purchase of Common shares.

Change in Accounting Policy

Amendments to IAS 12 Income taxes

In May 2023, the International Accounting Standards Board ("IASB") issued *International Tax Reform – Pillar Two Model Rules (Amendments to IAS 12)*, which was adopted by the Corporation during the 40-week period ended February 4, 2024. As a result, the Corporation has applied the exception to not recognize and disclose information about deferred tax assets and liabilities related to Pillar Two income taxes. As a result of its evaluation, the Corporation does not expect that enacted or substantively enacted but not yet in effect Pillar Two legislation will have a significant impact on its consolidated financial statements.

Non-IFRS Accounting Standards 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® Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"), which are also calculated on an adjusted basis to exclude specific items. Those performance measures are called "Non-IFRS Accounting Standards measures". We believe that providing those Non-IFRS Accounting Standards 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 Accounting Standards 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 attributable to shareholders of the Corporation;
- Interest-bearing debt;
- Available liquidities.

The following Non-IFRS Accounting Standards ratios are used in our financial disclosures:

- Merchandise and service gross margin and Road transportation fuel gross margin;
- Normalized growth of (decrease in) operating, selling, general and administrative expenses;
- Growth of (decrease in) same-store merchandise revenues for Europe and other regions;
- Adjusted diluted net earnings per share;
- Leverage ratio;
- 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 Accounting Standards 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 Accounting Standards. These Non-IFRS Accounting Standards measures should not be considered in isolation or as a substitute for financial measures prepared in accordance with IFRS Accounting Standards. In addition, our definitions of Non-IFRS Accounting Standards 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 Accounting Standards, to gross profit:

	16-week periods ended		**40-week periods ended**	
(in millions of US dollars)	**February 4, 2024**	January 29, 2023	**February 4, 2024**	January 29, 2023
Revenues	**19,622.0**	20,055.1	**51,670.8**	55,592.3
Cost of sales, excluding depreciation, amortization and impairment	**16,180.5**	16,654.6	**42,354.4**	46,448.8
Gross profit	**3,441.5**	3,400.5	**9,316.4**	9,143.5

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 Accounting Standards, 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.

	16-week periods ended		40-week periods ended	
(in millions of Canadian dollars, unless otherwise noted)	**February 4, 2024**	January 29, 2023	**February 4, 2024**	January 29, 2023
Road transportation fuel revenues	**2,273.7**	2,475.2	**6,242.0**	6,517.7
Road transportation fuel cost of sales, excluding depreciation, amortization and impairment	**2,053.3**	2,253.7	**5,653.1**	5,962.2
Road transportation fuel gross profit	**220.4**	221.5	**588.9**	555.5
Total road transportation fuel volume sold (in millions of liters)	**1,696.9**	1,769.0	**4,439.4**	4,286.5
Road transportation fuel gross margin (CA cents per liter)	**12.99**	12.52	**13.27**	12.96

Normalized growth of (decrease in) operating, selling, general and administrative expenses ("normalized growth of (decrease in) expenses"). Normalized growth of (decrease in) expenses consists of the growth of (decrease in) Operating, selling, general and administrative expenses adjusted for the impact of the changes in our network, the impact from changes in accounting policies and adoption of accounting standards, the impact of more volatile items over which we have limited control including, but not limited to, the net impact of foreign exchange translation, electronic payment fees excluding acquisitions, and acquisition costs, as well as other specific items for which the impact on consolidated results is not deemed indicative of future trends. 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 (decrease in) expenses:

	16-week periods ended					
(in millions of US dollars, unless otherwise noted)	**February 4, 2024**	**January 29, 2023**	Variation	January 29, 2023	January 30, 2022	Variation
Operating, selling, general and administrative expenses, as published	**1,975.3**	**1,916.1**	3.1%	1,916.1	1,801.3	6.4%
Adjusted for:						
Increase from incremental expenses related to acquisitions	**(92.4)**	**—**	(4.8%)	(16.4)	—	(0.9%)
Decrease (increase) from changes in electronic payment fees, excluding acquisitions	**12.7**	**—**	0.7%	(15.2)	—	(0.8%)
(Increase) decrease from the net impact of foreign exchange translation	**(7.4)**	**—**	(0.4%)	56.2	—	3.1%
(Increase) decrease from changes in acquisition costs recognized to earnings	**(2.9)**	**—**	(0.2%)	0.5	—	—
Normalized (decrease in) growth of expenses	**1,885.3**	**1,916.1**	(1.6%)	1,941.2	1,801.3	7.8%

	40-week periods ended					
(in millions of US dollars, unless otherwise noted)	**February 4, 2024**	**January 29, 2023**	Variation	January 29, 2023	January 30, 2022	Variation
Operating, selling, general and administrative expenses, as published	**4,882.7**	**4,747.2**	2.9%	4,747.2	4,400.7	7.9%
Adjusted for:						
Increase from incremental expenses related to acquisitions	**(138.6)**	**—**	(2.9%)	(40.7)	—	(0.9%)
Decrease (increase) from changes in electronic payment fees, excluding acquisitions	**50.5**	**—**	1.0%	(92.6)	—	(2.1%)
Increase from changes in acquisition costs recognized to earnings	**(4.1)**	**—**	(0.1%)	(3.4)	—	(0.1%)
(Increase) decrease from the net impact of foreign exchange translation	**(1.4)**	**—**	—	130.1	—	2.9%
Normalized growth of expenses	**4,789.1**	**4,747.2**	0.9%	4,740.6	4,400.7	7.7%

Growth of (decrease in) same-store merchandise revenues for Europe and other regions. Same-store merchandise revenues represent cumulative 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 (decrease in) 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, as well as CODO and DODO stores which 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 Accounting Standards, to same-store merchandise revenues for Europe and other regions and the resulting percentage of growth (decrease):

	16-week periods ended			
(in millions of US dollars, unless otherwise noted)	**February 4, 2024**	**January 29, 2023**	January 29, 2023	January 30, 2022
Merchandise and service revenues for Europe and other regions	**787.5**	**713.0**	713.0	715.9
Adjusted for:				
Service revenues	**(78.7)**	**(61.3)**	(61.3)	(61.4)
Net foreign exchange impact	**—**	**15.3**	—	(55.2)
Merchandise revenues not meeting the definition of same-store	**(78.6)**	**(9.2)**	(27.9)	(2.8)
Same-store merchandise revenues from stores not included in our consolidated results, including the impact of store conversions	**73.7**	**48.2**	92.8	95.7
Total Same-store merchandise revenues for Europe and other regions	**703.9**	**706.0**	716.6	692.2
Growth of (decrease in) same-store merchandise revenues for Europe and other regions	**(0.3%)**		3.5%	

	40-week periods ended			
(in millions of US dollars, unless otherwise noted)	**February 4, 2024**	**January 29, 2023**	January 29, 2023	January 30, 2022
Merchandise and service revenues for Europe and other regions	**1,980.4**	**1,801.0**	1,801.0	1,857.7
Adjusted for:				
Service revenues	**(176.0)**	**(140.0)**	(140.0)	(147.2)
Net foreign exchange impact	**—**	**38.0**	—	(160.5)
Merchandise revenues not meeting the definition of same-store	**(120.3)**	**(39.1)**	(68.8)	(38.0)
Same-store merchandise revenues from stores not included in our consolidated results, including the impact of store conversions	**236.2**	**247.4**	257.4	281.7
Total Same-store merchandise revenues for Europe and other regions	**1,920.3**	**1,907.3**	1,849.6	1,793.7
Growth of same-store merchandise revenues for Europe and other regions	**0.7%**		3.1%	

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, the impact from changes in accounting policies and adoption of accounting standards, as well as 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 Accounting Standards, to EBITDA and adjusted EBITDA:

	16-week periods ended		40-week periods ended	
(in millions of US dollars)	**February 4, 2024**	January 29, 2023	**February 4, 2024**	January 29, 2023
Net earnings	**624.4**	737.4	**2,277.7**	2,420.2
Add:				
Income taxes	**176.2**	206.7	**664.5**	678.6
Net financial expenses	**130.3**	82.5	**248.0**	207.7
Depreciation, amortization and impairment	**537.5**	463.2	**1,267.6**	1,136.3
EBITDA	**1,468.4**	1,489.8	**4,457.8**	4,442.8
Adjusted for:				
Acquisition costs	**5.6**	2.7	**13.3**	9.2
Adjusted EBITDA	**1,474.0**	1,492.5	**4,471.1**	4,452.0

Adjusted net earnings attributable to shareholders of the Corporation and adjusted diluted net earnings per share. Adjusted net earnings attributable to shareholders of the Corporation represents net earnings attributable to shareholders of the Corporation adjusted for net foreign exchange gains or losses, acquisition costs, the impact from changes in accounting policies and adoption of accounting standards, impairment on goodwill, investments in subsidiaries, joint ventures and associated companies, as well as other specific items for which the impact on consolidated results is not deemed indicative of future trends, such as the reclassification adjustment of gain on forward starting interest rate swaps, and the impact of the non-controlling interests on the items mentioned previously. Please note that the changes in the composition of this measure relating to the net earnings attributable to shareholders of the Corporation and the impact of the non-controlling interests on the items mentioned previously are to reflect the impact of the addition of non-controlling interests during the quarter. These measures are considered useful for evaluating the underlying performance of our operations on a comparable basis.

The table below reconciles net earnings attributable to shareholders of the Corporation, as per IFRS Accounting Standards, with adjusted net earnings attributable to shareholders of the Corporation and adjusted diluted net earnings per share:

	16-week periods ended		**40-week periods ended**	
(in millions of US dollars, except per share amounts, or unless otherwise noted)	**February 4, 2024**	January 29, 2023	**February 4, 2024**	January 29, 2023
Net earnings attributable to shareholders of the Corporation	**623.4**	737.4	**2,276.7**	2,420.2
Adjusted for:				
Acquisition costs	**5.6**	2.7	**13.3**	9.2
Net foreign exchange (gain) loss	**(5.4)**	1.6	**(11.4)**	1.1
Reclassification adjustment of gain on forward starting interest rate swaps	**—**	—	**(32.9)**	—
Impairment of our investment in Fire & Flower	**—**	—	**2.0**	23.9
Tax impact of the items above and rounding	**1.4**	(0.7)	**7.3**	(0.4)
Adjusted net earnings attributable to shareholders of the Corporation	**625.0**	741.0	**2,255.0**	2,454.0
Weighted average number of shares - diluted (in millions)	**963.8**	1,005.9	**970.1**	1,017.3
Adjusted diluted net earnings per share	**0.65**	0.74	**2.32**	2.41

Interest-bearing debt. This measure represents the sum of the following balance sheet accounts: Short-term debt and 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 and is considered useful to assess our financial health, risk profile, and ability to meet our financing obligations. It also provides insights into how our financing obligations are structured in relation with our total capitalization.

The table below presents the calculation of this performance measure:

(in millions of US dollars, except ratio data)	**As at February 4, 2024**	As at April 30, 2023[1]
Short-term debt and current portion of long-term debt	**2,162.9**	0.7
Current portion of lease liabilities	**503.2**	438.1
Long-term debt	**8,376.0**	5,888.3
Lease liabilities	**3,648.5**	3,146.5
Interest-bearing debt	**14,690.6**	9,473.6
Less: Cash and cash equivalents	**(1,036.1)**	(834.2)
Net interest-bearing debt	**13,654.5**	8,639.4
Equity attributable to shareholders of the Corporation	**13,299.5**	12,564.5
Net interest-bearing debt	**13,654.5**	8,639.4
Total capitalization	**26,954.0**	21,203.9
Net interest-bearing debt to total capitalization ratio	**0.51 : 1**	0.41 : 1

Leverage ratio. This measure represents a measure of financial condition considered useful to assess our financial leverage and our ability to cover our net financing obligations in relation to our adjusted EBITDA and pro forma impact of the acquisition of certain European retail assets from TotalEnergies SE for the 53-week period ended February 4, 2024. Please note that the change in the composition of this measure relating to the pro forma impact of the acquisition of certain European retail assets from TotalEnergies SE is, as described in the opening remarks of this section, to reflect the impact of acquisitions deemed material in our ability to cover our net financing obligations for the period where the financing obligations related to the acquisition are included in net interest-bearing debt.

[1] The information as at April 30, 2023, has been adjusted based on our final estimates of the fair value of assets acquired and liabilities assumed for the acquisition of True Blue Car Wash LLC.

The table below reconciles net interest-bearing debt and adjusted EBITDA, for which the calculation methodologies are described in other tables of this section, as well as the pro forma impact of the acquisition of certain European retail assets from TotalEnergies SE, with the leverage ratio:

	53-week periods ended	
(in millions of US dollars, except ratio data)	**February 4, 2024**	April 30, 2023[1]
Net interest-bearing debt	**13,654.5**	8,639.4
Adjusted EBITDA	**5,794.5**	5,775.4
Pro forma adjustments(1)	**445.9**	—
Adjusted EBITDA and pro forma adjustments	**6,240.4**	5,775.4
Leverage ratio	**2.19 : 1**	1.50 : 1

(1) Represents the pre-acquisition EBITDA estimate of the European retail assets acquired from TotalEnergies SE from January 30, 2023 to the acquisition date, as well as the estimated impact of synergies stemming from the transaction for the same period. EBITDA used in determining this adjustment is derived from unaudited financial information. Please refer to the “Forward-Looking Statements’’ section for additional information on expected synergies.

Return on equity. This measure is considered useful to assess the relationship between our profitability and our net assets and it also provides insights into how efficiently we are using our equity to generate returns for our shareholders. Average equity attributable to shareholders of the Corporation is calculated by taking the average of the opening and closing balance for the 53-week periods.

The table below reconciles net earnings attributable to shareholders of the Corporation, as per IFRS Accounting Standards, with the ratio of return on equity:

	53-week periods ended	
(in millions of US dollars, unless otherwise noted)	**February 4, 2024**	April 30, 2023
Net earnings attributable to shareholders of the Corporation	**2,947.4**	3,090.9
Equity attributable to shareholders of the Corporation - Opening balance	**12,074.4**	12,437.6
Equity attributable to shareholders of the Corporation - Ending balance	**13,299.5**	12,564.5
Average equity attributable to shareholders of the Corporation	**12,687.0**	12,501.1
Return on equity	**23.2%**	24.7%

[1] The information as at April 30, 2023, has been adjusted based on our final estimates of the fair value of assets acquired and liabilities assumed for the acquisition of True Blue Car Wash LLC.

Return on capital employed. This measure is considered useful as it provides insights into our ability to generate returns from the total amount of capital invested in our operations and it also helps in assessing our operational efficiency and capital allocation decisions. 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 short-term debt and current portion of long-term debt and current portion of lease liabilities. Average capital employed is calculated by taking the average of i) the opening balance of capital employed for the 53-week periods and pro forma adjustments and ii) the ending balance of capital employed for the 53-week periods. Please note that the change in the composition of this measure relating to the pro forma impact of the acquisition of certain European retail assets from TotalEnergies SE is, as described in the opening remarks of this section, to reflect the impact of acquisitions deemed material in our ability to generate returns from the total amount of capital invested in our operations on a comparable basis given that the capital employed related to the acquisition is included in the ending balance of capital employed, but not in the opening balance of capital employed, and that the associated EBIT is not reflected throughout the 53-week period ended February 4, 2024.

The table below reconciles net earnings, as per IFRS Accounting Standards, to EBIT with the ratio of return on capital employed, including the pro forma impact of the acquisition of certain European retail assets from TotalEnergies SE:

	53-week periods ended	
(in millions of US dollars, unless otherwise noted)	**February 4, 2024**	April 30, 2023[1]
Net earnings	**2,948.4**	3,090.9
Add:		
Income taxes	**824.1**	838.2
Net financial expenses	**347.0**	306.7
EBIT	**4,119.5**	4,235.8
Pro forma adjustments(1)	**249.0**	—
EBIT and pro forma adjustments	**4,368.5**	4,235.8
Capital employed - Opening balance(2)	**23,498.8**	24,001.0
Pro forma adjustments(3)	**4,538.0**	—
Capital employed - Opening balance and pro forma adjustments	**28,036.8**	24,001.0
Capital employed - Ending balance(2)	**30,703.4**	24,330.7
Average capital employed	**29,370.1**	24,165.9
Return on capital employed	**14.9%**	17.5%

(1) Represents the pre-acquisition EBIT estimate of the European retail assets acquired from TotalEnergies SE from January 30, 2023 to the acquisition date as well as the estimated impact of synergies and required capital expenditures for the same period. EBIT used in determining this adjustment is derived from unaudited financial information. Please refer to the "Forward-Looking Statements'' section for additional information on expected synergies.

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

(in millions of US dollars)	**As at February 4, 2024**	As at January 29, 2023	As at April 30, 2023[1]	As at April 24, 2022
Total Assets	**36,243.6**	28,320.7	29,058.4	29,591.6
Less: Current liabilities	**(8,206.3)**	(5,272.0)	(5,166.5)	(6,017.4)
Add: Short-term debt and current portion of long-term debt	**2,162.9**	0.8	0.7	1.4
Add: Current portion of lease liabilities	**503.2**	449.3	438.1	425.4
Capital employed	**30,703.4**	23,498.8	24,330.7	24,001.0

(3) Represents the estimated impact of the European retail assets acquired from TotalEnergies SE on the opening balance of capital employed, using the same calculation methodology and based on the preliminary estimates of the fair value of assets acquired and liabilities assumed for this acquisition at the acquisition date.

[1] The information as at April 30, 2023, has been adjusted based on our final estimates of the fair value of assets acquired and liabilities assumed for the acquisition of True Blue Car Wash LLC.

Available liquidities. This measure represents Cash and cash equivalents (including bank overdrafts recorded under Other short-term financial liabilities) plus amounts available under our term revolving unsecured operating credit facility less the outstanding principal of issued unsecured commercial paper notes. Please note that the change in the composition of this measure relating to the outstanding principal of issued unsecured commercial paper notes is to reflect the fact that the term revolving unsecured operating credit facility serves as a liquidity backstop for the repayment of the unsecured commercial paper notes. Fiscal 2024 being the first reporting period with an outstanding principal of issued unsecured commercial paper notes at the reporting dates, this change was deemed necessary to accurately reflect available liquidities. 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 Accounting Standards, with available liquidities:

(in millions of US dollars)	**As at February 4, 2024**	As at April 30, 2023
Cash and cash equivalents (including $31.8 of bank overdrafts recorded under Other short-term financial liabilities as at February 4, 2024)	**1,004.3**	834.2
Add: Unused portion of the term revolving unsecured operating credit facility	**3,500.0**	3,500.0
Less: Letters of credit reducing the amount that may be borrowed on the term revolving unsecured operating credit facility	**(2.9)**	(2.9)
Less: Outstanding principal of issued unsecured commercial paper notes	**(655.2)**	—
Available liquidities	**3,846.2**	4,331.3

Summary Analysis of Consolidated Results for the Third Quarter and First Three Quarters of Fiscal 2024

The following table highlights certain information regarding our operations for the 16 and 40-week periods ended February 4, 2024 and January 29, 2023, and the results analysis in this section should be read in conjunction with this table. The results from our operations in Europe and Asia are presented together as Europe and other regions.

	16-week periods ended			40-week periods ended		
(in millions of US dollars, unless otherwise stated)	**February 4, 2024**	January 29, 2023	Variation %	**February 4, 2024**	January 29, 2023	Variation %
Statement of Operations Data:						
Merchandise and service revenues[1]:						
United States	**3,569.3**	3,541.6	0.8	**9,511.3**	9,349.5	1.7
Europe and other regions	**787.5**	713.0	10.4	**1,980.4**	1,801.0	10.0
Canada	**682.8**	706.6	(3.4)	**1,937.5**	1,955.0	(0.9)
Total merchandise and service revenues	**5,039.6**	4,961.2	1.6	**13,429.2**	13,105.5	2.5
Road transportation fuel revenues:						
United States	**8,737.7**	9,411.5	(7.2)	**24,322.6**	27,328.9	(11.0)
Europe and other regions	**3,918.5**	3,475.5	12.7	**8,769.4**	9,288.9	(5.6)
Canada	**1,676.8**	1,828.2	(8.3)	**4,632.1**	4,943.1	(6.3)
Total road transportation fuel revenues	**14,333.0**	14,715.2	(2.6)	**37,724.1**	41,560.9	(9.2)
Other revenues[2]:						
United States	**11.0**	14.2	(22.5)	**28.7**	32.4	(11.4)
Europe and other regions	**227.5**	343.2	(33.7)	**461.0**	859.3	(46.4)
Canada	**10.9**	21.3	(48.8)	**27.8**	34.2	(18.7)
Total other revenues	**249.4**	378.7	(34.1)	**517.5**	925.9	(44.1)
Total revenues	**19,622.0**	20,055.1	(2.2)	**51,670.8**	55,592.3	(7.1)
Merchandise and service gross profit[1][3]:						
United States	**1,179.8**	1,175.5	0.4	**3,230.8**	3,148.3	2.6
Europe and other regions	**309.0**	266.1	16.1	**777.8**	685.9	13.4
Canada	**233.5**	228.2	2.3	**654.3**	642.1	1.9
Total merchandise and service gross profit	**1,722.3**	1,669.8	3.1	**4,662.9**	4,476.3	4.2
Road transportation fuel gross profit[3]:						
United States	**1,191.8**	1,265.9	(5.9)	**3,330.8**	3,355.3	(0.7)
Europe and other regions	**311.2**	252.8	23.1	**761.6**	775.3	(1.8)
Canada	**162.6**	163.5	(0.6)	**437.1**	420.8	3.9
Total road transportation fuel gross profit	**1,665.6**	1,682.2	(1.0)	**4,529.5**	4,551.4	(0.5)
Other revenues gross profit[2][3]:						
United States	**11.0**	14.2	(22.5)	**28.7**	32.4	(11.4)
Europe and other regions	**33.3**	23.6	41.1	**72.2**	61.8	16.8
Canada	**9.3**	10.7	(13.1)	**23.1**	21.6	6.9
Total other revenues gross profit	**53.6**	48.5	10.5	**124.0**	115.8	7.1
Total gross profit[3]	**3,441.5**	3,400.5	1.2	**9,316.4**	9,143.5	1.9
Operating, selling, general and administrative expenses	**1,975.3**	1,916.1	3.1	**4,882.7**	4,747.2	2.9
Loss (gain) on disposal of property and equipment and other assets	**1.4**	(4.9)	(128.6)	**(1.9)**	(38.3)	(95.0)
Depreciation, amortization and impairment	**537.5**	463.2	16.0	**1,267.6**	1,136.3	11.6
Operating income	**927.3**	1,026.1	(9.6)	**3,168.0**	3,298.3	(4.0)
Net financial expenses	**130.3**	82.5	57.9	**248.0**	207.7	19.4
Net earnings	**624.4**	737.4	(15.3)	**2,277.7**	2,420.2	(5.9)
Net earnings attributable to non-controlling interests	**(1.0)**	—	(100.0)	**(1.0)**	—	(100.0)
Net earnings attributable to shareholders of the Corporation	**623.4**	737.4	(15.5)	**2,276.7**	2,420.2	(5.9)
Per Share Data:						
Basic net earnings per share (dollars per share)	**0.65**	0.73	(11.0)	**2.35**	2.38	(1.3)
Diluted net earnings per share (dollars per share)	**0.65**	0.73	(11.0)	**2.35**	2.38	(1.3)
Adjusted diluted net earnings per share (dollars per share)[3]	**0.65**	0.74	(12.2)	**2.32**	2.41	(3.7)

(in millions of US dollars, unless otherwise stated)	16-week periods ended			40-week periods ended		
	February 4, 2024	January 29, 2023	Variation %	**February 4, 2024**	January 29, 2023	Variation %
Other Operating Data:						
Merchandise and service gross margin[(1)(3)]:						
Consolidated	**34.2%**	33.7%	0.5	**34.7%**	34.2%	0.5
United States	**33.1%**	33.2%	(0.1)	**34.0%**	33.7%	0.3
Europe and other regions	**39.2%**	37.3%	1.9	**39.3%**	38.1%	1.2
Canada	**34.2%**	32.3%	1.9	**33.8%**	32.8%	1.0
Growth of (decrease in) same-store merchandise revenues[(4)]:						
United States[(5)(6)]	**(1.5%)**	4.8%		**—%**	4.6%	
Europe and other regions[(3)(7)]	**(0.3%)**	3.5%		**0.7%**	3.1%	
Canada[(5)(6)]	**(1.2%)**	2.3%		**2.1%**	(0.1%)	
Road transportation fuel gross margin[(3)]:						
United States (cents per gallon)	**43.19**	46.85	(7.8)	**47.22**	48.21	(2.1)
Europe and other regions (cents per liter)	**8.56**	8.01	6.9	**8.94**	9.79	(8.7)
Canada (CA cents per liter)	**12.99**	12.52	3.8	**13.27**	12.96	2.4
Total volume of road transportation fuel sold:						
United States (millions of gallons)	**2,759.2**	2,702.2	2.1	**7,053.6**	6,959.4	1.4
Europe and other regions (millions of liters)	**3,634.8**	3,157.0	15.1	**8,520.3**	7,922.0	7.6
Canada (millions of liters)	**1,696.9**	1,769.0	(4.1)	**4,439.4**	4,286.5	3.6
Growth of (decrease in) same-store road transportation fuel volumes[(5)]:						
United States	**(0.8%)**	(2.3%)		**(0.6%)**	(2.7%)	
Europe and other regions[(7)]	**(1.9%)**	(1.2%)		**(1.5%)**	(3.5%)	
Canada	**0.2%**	0.5%		**3.1%**	(1.8%)	

(in millions of US dollars, unless otherwise stated)	**As at February 4, 2024**	As at April 30, 2023[(8)]	Variation $
Balance Sheet Data:			
Total assets	**36,243.6**	29,058.4	7,185.2
Interest-bearing debt[(3)]	**14,690.6**	9,473.6	5,217.0
Equity attributable to shareholders of the Corporation	**13,299.5**	12,564.5	735.0
Indebtedness Ratios[(3)]:			
Net interest-bearing debt/total capitalization	**0.51 : 1**	0.41 : 1	
Leverage ratio	**2.19 : 1**	1.50 : 1	
Returns[(3)]:			
Return on equity	**23.2%**	24.7%	
Return on capital employed	**14.9%**	17.5%	

(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 Accounting Standards Measures” section for additional information on our performance measures not defined by IFRS Accounting Standards, as well as our capital management measure.

(4) This measure represents the growth of (decrease in) cumulative 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.

(7) Growth of (decrease in) same-store merchandise revenues and growth of (decrease in) same-store road transportation fuel volumes for Europe and other regions do not include results from the acquisition of certain European retail assets from TotalEnergies SE.

(8) The information as at April 30, 2023, has been adjusted based on our final estimates of the fair value of assets acquired and liabilities assumed for the acquisition of True Blue Car Wash LLC.

Revenues

Our revenues were $19.6 billion for the third quarter of fiscal 2024, down by $433.1 million, a decrease of 2.2% compared with the corresponding quarter of fiscal 2023, mainly attributable to a lower average road transportation fuel selling price, lower aviation fuel volume sold as a result of a change in business model, as well as softness in traffic as a portion of our customers is impacted by challenging economic conditions, while being partly offset by the contribution from acquisitions and the net positive impact of approximately $144.0 million from the translation of our foreign currency operations into US dollars.

For the first three quarters of fiscal 2024, our revenues decreased by $3.9 billion, or 7.1%, compared with the corresponding period of fiscal 2023, mainly attributable to a lower average road transportation fuel selling price, lower aviation fuel volume sold as a result of a change in business model, while being partly offset by the contribution from acquisitions and the net positive impact of approximately $128.0 million from the translation of our foreign currency operations into US dollars.

Merchandise and service revenues

Total merchandise and service revenues for the third quarter of fiscal 2024 were $5.0 billion, an increase of $78.4 million compared with the corresponding quarter of fiscal 2023. The translation of our foreign currency operations into US dollars had a net positive impact of approximately $16.0 million. The remaining increase of approximately $62.0 million, or 1.2%, is primarily attributable to the contribution from acquisitions, which amounted to approximately $167.0 million, partly offset by softness in traffic. Same-store merchandise revenues decreased by 1.5% in the United States, by 0.3% in Europe and other regions[1] and by 1.2% in Canada, all impacted by constraints on discretionary spending due to challenging economic conditions, as well as the continuous decline in the cigarettes category, partly offset by the growth in the other tobacco products category.

For the first three quarters of fiscal 2024, the growth in merchandise and service revenues was $323.7 million compared with the corresponding period of fiscal 2023. The translation of our foreign currency operations into US dollars had a net negative impact of approximately $2.0 million. Same-store merchandise revenues remained stable in the United States, and increased by 0.7% in Europe and other regions[1] and by 2.1% in Canada.

Road transportation fuel revenues

Total road transportation fuel revenues for the third quarter of fiscal 2024 were $14.3 billion, a decrease of $382.2 million compared with the corresponding quarter of fiscal 2023. The translation of our foreign currency operations into US dollars had a net positive impact of approximately $116.0 million. The remaining decrease of approximately $498.0 million, or 3.4%, is attributable to a lower average road transportation fuel selling price, which had a negative impact of approximately $1.4 billion, and softness in traffic, while being partly offset by the contribution from acquisitions, which amounted to approximately $1.1 billion. Same-store road transportation fuel volumes decreased by 0.8% in the United States and by 1.9% in Europe and other regions. During the quarter, fuel demand remained unfavorably impacted by challenging macroeconomic conditions. Same store road transportation fuel volume increased by 0.2% in Canada.

For the first three quarters of fiscal 2024, the road transportation fuel revenues decreased by $3.8 billion compared with the corresponding period of fiscal 2023. The translation of our foreign currency operations into US dollars had a net positive impact of approximately $98.0 million. Same-store road transportation fuel volumes decreased by 0.6% in the United States, by 1.5% in Europe and other regions, and increased by 3.1% in Canada.

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	4th	1st	2nd	3rd	Weighted average
53-week period ended February 4, 2024					
United States (US dollars per gallon)	3.52	3.52	3.76	3.18	3.47
Europe and other regions (US cents per liter)	109.77	98.02	108.87	112.53	107.97
Canada (CA cents per liter)	137.66	142.77	152.03	136.26	141.83
52-week period ended January 29, 2023					
United States (US dollars per gallon)	3.94	4.61	3.84	3.50	3.94
Europe and other regions (US cents per liter)	120.84	129.11	117.39	113.55	121.16
Canada (CA cents per liter)	150.30	179.15	149.55	143.32	154.70

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

Other revenues

Total other revenues for the third quarter of fiscal 2024 were $249.4 million, a decrease of $129.3 million compared with the corresponding quarter of fiscal 2023. The translation of our foreign currency operations into US dollars had a net positive impact of approximately $13.0 million. The remaining decrease of approximately $142.0 million, or 37.5%, is primarily driven by lower aviation fuel volume sold as a result of a change in business model and lower average selling prices of our other fuel products, which had a minimal impact on gross profit[1].

For the first three quarters of fiscal 2024, total other revenues were $517.5 million, a decrease of $408.4 million compared with the corresponding period of fiscal 2023. The translation of our foreign currency operations into US dollars had a net positive impact of approximately $32.0 million. The remaining decrease of approximately $440.0 million, or 47.5%, is mainly attributable to similar factors as those of the third quarter.

Gross profit[1]

Our gross profit was $3.4 billion for the third quarter of fiscal 2024, up by $41.0 million, or 1.2%, compared with the corresponding quarter of fiscal 2023, mainly attributable to the contribution from acquisitions, as well as the net positive impact of the translation of our foreign currency operations into US dollars of approximately $12.0 million, partly offset by lower road transportation fuel gross profit and softness in traffic.

For the first three quarters of fiscal 2024, our gross profit increased by $172.9 million, or 1.9%, compared with the first three quarters of fiscal 2023, mainly attributable to the contribution from acquisitions, organic growth in our convenience activities, and the net positive impact of the translation of our foreign currency operations into US dollars of approximately $3.0 million, while being partly offset by lower road transportation fuel gross margins[1].

Merchandise and service gross profit

In the third quarter of fiscal 2024, our merchandise and service gross profit was $1.7 billion, an increase of $52.5 million compared with the corresponding quarter of fiscal 2023. The translation of our foreign currency operations into US dollars had a net positive impact of approximately $5.0 million. The remaining increase of approximately $48.0 million, or 2.9%, is primarily attributable to the contribution from acquisitions, which amounted to approximately $75.0 million, while being partly offset by softness in traffic. Our merchandise and service gross margin[1] decreased by 0.1% in the United States to 33.1%, increased by 1.9% in Canada to 34.2%, mainly due to pricing initiatives, and increased by 1.9% in Europe and other regions to 39.2%, mainly due to a change in product mix.

During the first three quarters of fiscal 2024, our merchandise and service gross profit was $4.7 billion, an increase of $186.6 million compared with the first three quarters of fiscal 2023. The translation of our foreign currency operations into US dollars had a net negative impact of $1.0 million. Our merchandise and service gross margin[1] increased by 0.3% to 34.0% in the United States, by 1.2% in Europe and other regions to 39.3% and by 1.0% in Canada to 33.8%.

Road transportation fuel gross profit

In the third quarter of fiscal 2024, our road transportation fuel gross profit was $1.7 billion, a decrease of $16.6 million compared with the corresponding quarter of fiscal 2023. The translation of our foreign currency operations into US dollars had a net positive impact of approximately $7.0 million. The remaining decrease of approximately $24.0 million, or 1.4%, was mainly driven by the decline in road transportation fuel gross margin[1] in the United States, partly offset by the impact from acquisitions, which amounted to approximately $83.0 million. In the United States, our road transportation fuel gross margin[1] was 43.19¢ per gallon, a decrease of 3.66¢ per gallon, mostly driven by the volatility of the global fuel market, while in Canada, it was CA 12.99¢ per liter, an increase of CA 0.47¢ per liter. In Europe and other regions, our road transportation fuel gross margin[1] was US 8.56¢ per liter, an increase of US 0.55¢ per liter. Notwithstanding the modest decline from previous levels, fuel gross margins[1] remained healthy throughout our network. .

During the first three quarters of fiscal 2024, our road transportation fuel gross profit was $4.5 billion, a decrease of $21.9 million compared with the first three quarters of fiscal 2023. The translation of our foreign currency operations into US dollars had a net positive impact of approximately $5.0 million. The road transportation fuel gross margin[1] was 47.22¢ per gallon in the United States, US 8.94¢ per liter in Europe and other regions, and CA 13.27¢ per liter in Canada.

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

The road transportation fuel gross margin[1] 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	4th	1st	2nd	3rd	Weighted average
53-week period ended February 4, 2024					
Before deduction of expenses related to electronic payment modes	46.43	51.26	51.15	44.38	48.02
Expenses related to electronic payment modes(1)	6.17	6.13	6.04	5.77	6.01
After deduction of expenses related to electronic payment modes	40.26	45.13	45.11	38.61	42.01
52-week period ended January 29, 2023					
Before deduction of expenses related to electronic payment modes	47.55	50.95	51.11	48.39	49.45
Expenses related to electronic payment modes(1)	6.61	7.21	6.53	6.20	6.61
After deduction of expenses related to electronic payment modes	40.94	43.74	44.58	42.19	42.84

(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.

The road transportation fuel gross margin[1] of our network in Europe and other regions and in Canada for the last eight quarters, were as follows:

Quarter	4th	1st	2nd	3rd	Weighted average
53-week period ended February 4, 2024					
Europe and other regions (US cents per liter)	10.60	8.21	10.20	8.56	9.31
Canada (CA cents per liter)	12.13	13.25	13.63	12.99	12.99
52-week period ended January 29, 2023					
Europe and other regions (US cents per liter)	7.51	12.26	9.76	8.01	9.23
Canada (CA cents per liter)	13.41	14.04	12.55	12.52	13.05

Generally, road transportation fuel margins can be volatile from one quarter to another but tend to be more stable over longer periods. In Europe and other regions, fuel margin volatility is impacted by a longer supply chain due to a more integrated model. In Europe and other regions and in Canada, expenses related to electronic payment modes are not as volatile as in the United States.

Other revenues gross profit

In the third quarter and first three quarters of fiscal 2024, other revenues gross profit were $53.6 million and $124.0 million, an increase of $5.1 million and $8.2 million, respectively, compared with the corresponding periods of fiscal 2023. The translation of our foreign currency operations into US dollars had no significant impact on gross profit for the third quarter and first three quarters of fiscal 2024.

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

For the third quarter and first three quarters of fiscal 2024, expenses increased by 3.1% and 2.9%, respectively, compared with the corresponding periods of fiscal 2023. Normalized decrease in expenses[1] was 1.6%, and normalized growth of expenses[1] was 0.9%, respectively, as shown in the table below:

	16-week periods ended		40-week periods ended	
	February 4, 2024	January 29, 2023	**February 4, 2024**	January 29, 2023
Growth of expenses, as reported	**3.1%**	6.4%	**2.9%**	7.9%
Adjusted for:				
Increase from incremental expenses related to acquisitions	**(4.8%)**	(0.9%)	**(2.9%)**	(0.9%)
Decrease (increase) from changes in electronic payment fees, excluding acquisitions	**0.7%**	(0.8%)	**1.0%**	(2.1%)
(Increase) decrease from the net impact of foreign exchange translation	**(0.4%)**	3.1%	**—**	2.9%
Increase from changes in acquisition costs recognized to earnings	**(0.2%)**	—	**(0.1%)**	(0.1%)
Normalized (decrease in) growth of expenses[1]	**(1.6%)**	7.8%	**0.9%**	7.7%

Normalized decrease in expenses[1] for the third quarter of fiscal 2024 was mainly driven by the continued strategic efforts to control our expenses, including labor efficiency in our stores. Our control of expenses is evidenced by our normalized decrease in expenses[1] as disciplined cost control more than compensated the inflationary pressures, the impact of costs from rising minimum wages, as well as incremental investments to support our strategic initiatives.

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

Normalized growth of expenses[1] for the first three quarters of fiscal 2024 was mainly driven by the impact of costs from rising minimum wages, inflationary pressures, and incremental investments to support our strategic initiatives, while being partly offset by the continued strategic efforts to control our expenses, including labor efficiency in our stores. Our control of expenses is evidenced by our normalized growth of expenses[1] remaining lower than the average inflation observed throughout our network.

Earnings before interest, taxes, depreciation, amortization and impairment ("EBITDA[1]") and adjusted EBITDA[1]

During the third quarter of fiscal 2024, EBITDA stood at $1.5 billion, a decrease of $21.4 million, or 1.4%, compared with the corresponding quarter of fiscal 2023. Adjusted EBITDA for the third quarter of fiscal 2024 decreased by $18.5 million, or 1.2%, compared with the corresponding quarter of fiscal 2023, mainly due to lower road transportation fuel gross profit[1] and softness in traffic as a portion of our customers is impacted by challenging economic conditions, while being partly offset by the contribution from acquisitions, which amounted to approximately $65.0 million, lower expenses, as well as the translation of our foreign currency operations into US dollars, which had a net positive impact of approximately $6.0 million.

During the first three quarters of fiscal 2024, EBITDA stood at $4.5 billion, an increase of $15.0 million, or 0.3%, compared with the first three quarters of fiscal 2023. Adjusted EBITDA for the first three quarters of fiscal 2024 increased by $19.1 million, or 0.4%, compared with the first three quarters of fiscal 2023, mainly attributable to the contribution from acquisitions, as well as organic growth in our convenience operations, partly offset by lower road transportation fuel gross profit[1]. The translation of our foreign currency operations into US dollars had a net positive impact of approximately $2.0 million.

Depreciation, amortization and impairment ("depreciation")

For the third quarter of fiscal 2024, our depreciation expense increased by $74.3 million compared with the third quarter of fiscal 2023. The translation of our foreign currency operations into US dollars had no significant impact on depreciation. This increase is mainly driven by the impact from investments made through acquisitions, the replacement of equipment, as well as the ongoing improvement of our network.

For the first three quarters of fiscal 2024, our depreciation expense increased by $131.3 million compared with the first three quarters of fiscal 2023. The translation of our foreign currency operations into US dollars had a net favorable impact of approximately $2.0 million. The remaining increase of approximately $133.0 million, or 11.7%, is mainly attributable to similar factors as those of the third quarter, while being partly offset by the impact of the impairment on our investment in Fire & Flower Holdings Corp. of $23.9 million in the comparable year.

Net financial expenses.

Net financial expenses for the third quarter and first three quarters of fiscal 2024 were $130.3 million and $248.0 million, respectively, an increase of $47.8 million and $40.3 million, respectively, compared with the corresponding periods of fiscal 2023. A portion of the variation is explained by certain items that are not considered indicative of future trends, as shown in the table below:

	16-week periods ended			40-week periods ended		
(in millions of US dollars)	**February 4, 2024**	January 29, 2023	Variation	**February 4, 2024**	January 29, 2023	Variation
Net financial expenses, as reported	**130.3**	82.5	47.8	**248.0**	207.7	40.3
Explained by:						
Net foreign exchange gain (loss)	**5.4**	(1.6)	7.0	**11.4**	(1.1)	12.5
Change in fair value of financial instruments and amortization of deferred differences	**—**	(0.1)	0.1	**(11.8)**	0.9	(12.7)
Reclassification adjustment of gain on forward starting interest rate swaps	**—**	—	—	**32.9**	—	32.9
Remaining variation	**135.7**	80.8	54.9	**280.5**	207.5	73.0

The remaining variation of the third quarter and first three quarters of fiscal 2024 is mainly driven by higher average short-term and long-term debt in connection with our recent acquisitions, as well as higher interest rates, partly offset by higher interest revenue.

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

Income taxes

The income tax rate for the third quarter and first three quarters of fiscal 2024 was 22.0% and 22.6%, respectively, compared with 21.9% for the corresponding periods of fiscal 2023. These increases mainly stem from the impact of a different mix in our earnings across the various jurisdictions in which we operate.

Net earnings attributable to shareholders of the Corporation and adjusted net earnings attributable to shareholders of the Corporation[1]

Net earnings attributable to shareholders of the Corporation for the third quarter of fiscal 2024 were $623.4 million, compared with $737.4 million for the third quarter of fiscal 2023, a decrease of $114.0 million, or 15.5%. Diluted net earnings per share stood at $0.65, compared with $0.73 for the corresponding quarter of the previous fiscal year. The translation of our foreign currency operations into US dollars had a net positive impact of approximately $5.0 million on net earnings attributable to shareholders of the Corporation for the third quarter of fiscal 2024.

Adjusted net earnings attributable to shareholders of the Corporation for the third quarter of fiscal 2024 were approximately $625.0 million, compared with $741.0 million for the third quarter of fiscal 2023, a decrease of $116.0 million, or 15.7%. Adjusted diluted net earnings per share[1] were $0.65 for the third quarter of fiscal 2024, compared with $0.74 for the corresponding quarter of fiscal 2023, a decrease of 12.2%.

For the first three quarters of fiscal 2024, net earnings attributable to shareholders of the Corporation stood at $2.3 billion, a decrease of $143.5 million, or 5.9%, compared with the first three quarters of fiscal 2023. Diluted net earnings per share stood at $2.35, compared with $2.38 for the previous fiscal year. The translation of our foreign currency operations into US dollars had a net positive impact of approximately $5.0 million on net earnings attributable to shareholders of the Corporation for the first three quarters of fiscal 2024.

Adjusted net earnings attributable to shareholders of the Corporation for the first three quarters of fiscal 2024 stood at $2.3 billion, a decrease of $199.0 million, or 8.1%, compared with the first three quarters of fiscal 2023. Adjusted diluted net earnings per share[1] were $2.32 for the first three quarters of fiscal 2024, compared with $2.41 for the first three quarters of fiscal 2023, a decrease of 3.7%.

Financial Position as at February 4, 2024

As shown by our indebtedness ratios included in the “Summary Analysis of Consolidated Results for the Third Quarter and First Three Quarters of Fiscal 2024” section and our net cash provided by operating activities, our financial position remains healthy.

Our total consolidated assets amounted to $36.2 billion as at February 4, 2024, an increase of $7.2 billion over the balance as at April 30, 2023, primarily due to our business acquisitions, including the acquisition of certain European retail assets from TotalEnergies SE and sites operating under the MAPCO brand.

Net changes in Canadian, European and other currencies against the US dollar had no material impact on our Balance sheet.

For the 53-week periods ended February 4, 2024 and April 30, 2023, we recorded a return on capital employed[1] of 14.9% and 17.5%, respectively. The decrease is mostly driven by the business acquisitions closed during this period.

Significant balance sheet variations are explained as follows:

Accounts receivable

Accounts receivable increased by $478.0 million, from $2.3 billion as at April 30, 2023, to $2.8 billion as at February 4, 2024. The increase stems mainly from our business acquisitions.

Other short-term financial assets

Other short-term financial assets amounted to $636.2 million as at February 4, 2024, an increase of $541.2 million over the balance as at April 30, 2023, mainly due to a new investment in term deposits.

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

Property and equipment

Property and equipment increased by $1.4 billion, from $11.9 billion as at April 30, 2023, to $13.3 billion as at February 4, 2024 mainly attributable to the investments we made in our network and through our business acquisitions, partly offset by depreciation and amortization expense.

Right of use assets

Right of use assets increased by $571.4 million, from $3.4 billion as at April 30, 2023, to $4.0 billion as at February 4, 2024, mainly as a result of our business acquisitions, the addition of new leases and changes in estimates, partly offset by depreciation and amortization expense.

Goodwill

Goodwill increased by $3.6 billion, from $6.6 billion as at April 30, 2023, to $10.2 billion as at February 4, 2024, mainly as a result of the preliminary purchase price allocation for the acquisition of certain European retail assets from TotalEnergies SE and sites operating under the MAPCO brand.

Accounts payable and accrued liabilities

Accounts payable and accrued liabilities increased by $788.5 million, from $4.5 billion as at April 30, 2023, to $5.3 billion as at February 4, 2024. The increase is mainly attributable to business acquisitions, partly offset by payments of capital expenditures and expenses.

Long-term debt and Short-term debt and current portion of long-term debt

Short-term debt and current portion of long-term debt amounted to $2.2 billion as at February 4, 2024, an increase of $2.2 billion over the balance as at April 30, 2023, due to the use of the new acquisition facility to finance the acquisition of certain European retail assets from TotalEnergies SE, the issuance of unsecured commercial paper notes and the reclassification of Canadian-dollar-denominated senior unsecured notes maturing in July 2024 from Long-term debt to current portion of long-term debt.

Long-term debt amounted to $8.4 billion as at February 4, 2024, an increase of $2.5 billion over the balance as at April 30, 2023, due to the use of the new acquisition facility to finance the acquisition of certain European retail assets from TotalEnergies SE and the issuance of Canadian-dollar-denominated senior unsecured notes, partly offset by the reclassification of Canadian-dollar-denominated senior unsecured notes maturing in July 2024 from Long-term debt to current portion of long-term debt.

Lease liability

Lease liability increased by $502.0 million, from $3.1 billion as at April 30, 2023, to $3.6 billion as at February 4, 2024, mainly as a result of our business acquisitions, the addition of new leases and changes in estimates, partly offset by rent payments.

Equity attributable to shareholders of the Corporation

Equity amounted to $13.3 billion as at February 4, 2024, an increase of $735.0 million over the balance as at April 30, 2023, reflecting the impact of net earnings attributable to shareholders of the Corporation for the first three quarters of fiscal 2024, partly offset by the share repurchase program, the dividends declared as well as the initial recognition of the redemption liability. For the 53-week periods ended February 4, 2024, and April 30, 2023, we recorded a return on equity[1] of 23.2% and 24.7%, respectively.

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

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 and United States commercial paper program are detailed as follows:

Term revolving unsecured operating credit facility ("operating credit facility")

Credit agreement consisting of a revolving unsecured facility of a maximum amount of $3.5 billion, including a first tranche of $1.0 billion and a second tranche of $2.5 billion, maturing in April 2026 and April 2028, respectively. As at February 4, 2024, the term revolving unsecured operating credit facility was not used, standby letters of credit in the amount of $2.9 million were outstanding and we were in compliance with the restrictive covenants and ratios imposed by the credit agreement.

United States commercial paper program

Commercial paper program in the United States allowing us to issue unsecured commercial paper notes. The aggregate principal amount of unsecured commercial paper notes outstanding at any given time cannot exceed $2.5 billion and our operating credit facility serves as a liquidity backstop for their repayment. As at February 4, 2024, a principal of issued unsecured commercial paper notes of $655.2 million was outstanding. The weighted average effective interest rate of the outstanding unsecured commercial paper notes was 5.63% and they will mature from February to April 2024.

Available liquidities[1]

As at February 4, 2024, when considering the outstanding principal of issued unsecured commercial paper notes, a total of approximately $2.8 billion was available under our operating credit facility. Thus, at the same date, we had access to $3.8 billion through our available cash and our operating credit facility.

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

Selected Consolidated Cash Flow Information

	16-week periods ended			40-week periods ended		
(in millions of US dollars)	**February 4, 2024**	January 29, 2023	Variation	**February 4, 2024**	January 29, 2023	Variation
Operating activities						
Net cash provided by operating activities	**974.8**	653.9	320.9	**3,297.8**	2,921.7	376.1
Investing activities						
Business acquisitions	**(4,250.3)**	(14.5)	(4,235.8)	**(4,295.5)**	(224.8)	(4,070.7)
Purchase of property and equipment, intangible assets and other assets	**(612.6)**	(545.1)	(67.5)	**(1,325.7)**	(1,205.1)	(120.6)
Proceeds from disposal of investments in equity instruments and from repayments of loans granted to Fire & Flower	**136.2**	—	136.2	**151.9**	124.5	27.4
Settlement of currency forward contracts	**16.6**	—	16.6	**16.6**	—	16.6
Proceeds from disposal of property and equipment and other assets	**7.9**	26.4	(18.5)	**45.5**	105.9	(60.4)
Change in restricted cash	**(3.8)**	1.0	(4.8)	**4.3**	12.7	(8.4)
Purchase of equity instruments, other financial assets and investments and loans related to Fire & Flower	**(0.1)**	(24.5)	24.4	**(118.2)**	(52.6)	(65.6)
Investment in term deposits	**—**	—	—	**(520.9)**	—	(520.9)
Investment in a joint venture	**—**	—	—	**—**	(30.1)	30.1
Net cash used in investing activities	**(4,706.1)**	(556.7)	(4,149.4)	**(6,042.0)**	(1,269.5)	(4,772.5)
Financing activities						
Increase in acquisition facility	**3,391.9**	—	3,391.9	**3,391.9**	—	3,391.9
Repayment of acquisition facility	**(369.6)**	—	(369.6)	**(369.6)**	—	(369.6)
Issuance of Canadian-dollar-denominated senior unsecured notes, net of financing costs	**369.4**	—	369.4	**961.3**	—	961.3
Net issuance of unsecured commercial paper notes	**343.8**	—	343.8	**654.1**	—	654.1
Share repurchases	**(175.9)**	(1,204.9)	1,029.0	**(1,078.8)**	(1,928.0)	849.2
Principal elements of lease payments	**(162.2)**	(120.5)	(41.7)	**(377.5)**	(328.0)	(49.5)
Cash dividends paid	**(126.2)**	(103.9)	(22.3)	**(330.6)**	(275.5)	(55.1)
Exercise of stock options	**21.0**	0.2	20.8	**33.0**	1.0	32.0
Net proceeds (payments) on other debts	**0.6**	(0.5)	1.1	**0.4**	(53.3)	53.7
Net cash provided by (used in) financing activities	**3,292.8**	(1,429.6)	4,722.4	**2,884.2**	(2,583.8)	5,468.0
Credit ratings						
S&P Global Ratings – Corporate and Senior unsecured notes credit ratings				**BBB+**	BBB	
Moody's – Corporate and Senior unsecured notes credit ratings				**Baa1**	Baa2	

Operating activities

During the third quarter of fiscal 2024, net cash from our operations reached $974.8 million, up $320.9 million compared with the third quarter of fiscal 2023, mainly due to lower working capital needs. During the first three quarters of fiscal 2024, net cash from our operations reached $3.3 billion, up $376.1 million compared with the first three quarters of fiscal 2023, mainly due to lower working capital needs.

Investing activities

During the third quarter of fiscal 2024 and the first three quarters of fiscal 2024, investing activities were mainly related to the acquisition of 2,175 sites from TotalEnergies SE for a total cash consideration of approximately €3.4 billion ($3.8 billion), including preliminary adjustments, and subject to post closing adjustments, and the acquisition of 112 sites operating under the MAPCO brand for a consideration of $468.6 million, subject to post closing adjustments. Purchase of property and equipment, intangible assets and other assets, net of Proceeds from disposal of property and equipment and other assets amounted to $604.7 million and $1.3 billion, respectively. These 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. In addition, during the first three quarters of fiscal 2024, we invested in term deposits for an amount of $520.9 million.

Financing activities

During the third quarter of fiscal 2024, we used $3.4 billion from our acquisition facility to finance the acquisition of certain European retail assets from TotalEnergies SE, issued Canadian-dollar-denominated senior unsecured notes for an amount of $369.4 million, net of financing costs, which funds were used to partially repay outstanding indebtedness under the acquisition facility, issued $343.8 million of unsecured commercial paper notes, settled share repurchases for an amount of $175.9 million, paid $162.2 million on the principal elements of our lease liabilities and paid dividends in the amount of $126.2 million.

In the first three quarters of fiscal 2024, we used $3.4 billion from our acquisition facility to finance the acquisition of certain European retail assets from TotalEnergies SE, settled share repurchases for an amount of $1.1 billion, issued Canadian-dollar-denominated senior unsecured notes for an amount of $961.3 million, net of financing costs, which a portion of the funds were used to partially repay outstanding indebtedness under the acquisition facility for $369.6 million, issued unsecured commercial paper notes for a net amount of $654.1 million, paid $377.5 million on the principal elements of our lease liabilities and paid dividends in the amount of $330.6 million.

Contractual Obligations and Commercial Commitments

There were no major changes to our contractual obligations and commercial commitments during the 40-week period ended February 4, 2024. For more information, please refer to our 2023 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 February 4, 2024, our management, following its assessment, certifies the design 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 30, 2023, our management and our external auditors reported that these internal controls were effective.

We exclude the retail assets acquired from TotalEnergies SE from our evaluation of the overall effectiveness of our internal control over financial reporting. This is due to the size and timing of the transaction, which occurred on December 28, 2023 and on January 3, 2024. The limitation is primarily based on the time required to assess the controls over financial reporting of the acquired retail assets from TotalEnergies SE and to confirm they are consistent with ours, as permitted by the Canadian Securities Administrator's National Instrument 52-109 for 365 days following an acquisition. We expect to finalize our assessment by the third quarter of fiscal 2025.

The results of the acquired retail assets from TotalEnergies SE since the acquisition date are included in our consolidated financial statements and constituted approximately 16.0% of total consolidated assets as of February 4, 2024, approximately 5.1% of consolidated revenues and 2.3% of consolidated net earnings for the 16-week period ending on that date.

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.

(in millions of US dollars, except per share data)	**40-week period ended February 4, 2024**			53-week period ended April 30, 2023				Extract from the 52-week period ended April 24, 2022
Quarter	**3rd**	2nd	1st	4th	3rd	2nd	1st	4th
Weeks	**16 weeks**	12 weeks	12 weeks	13 weeks	16 weeks	12 weeks	12 weeks	12 weeks
Revenues	**19,622.0**	16,425.6	15,623.2	16,264.4	20,055.1	16,879.5	18,657.7	16,434.9
Depreciation, amortization and impairment	**537.5**	369.6	360.5	389.6	463.2	353.9	319.2	449.4
Operating income	**927.3**	1,098.4	1,142.3	933.7	1,026.1	1,093.7	1,178.5	667.2
Share of earnings of joint ventures and associated companies	**3.6**	9.7	8.9	(4.4)	0.5	2.1	5.6	1.2
Net financial expenses	**130.3**	47.0	70.7	99.0	82.5	58.1	67.1	51.5
Net earnings	**624.4**	819.2	834.1	670.7	737.4	810.4	872.4	477.7
Net earnings attributable to non-controlling interests	**(1.0)**	—	—	—	—	—	—	—
Net earnings attributable to shareholders of the Corporation	**623.4**	819.2	834.1	670.7	737.4	810.4	872.4	477.7
Net earnings per share								
Basic	**$0.65**	$0.85	$0.85	$0.68	$0.73	$0.79	$0.85	$0.46
Diluted	**$0.65**	$0.85	$0.85	$0.68	$0.73	$0.79	$0.85	$0.46

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

Outlook

We recently unveiled our *10 For the Win* five-year strategic plan designed to meet our customers' needs and making their lives a little easier every day. The strategic lighthouses outlined in our strategic plan include the following 5 areas: *Win in Food & Own Thirst; Gain Share in Fuel; Digital Acceleration; Fast, Friendly & In-Stock; and Lowest Cost Operator.* Despite challenging global economic conditions, we will remain focused on our convenience and mobility business by refining our *Fresh Food, Fast* 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 are excited to finally be able to start the integration of our newly acquired European network and to release all of its synergies opportunities. We stand ready to seek out additional acquisition opportunities and nurture the culture of discipline and entrepreneurship that has been our trademark over the past four decades. 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 will remain 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 and integrate all of our acquisitions into our network, always focusing on creating value for our employees, partners, and shareholders.

March 20, 2024

Consolidated Statements of Earnings

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

	16 weeks		40 weeks	
For the periods ended	**February 4, 2024**	January 29, 2023	**February 4, 2024**	January 29, 2023
	$	$	**$**	$
Revenues	**19,622.0**	20,055.1	**51,670.8**	55,592.3
Cost of sales, excluding depreciation, amortization and impairment	**16,180.5**	16,654.6	**42,354.4**	46,448.8
Operating, selling, general and administrative expenses	**1,975.3**	1,916.1	**4,882.7**	4,747.2
Loss (gain) on disposal of property and equipment and other assets	**1.4**	(4.9)	**(1.9)**	(38.3)
Depreciation, amortization and impairment	**537.5**	463.2	**1,267.6**	1,136.3
Operating income	**927.3**	1,026.1	**3,168.0**	3,298.3
Share of earnings of joint ventures and associated companies	**3.6**	0.5	**22.2**	8.2
Financial expenses (Note 5)	**190.0**	121.4	**403.4**	280.9
Other financial items (Note 5)	**(54.3)**	(40.5)	**(144.0)**	(74.3)
Foreign exchange (gain) loss	**(5.4)**	1.6	**(11.4)**	1.1
Net financial expenses	**130.3**	82.5	**248.0**	207.7
Earnings before income taxes	**800.6**	944.1	**2,942.2**	3,098.8
Income taxes	**176.2**	206.7	**664.5**	678.6
Net earnings	**624.4**	737.4	**2,277.7**	2,420.2
Net earnings attributable to non-controlling interests (Note 3)	**(1.0)**	—	**(1.0)**	—
Net earnings attributable to shareholders of the Corporation	**623.4**	737.4	**2,276.7**	2,420.2
Net earnings per share (Note 7)				
Basic	**0.65**	0.73	**2.35**	2.38
Diluted	**0.65**	0.73	**2.35**	2.38
Weighted average number of shares – basic (in millions)	**962.5**	1,004.0	**968.5**	1,015.6
Weighted average number of shares – diluted (in millions)	**963.8**	1,005.9	**970.1**	1,017.3
Number of shares outstanding at the end of period (in millions)	**961.8**	990.4	**961.8**	990.4

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)

	16 weeks		40 weeks	
For the periods ended	**February 4, 2024**	January 29, 2023	**February 4, 2024**	January 29, 2023
	$	$	**$**	$
Net earnings	**624.4**	737.4	**2,277.7**	2,420.2
Other comprehensive income (loss)				
Items that may be reclassified subsequently to earnings				
Translation adjustments				
Change in cumulative translation adjustments(1)	**128.5**	231.3	**41.6**	(184.2)
Net changes in fair value and net interest on cross-currency interest rate swaps and currency forwards designated as a hedge of the Corporation's net investment in some of its foreign operations(2)	**46.1**	39.6	**26.3**	(46.6)
Cash flow hedges				
Change in fair value of financial instruments(2)	**(54.5)**	(12.4)	**2.8**	16.3
Gain realized on financial instruments transferred to earnings(2)	**(2.2)**	(1.7)	**(4.8)**	(3.2)
Reclassification adjustment (Note 6)(3)	**—**	—	**(28.5)**	—
Items that will never be reclassified to earnings				
Net actuarial (loss) gain(4)	**(3.8)**	(10.8)	**8.7**	5.6
Gain (loss) on investments in equity instruments measured at fair value through Other comprehensive income (loss)(5)	**3.2**	9.1	**10.2**	(8.3)
Other comprehensive income (loss)	**117.3**	255.1	**56.3**	(220.4)
Comprehensive income	**741.7**	992.5	**2,334.0**	2,199.8
Comprehensive income attributable to non-controlling interests	**(0.6)**	—	**(0.6)**	—
Comprehensive income attributable to shareholders of the Corporation	**741.1**	992.5	**2,333.4**	2,199.8

(1) For the 16 and 40-week periods ended February 4, 2024, these amounts include a gain of $77.3 (net of income tax expenses of $8.5) and a gain of $83.1 (net of income tax expenses of $8.9), respectively. For the 16 and 40-week periods ended January 29, 2023, these amounts include a gain of $42.7 (net of income tax recoveries of $2.1) and a loss of $163.3 (net of income tax recoveries of $10.6), respectively. These gains and losses arise from the translation of debts denominated in foreign currencies and designated as net investment hedges in some of the Corporation's foreign operations.

(2) For the 16 and 40-week periods ended February 4, 2024, these amounts are net of income tax recoveries of $5.1 and $6.3, respectively. For the 16 and 40-week periods ended January 29, 2023, these amounts are net of income tax (recoveries) expenses of $(3.5) and $8.3, respectively.

(3) For the 16 and 40-week periods ended February 4, 2024, these amounts are net of income taxes of nil and $4.4, respectively.

(4) For the 16 and 40-week periods ended February 4, 2024, these amounts are net of income tax (recoveries) expenses of $(0.9) and $2.4, respectively. For the 16 and 40-week periods ended January 29, 2023, these amounts are net of income tax (recoveries) expenses of $(2.9) and $1.4, respectively.

(5) For the 16 and 40-week periods ended February 4, 2024, these amounts are net of income tax expenses of $0.5 and $1.6, respectively. For the 16 and 40-week periods ended January 29, 2023, these amounts are net of income tax expenses (recoveries) of $0.1 and $(1.0), 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 40-week period ended							**February 4, 2024**
	Attributable to shareholders of the Corporation						
	Capital stock	**Contributed surplus**	**Retained earnings**	**Accumulated other comprehensive loss (Note 8)**	**Total**	**Non-controlling interests**	**Equity**
	$	**$**	**$**	**$**	**$**	**$**	**$**
Balance, beginning of period	**614.7**	**28.8**	**12,934.6**	**(1,013.6)**	**12,564.5**	**—**	**12,564.5**
Addition to non-controlling interests (Note 2)					**—**	**49.1**	**49.1**
Comprehensive income:							
Net earnings			**2,276.7**		**2,276.7**	**1.0**	**2,277.7**
Other comprehensive income				**56.7**	**56.7**	**(0.4)**	**56.3**
					2,333.4	**0.6**	**2,334.0**
Share repurchases (Note 9)	**(13.5)**		**(1,065.3)**		**(1,078.8)**		**(1,078.8)**
Dividends declared			**(330.6)**		**(330.6)**		**(330.6)**
Transfer of realized gains on investments in equity instruments measured at fair value through Other comprehensive income (loss)			**13.3**	**(13.3)**	**—**		**—**
Removal of accumulated losses on notional currency forwards (Note 2)				**23.6**	**23.6**		**23.6**
Redemption liability incurred (Note 3)			**(251.0)**		**(251.0)**		**(251.0)**
Changes in redemption liability (Note 3)			**0.8**		**0.8**		**0.8**
Stock option-based compensation expense		**4.6**			**4.6**		**4.6**
Exercise of stock options	**43.2**	**(10.2)**			**33.0**		**33.0**
Balance, end of period	**644.4**	**23.2**	**13,578.5**	**(946.6)**	**13,299.5**	**49.7**	**13,349.2**

For the 40-week period ended							January 29, 2023
	Attributable to shareholders of the Corporation						
	Capital stock	Contributed surplus	Retained earnings	Accumulated other comprehensive loss (Note 8)	Total	Non-controlling interests	Equity
	$	$	$	$	$	$	$
Balance, beginning of period	639.9	25.8	12,521.0	(749.1)	12,437.6	—	12,437.6
Comprehensive income:							
Net earnings			2,420.2		2,420.2	—	2,420.2
Other comprehensive loss				(220.4)	(220.4)	—	(220.4)
					2,199.8	—	2,199.8
Share repurchases	(31.9)		(2,260.7)		(2,292.6)		(2,292.6)
Dividends declared			(275.5)		(275.5)		(275.5)
Transfer of realized gains on investments in equity instruments measured at fair value through other comprehensive income			3.8	(3.8)	—		—
Stock option-based compensation expense		4.1			4.1		4.1
Exercise of stock options	1.4	(0.4)			1.0		1.0
Balance, end of period	609.4	29.5	12,408.8	(973.3)	12,074.4	—	12,074.4

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)

	16 weeks		40 weeks	
For the periods ended	**February 4, 2024**	January 29, 2023	**February 4, 2024**	January 29, 2023
	$	$	**$**	$
Operating activities				
Net earnings	**624.4**	737.4	**2,277.7**	2,420.2
Adjustments to reconcile net earnings to net cash provided by operating activities				
Depreciation, amortization, impairment and amortization of financing costs	**535.9**	466.0	**1,267.9**	1,141.1
Changes in non-cash working capital	**(207.0)**	(568.0)	**(343.9)**	(682.1)
Deferred income taxes	**63.7**	(3.4)	**85.7**	43.2
Non-operating foreign exchange (gain) loss	**(40.7)**	(18.3)	**(35.9)**	63.5
Net changes in commodity indexed deposits and fuel swaps (Note 11)	**(30.6)**	30.1	**23.4**	(85.4)
Share of earnings of joint ventures and associated companies, net of dividends received	**2.7**	4.1	**(2.0)**	13.0
Loss (gain) on disposal of property and equipment and other assets	**1.4**	(4.9)	**(1.9)**	(38.3)
Reclassification adjustment (Note 6)	**—**	—	**(32.9)**	—
Other	**25.0**	10.9	**59.7**	46.5
Net cash provided by operating activities	**974.8**	653.9	**3,297.8**	2,921.7
Investing activities				
Business acquisitions (Note 2)	**(4,250.3)**	(14.5)	**(4,295.5)**	(224.8)
Purchase of property and equipment, intangible assets and other assets	**(612.6)**	(545.1)	**(1,325.7)**	(1,205.1)
Proceeds from disposal of investments in equity instruments and from repayments of loans granted to Fire & Flower (Notes 4 and 11)	**136.2**	—	**151.9**	124.5
Settlement of currency forward contracts (Note 2)	**16.6**	—	**16.6**	—
Proceeds from disposal of property and equipment and other assets	**7.9**	26.4	**45.5**	105.9
Change in restricted cash	**(3.8)**	1.0	**4.3**	12.7
Purchase of equity instruments, other financial assets and investments and loans related to Fire & Flower (Notes 4 and 11)	**(0.1)**	(24.5)	**(118.2)**	(52.6)
Investment in term deposits (Note 6)	**—**	—	**(520.9)**	—
Investment in a joint venture	**—**	—	**—**	(30.1)
Net cash used in investing activities	**(4,706.1)**	(556.7)	**(6,042.0)**	(1,269.5)
Financing activities				
Increase in acquisition facility (Note 6)	**3,391.9**	—	**3,391.9**	—
Repayment of acquisition facility (Note 6)	**(369.6)**	—	**(369.6)**	—
Issuance of Canadian-dollar-denominated senior unsecured notes, net of financing costs (Note 6)	**369.4**	—	**961.3**	—
Net issuance of unsecured commercial paper notes (Note 6)	**343.8**	—	**654.1**	—
Share repurchases (Note 9)	**(175.9)**	(1,204.9)	**(1,078.8)**	(1,928.0)
Principal elements of lease payments	**(162.2)**	(120.5)	**(377.5)**	(328.0)
Cash dividends paid	**(126.2)**	(103.9)	**(330.6)**	(275.5)
Exercise of stock options	**21.0**	0.2	**33.0**	1.0
Net proceeds (payments) on other debts	**0.6**	(0.5)	**0.4**	(53.3)
Net cash provided by (used in) financing activities	**3,292.8**	(1,429.6)	**2,884.2**	(2,583.8)
Effect of exchange rate fluctuations on cash and cash equivalents	**38.1**	9.6	**30.1**	(78.8)
Net (decrease) increase in cash and cash equivalents	**(400.4)**	(1,322.8)	**170.1**	(1,010.4)
Cash and cash equivalents, beginning of period	**1,404.7**	2,456.3	**834.2**	2,143.9
Cash and cash equivalents, end of period (including $31.8 of bank overdrafts recorded under Other short-term financial liabilities as at February 4, 2024 (Note 3))	**1,004.3**	1,133.5	**1,004.3**	1,133.5
Supplemental information:				
Interest paid	**191.7**	143.1	**396.1**	304.1
Interest and dividends received	**51.9**	44.9	**130.4**	93.0
Income taxes paid, net	**295.6**	365.2	**680.4**	533.0

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 February 4, 2024	As at April 30, 2023 (adjusted, Note 1)
	$	$
Assets		
Current assets		
Cash and cash equivalents	**1,036.1**	834.2
Restricted cash	**9.5**	13.8
Accounts receivable	**2,776.5**	2,298.5
Inventories	**2,389.6**	2,176.0
Prepaid expenses	**125.7**	151.6
Other short-term financial assets (Notes 6 and 11)	**636.2**	95.0
Income taxes receivable	**114.5**	100.5
	7,088.1	5,669.6
Property and equipment	**13,285.1**	11,873.2
Right-of-use assets	**3,964.2**	3,392.8
Intangible assets	**876.0**	772.5
Goodwill (Note 2)	**10,235.7**	6,612.5
Other assets	**378.5**	330.5
Other long-term financial assets (Note 11)	**151.1**	172.9
Investments in joint ventures and associated companies	**185.6**	183.4
Deferred income taxes	**79.3**	51.0
	36,243.6	29,058.4
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	**5,287.9**	4,499.4
Short-term provisions	**145.0**	147.9
Other short-term financial liabilities (Notes 3 and 11)	**100.2**	0.8
Income taxes payable	**7.1**	79.6
Short-term debt and current portion of long-term debt (Note 6)	**2,162.9**	0.7
Current portion of lease liabilities	**503.2**	438.1
	8,206.3	5,166.5
Long-term debt (Note 6)	**8,376.0**	5,888.3
Lease liabilities	**3,648.5**	3,146.5
Long-term provisions	**685.8**	647.7
Pension benefit liability	**90.0**	85.1
Other long-term financial liabilities (Notes 3 and 11)	**299.8**	93.8
Deferred credits and other liabilities	**209.7**	182.1
Deferred income taxes	**1,378.3**	1,283.9
	22,894.4	16,493.9
Equity		
Capital stock (Note 9)	**644.4**	614.7
Contributed surplus	**23.2**	28.8
Retained earnings	**13,578.5**	12,934.6
Accumulated other comprehensive loss (Note 8)	**(946.6)**	(1,013.6)
Equity attributable to shareholders of the Corporation	**13,299.5**	12,564.5
Non-controlling interests (Note 3)	**49.7**	—
	13,349.2	12,564.5
	36,243.6	29,058.4

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

1. CONSOLIDATED FINANCIAL STATEMENTS PRESENTATION AND ACCOUNTING POLICIES

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

Aside from the accounting policies related to the treatment of the redemption liability described in Note 3, 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 30, 2023. 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 2023 Annual Report (the "fiscal 2023 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 March 20, 2024, the Corporation's interim financial statements were approved by the Board of Directors.

Comparative figures

During the 40-week period ended February 4, 2024, the Corporation has made adjustments and finalized its estimates of the fair value of assets acquired and liabilities assumed for the acquisition of True Blue Car Wash LLC ("True Blue"). As a result, changes were made to the following consolidated balance sheet accounts as at April 30, 2023: Property and equipment increased by $0.2, Intangible assets increased by $10.3, Right-of-use assets increased by $7.7, Accounts payable and accrued liabilities increased by $1.5, including an increase of $1.3 in consideration payable, and Lease liabilities increased by $7.7. Consequently, Goodwill decreased by $9.0. These changes did not result in any changes in the consolidated statement of earnings for the fiscal year ended April 30, 2023.

New accounting policy adopted during the current fiscal year

Amendments to IAS 12 Income taxes

In May 2023, the International Accounting Standards Board ("IASB") issued *International Tax Reform – Pillar Two Model Rules (Amendments to IAS 12)*, which was adopted by the Corporation during the 40-week period ended February 4, 2024. As a result, the Corporation has applied the exception to not recognize and disclose information about deferred tax assets and liabilities related to Pillar Two income taxes. As a result of its evaluation, the Corporation does not expect that enacted or substantively enacted but not yet in effect Pillar Two legislation will have a significant impact on its consolidated financial statements.

Recently issued accounting policies but not yet implemented

In addition to the items described in the fiscal 2023 consolidated financial statements, the Corporation also expects that the following amendments will have an impact on its consolidated financial statements:

Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures

In May 2023, the IASB issued *Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7).* The amendments introduce new disclosure requirements related to supplier finance arrangements and their effects on an entity's liabilities, cash flows and exposure to liquidity risk. The amendments are effective for annual reporting periods beginning on or after January 1, 2024, and will be applied by the Corporation starting April 29, 2024. The Corporation is currently evaluating the impact of these amendments on its consolidated financial statements.

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

2. GOODWILL AND BUSINESS ACQUISITIONS

Goodwill

40-week period ended February 4, 2024	$
Net book amount, beginning of period	6,612.5
Business acquisitions	3,649.9
Effect of exchange rate variations	(26.7)
Net book amount, end of period	**10,235.7**

Business acquisitions

The Corporation has made the following business acquisitions:

2024

Acquisition of certain European retail assets from TotalEnergies SE

On December 28, 2023 and January 3, 2024, the Corporation closed the acquisition of 2,175 sites from TotalEnergies SE for a total cash consideration of €3,447.4 ($3,801.0), including preliminary adjustments, and subject to post closing adjustments. The retail assets included in the transaction cover 1,191 sites located in Germany, 562 sites in Belgium, 378 sites in the Netherlands, and 44 sites in Luxembourg, of which 1,492 sites are company-owned and 683 sites are dealer-owned. For the same sites included in the transaction, 19% are company-operated and 81% are dealer-operated. The transaction comprises 100% of TotalEnergies SE's retail assets in Germany and the Netherlands, as well as a 60% controlling interest in the Belgium and Luxembourg entities (together "Circle K Belgium SA" (Note 3)). The transaction was financed using the Corporation's available cash, United States commercial paper program and a new non-revolving credit facility (Note 6).

During the fiscal year ended April 30, 2023 and the 40-week period ended February 4, 2024, to mitigate the currency fluctuation risk associated with the Euro, the Corporation entered into Euro / US dollar currency forward contracts with financial institutions for a portion of the consideration, representing €1,600.0 and €298.0, respectively. For hedge accounting purposes, the Corporation notionally divided these currency forwards, with the Canadian dollar imputed as the base currency for two notional derivatives. The Euro / Canadian dollar notional derivatives were designated as a cashflow hedge of the Corporation's currency fluctuation risk associated with the transaction, and the Canadian dollar / US dollar notional derivatives were designated as a foreign exchange hedge of the Corporation's net investment in its operations in the United States. In relation with the closing of the transaction, the currency forwards were settled, resulting in accumulated losses of $23.6 for the Euro / Canadian dollar notional derivatives and accumulated gains of $40.2 for the Canadian dollar / US dollar notional derivatives. On December 28, 2023, the accumulated losses of $23.6 for the Euro / Canadian dollar notional derivatives were removed from Accumulated other comprehensive loss and were included as part of the consideration paid for the acquisition.

Given the timing and the size of this transaction, the Corporation has not yet completed its fair value assessment of the assets acquired, the liabilities assumed and the goodwill related to this acquisition, mainly relating to property and equipment, right-of-use assets, intangible assets, provisions, lease liabilities and deferred income taxes. The preliminary estimates are therefore subject to adjustments to the fair value of the assets, liabilities, goodwill and non-controlling interests until the process is completed. Non-controlling interests at the acquisition date were measured based on proportionate share of Circle K Belgium SA's identifiable net assets.

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

The preliminary estimates of the fair value of assets acquired and liabilities assumed for this acquisition based on the estimated fair value on the date of acquisition and available information as at the date of the publication of these interim financial statements are as follows:

	$
Tangible assets acquired	
Cash and cash equivalents	118.4
Accounts receivable	780.6
Inventories	170.6
Property and equipment	748.0
Right-of-use assets	614.0
Other assets	7.0
Total tangible assets	2,438.6
Liabilities assumed	
Accounts payable and accrued liabilities	1,361.3
Other short-term financial liabilities	52.1
Income taxes payable	16.6
Provisions	21.8
Lease liabilities	613.4
Pension benefit liability	5.2
Deferred credits and other liabilities	16.1
Deferred income taxes	7.8
Total liabilities assumed	2,094.3
Net tangible assets acquired	344.3
Intangible assets	128.0
Non-controlling interests	(49.1)
Goodwill	3,401.4
Total cash consideration to the seller	3,801.0
Basis adjustment for the Euro / Canadian dollar notional derivatives	23.6
Total consideration	3,824.6
Cash and cash equivalents acquired, including bank overdrafts of $52.1	(66.3)
Net cash flow for the acquisition	3,758.3

This acquisition was concluded in order to penetrate new strategic markets and generated goodwill mainly due to the strategic value of the locations acquired for the Corporation. The Corporation expects that all of the goodwill related to the German entities will be deductible for tax purposes, while it expects that none of the goodwill related to the Netherlands entities and Circle K Belgium SA will be deductible for tax purposes. Since the date of acquisition, revenues and net earnings from this acquisition amounted to $996.9 and $14.4, respectively.

Acquisition of convenience retail and fuel sites operating under the MAPCO brand

On November 1, 2023, the Corporation closed the acquisition of 112 company-owned and operated convenience retail and fuel sites operating under the MAPCO brand and located in the states of Alabama, Georgia, Kentucky, Mississippi and Tennessee, in the United States. The acquisition also includes surplus properties and a logistics fleet. The transaction was settled for a consideration of $468.6, subject to post closing adjustments, and was financed using the Corporation's available cash and its United States commercial paper program. The Corporation owns the building and the land for 84 sites and owns the building while leasing the land for 28 sites.

Given the timing and the size of this transaction, the Corporation has not yet completed its fair value assessment of the assets acquired, the liabilities assumed and the goodwill related to this acquisition, mainly relating to property and equipment, right-of-use assets, provisions, lease liabilities and deferred income taxes. The preliminary estimates are therefore subject to adjustments to the fair value of the assets, liabilities and goodwill until the process is completed.

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

The preliminary estimates of the fair value of assets acquired and liabilities assumed for this acquisition based on the estimated fair value on the date of acquisition and available information as at the date of the publication of these interim financial statements are as follows:

	$
Tangible assets acquired	
Inventories	16.7
Property and equipment	245.3
Right-of-use assets	15.8
Total tangible assets	277.8
Liabilities assumed	
Accounts payable and accrued liabilities	17.1
Provisions	3.3
Lease liabilities	15.8
Total liabilities assumed	36.2
Net tangible assets acquired	241.6
Intangible assets	0.8
Goodwill	226.2
Total consideration	468.6

This acquisition was concluded in order to expand the Corporation's market share and generated goodwill mainly due to the strategic value of the locations acquired for the Corporation. The Corporation expects that all of the goodwill related to this transaction will be deductible for tax purposes. Since the date of acquisition, revenues and net earnings from this acquisition amounted to $161.8 and $7.4, respectively.

On a pro forma basis and considering associated financing costs, had the Corporation concluded the acquisition of certain European retail assets from TotalEnergies SE and the acquisition of convenience retail and fuel sites operating under the MAPCO brand at the beginning of its fiscal year, the Corporation's estimated total revenues and net earnings would have amounted to $59,700.0 and $2,345.0, respectively.

Other acquisitions

During the 40-week period ended February 4, 2024, the Corporation acquired 27 company-operated stores, for which it owns the building and the land for 16 sites, owns the building while leasing the land for 7 sites and leases the building and the land for the other sites. These transactions were settled for a total consideration of $91.0 using available cash and generated goodwill for an amount of $22.3. Given the timing of these transactions, the Corporation has not yet completed its fair value assessment of the assets acquired, the liabilities assumed, and the resulting goodwill, namely for property and equipment.

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

The preliminary estimates of the fair value of the assets acquired and the liabilities assumed for these acquisitions, based on the estimated fair value on the date of acquisition and available information as at the date of the publication of these interim financial statements, are as follows:

	$
Tangible assets acquired	
Cash and cash equivalents	0.1
Inventories	4.4
Prepaid expenses	0.3
Property and equipment	54.1
Right-of-use assets	6.1
Total tangible assets	65.0
Liabilities assumed	
Accounts payable and accrued liabilities	0.2
Provisions	0.6
Lease liabilities	6.1
Total liabilities assumed	6.9
Net tangible assets acquired	58.1
Intangible assets	10.6
Goodwill	22.3
Total consideration	91.0
Cash and cash equivalents acquired	(0.1)
Net cash flow for the acquisitions	90.9

These acquisitions were concluded in order to expand the Corporation's market shares and generated goodwill mainly due to the strategic value of the locations acquired for the Corporation. The Corporation expects that almost all of the goodwill related to these transactions will be deductible for tax purposes. Since the date of acquisition, revenues and net earnings attributable to shareholders of the Corporation from these stores amounted to $47.9 and $1.7, respectively. Considering the size and the nature of these acquisitions, the available financial information does not allow for the accurate disclosure of pro forma revenues and net earnings had the Corporation concluded these acquisitions at the beginning of its fiscal year.

For the 40-week period ended February 4, 2024, acquisition costs of $13.3 in connection with the acquisitions closed during this period and other unrealized and ongoing acquisitions are included in Operating, selling, general and administrative expenses.

2023

Acquisition of True Blue Car Wash LLC

On February 8, 2023, the Corporation acquired all of the memberships interests of True Blue. True Blue operates 65 express tunnel car wash sites under the brands Clean Freak and Rainstorm, in the Midwest and Southwest regions of the United States. The transaction was settled for a consideration of $303.5 and was financed using borrowings available under the Corporation's United States commercial paper program and available cash.

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

The final estimates of the fair value of assets acquired and liabilities assumed for the True Blue acquisition are as follows:

	Preliminary estimate	Changes	Final estimate
	$	$	$
Identifiable assets acquired			
Current assets			
Cash and cash equivalents	3.4	—	3.4
Accounts receivable	0.3	—	0.3
Inventories	0.2	—	0.2
Prepaid expenses	0.3	—	0.3
	4.2	—	4.2
Property and equipment	43.5	0.2	43.7
Right-of-use assets	183.8	7.7	191.5
Intangible assets	38.5	10.3	48.8
Other assets	0.2	—	0.2
Total identifiable assets	270.2	18.2	288.4
Liabilities assumed			
Current liabilities			
Accounts payable and accrued liabilities	9.3	0.2	9.5
Current portion of long-term debt	92.2	—	92.2
Current portion of lease liabilities	6.3	—	6.3
	107.8	0.2	108.0
Lease liabilities	176.5	7.7	184.2
Total liabilities assumed	284.3	7.9	292.2
Net liabilities assumed	(14.1)	10.3	(3.8)
Goodwill	316.3	(9.0)	307.3
Total consideration	302.2	1.3	303.5
Cash and cash equivalents acquired	(3.4)	—	(3.4)
Net cash flow for the acquisition	298.8	1.3	300.1

Other acquisitions

Given the timing and the size of certain business acquisitions concluded during the fiscal year ended April 30, 2023, the Corporation has not yet completed its fair value assessment of the assets acquired, the liabilities assumed and the resulting goodwill and there were no changes to the preliminary estimates of the fair value of assets acquired and liabilities assumed presented in Note 4 of the fiscal 2023 consolidated financial statements for those acquisitions. The preliminary estimates are therefore subject to adjustments to the fair value of the assets, liabilities and goodwill until the processes are completed, mainly related to property and equipment.

3. CIRCLE K BELGIUM SA

In relation with the acquisition of certain European retail assets from TotalEnergies SE (Note 2), the Corporation acquired a 60% ownership interest in Circle K Belgium SA, a company established in Belgium and which, together with its wholly-owned subsidiaries, operates the sites located in Belgium and Luxembourg. Following the evaluation of its relationship with Circle K Belgium SA, the Corporation concluded that it controls the company's operations and as a result, the Corporation fully consolidates Circle K Belgium SA in its consolidated financial statements. The consolidated statements of earnings, comprehensive income, changes in equity and cash flows for the 16 and 40-week periods ended February 4, 2024 include those of Circle K Belgium SA for the period beginning January 3, 2024 and ending February 4, 2024. As at February 4, 2024, the Corporation held a 60% ownership interest in Circle K Belgium SA.

The Corporation and TotalEnergies Marketing Belgium SA, which holds the remaining 40% ownership interest in this entity, entered into a shareholder’s agreement which entitles each of the parties, at their sole discretion after a period of two years following the closing of the transaction and as long as the shareholder’s agreement is in force, to sell its ownership interests to the other party. As a result, a redemption liability of $251.0, representing the present value of the estimated redemption amount for the remaining 40% ownership interest as at January 3, 2024, was recorded to Other long-term financial liabilities on the consolidated balance sheet, with an equivalent amount reclassified from Retained earnings. Subsequent to the initial recognition of the redemption liability, the effects of its discounting and any changes to the gross redemption amount are recorded to Retained earnings. As at February 4, 2024, the redemption liability amounted to $250.2.

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

The tables below present summarized financial information about the assets, liabilities, earnings, comprehensive income and cash flows of Circle K Belgium SA's:

Statements of Earnings and Comprehensive Income for the period from January 3, 2024 to February 4, 2024	$
Revenues	270.2
Net earnings	2.6
Comprehensive income	(2.4)

Statement of Cash Flows for the period from January 3, 2024 to February 4, 2024	$
Net cash used in operating activities	15.6
Net cash used in investing activities	(0.9)
Net cash used in financing activities	(1.9)

Balance Sheet as at February 4, 2024	$
Current assets	381.8
Long-term assets	1,052.1
Current liabilities (including bank overdrafts of $31.8 recorded under Other short-term financial liabilities)	427.1
Long-term liabilities	185.5

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

On June 6, 2023, following the reception by Fire & Flower of an order for creditor protection under the *Companies’ Creditors Arrangement Act*, the Corporation executed a facility agreement with Fire & Flower pursuant to which it agreed to advance a CA $9.8 ($7.2) debtor-in-possession loan. On June 21, 2023, the Ontario Superior Court of Justice approved a Sales and Investment Solicitation Process (“SISP”) which concluded with a sale transaction with a successful bidder on September 15, 2023. As a result, the principal and accrued interests related to the debtor-in-possession loan and a CA $11.0 ($8.0) secured loan, which was granted to Fire & Flower, were repaid, and the Corporation’s ownership interest in Fire & Flower was cancelled. During the 40-week period ended February 4, 2024, losses of $3.5 were recorded, bringing the carrying amount of the Corporation’s ownership interest in Fire & Flower to nil.

On June 30, 2023, the unsecured convertible debentures matured without being converted and the Series C Warrants expired without being exercised. As at February 4, 2024, the CA $2.4 ($1.8) outstanding principal of unsecured debentures had a carrying amount of nil.

5. FINANCIAL EXPENSES AND OTHER FINANCIAL ITEMS

	16 weeks		40 weeks	
For the periods ended	**February 4, 2024**	January 29, 2023	**February 4, 2024**	January 29, 2023
	$	$	**$**	$
Financial expenses				
Interest on short-term debt and long-term debt	**129.0**	80.8	**272.7**	186.5
Interest on lease liabilities	**39.1**	28.8	**91.0**	69.4
Accretion of provisions	**9.4**	5.8	**23.0**	14.2
Other finance costs	**12.5**	6.0	**16.7**	10.8
	190.0	121.4	**403.4**	280.9
Other financial items				
Interest on bank deposits and term deposits	**(52.4)**	(37.9)	**(117.9)**	(67.0)
Other financial revenues	**(1.9)**	(2.7)	**(5.0)**	(6.4)
Change in fair value of financial instruments classified at fair value through earnings or loss	**—**	0.1	**11.8**	(0.9)
Reclassification adjustment (Note 6)	**—**	—	**(32.9)**	—
	(54.3)	(40.5)	**(144.0)**	(74.3)

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

6. SHORT-TERM DEBT AND LONG-TERM DEBT

	As at February 4, 2024	As at April 30, 2023
	$	$
US-dollar-denominated senior unsecured notes, maturing from July 2027 to May 2051	**3,970.9**	3,969.5
Acquisition facility[(a)]	**3,010.9**	—
Canadian-dollar-denominated senior unsecured notes, maturing from July 2024 to September 2030[(b)]	**2,012.4**	1,025.2
Euro-denominated senior unsecured notes, maturing in May 2026	**815.0**	821.9
NOK-denominated senior unsecured notes, maturing in February 2026	**64.4**	62.7
Unsecured commercial paper notes, maturing from February to April 2024[(c)]	**655.2**	—
Other debts	**10.1**	9.7
	10,538.9	5,889.0
Short-term debt and current portion of long-term debt	**2,162.9**	0.7
Long-term portion of long-term debt	**8,376.0**	5,888.3

(a) Acquisition facility

On December 12, 2023, the Corporation entered into a new credit agreement consisting of a non-revolving credit facility of an aggregate maximum amount of $1,750.0 and €1,500.0 (the “acquisition facility”), divided into three tranches as follows:

	Principal amount	Maturity
Tranche A	$700.0 and €600.0	December 12, 2024
Tranche B	$525.0 and €450.0	December 12, 2025
Tranche C	$525.0 and €450.0	December 12, 2026

The acquisition facility was available exclusively to finance the acquisition of certain European retail assets from TotalEnergies SE and the related acquisition costs (Note 2). The acquisition facility was available in US dollars and in Euro by way of loans bearing interest at the US base rate, SOFR or EURIBOR plus a variable margin.

As at February 4, 2024, the weighted average effective interest rate of the outstanding indebtedness under the acquisition facility was 5.78% and the Corporation was in compliance with the restrictive covenants and ratios imposed by the credit facility agreement. Subsequent to the end of the quarter, and following the issuance of senior unsecured notes described below, this acquisition facility was fully repaid.

(b) Canadian-dollar-denominated senior unsecured notes

During the 40-week period ended February 4, 2024, the Corporation issued the following Canadian-dollar-denominated senior unsecured notes:

Issuance date	Principal amount	Maturity	Coupon rate	Effective rate	Interest payment dates
January 25, 2024	CA $500.0	January 25, 2029	4.60%	4.74%	July 25th and January 25th
September 25, 2023	CA $800.0	September 25, 2030	5.59%	5.70%	March 25th and September 25th

The Corporation used the $591.9 net proceeds from the September 25, 2023 issuance for corporate purposes as well as to invest an amount of CA $700.0 ($523.4 as at February 4, 2024) in term deposits with major financial institutions which meet the Corporation's minimum credit ratings requirements. The term deposits will mature on July 23, 2024, bear interest at a weighted average annual rate of 6.15%, and are classified in Other short-term financial assets on the consolidated balance sheet. The Corporation used the $369.4 net proceeds from the January 25, 2024 issuance to partially repay outstanding indebtedness under the acquisition facility.

Following the September 25, 2023 issuance and in relation with the future repayment of the Canadian-dollar-denominated senior unsecured notes and associated cross-currency interest rate swaps maturing on July 26, 2024, the Corporation has entered into currency forward contracts with the following terms:

Receive - Notional	Pay - Notional	Exchange rate (Canadian dollar per US dollar)	Maturity date
$260.6	CA $350.0	From 1.3391 to 1.3481	July 2024

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

The changes in fair value of these currency forward contracts are recognized in the consolidated statements of earnings as foreign exchange gain or loss and they were classified in Other short-term financial liabilities on the consolidated balance sheet as at February 4, 2024.

As a result of the September 25, 2023 issuance, the Corporation determined that an anticipated issuance of US-dollar-denominated senior unsecured notes, for which the proceeds were intended to be used for the repayment of the Canadian-dollar-denominated senior unsecured notes maturing in July 2024, was no longer expected to occur. The Corporation had designated the following forward starting interest rate swaps as a cash flow hedge of its interest rate risk related to the variability of the interest payments on the anticipated issuance, which led to a pre-tax reclassification adjustment of $32.9 from Other comprehensive income (loss) to Other financial items in the consolidated statement of earnings.

Issuance year	Notional amount	Interest rate swaps terms	Rate	Maturity date
2022	$275.0	10 years	From 2.06% to 2.26%	July 2024

Following the reclassification adjustment, the Corporation designated these forward starting interest rate swaps as a cash flow hedge of its interest rate risk related to the variability of the interest payments on the anticipated issuance of US-dollar-denominated senior unsecured notes in calendar year 2024.

Following the January 25, 2024 issuance, the Corporation entered into cross-currency interest rate swaps agreements, allowing it to synthetically convert the Canadian-dollar-denominated senior unsecured notes stemming from the issuance into Euros, with the following terms:

Receive – Notional	Receive – Rate	Pay – Notional	Pay – Rate	Maturity date
CA $500.0	4.60%	€341.4	3.58%	January 25, 2029

The Corporation designates these cross-currency interest rate swaps as a foreign exchange hedge of its net investment in its Eurozone operations and changes in their fair value are recognized to Other comprehensive income (loss). They were classified in Other long-term financial liabilities on the consolidated balance sheet as at February 4, 2024.

(c) United States commercial paper program

As at February 4, 2024, the weighted average effective interest rate of the outstanding unsecured commercial paper notes was 5.63%.

Term revolving unsecured operating credit facility

As at February 4, 2024, 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.

Issuance of senior unsecured notes subsequent to the end of the third quarter of fiscal 2024

On February 12, 2024, subsequent to the end of the third quarter of fiscal 2024, the Corporation issued the following senior unsecured notes:

Principal amount	Maturity	Coupon rate	Interest payment dates
€700.0	May 12, 2031	3.65%	May 12th (1)
$900.0	February 12, 2034	5.27%	August 12th and February 12th
€650.0	February 12, 2036	4.01%	February 12th
$600.0	February 12, 2054	5.62%	August 12th and February 12th

(1) The first interest payments of the €700.0 Euro-denominated senior unsecured notes are due on May 12, 2025.

The Corporation used the net proceeds from these issuances to repay outstanding indebtedness under its acquisition facility. Subsequent to the end of the third quarter of fiscal 2024 and following the issuance of these senior unsecured notes, the Corporation settled, prior to their maturity, certain forward starting interest rate swaps for net proceeds of $50.7.

7. NET EARNINGS PER SHARE

The following tables present the information for the computation of basic and diluted net earnings per share:

	16-week period ended February 4, 2024			16-week period ended January 29, 2023		
	Net earnings attributable to shareholders of the Corporation	**Weighted average number of shares (in millions)**	**Net earnings per share**	Net earnings attributable to shareholders of the Corporation	Weighted average number of shares (in millions)	Net earnings per share
	$		**$**	$		$
Basic net earnings attributable to shareholders of the Corporation	**623.4**	**962.5**	**0.65**	737.4	1,004.0	0.73
Dilutive effect of stock options	**—**	**1.3**	**—**	—	1.9	—
Diluted net earnings attributable to shareholders of the Corporation	**623.4**	**963.8**	**0.65**	737.4	1,005.9	0.73

	40-week period ended February 4, 2024			40-week period ended January 29, 2023		
	Net earnings attributable to shareholders of the Corporation	**Weighted average number of shares (in millions)**	**Net earnings per share**	Net earnings attributable to shareholders of the Corporation	Weighted average number of shares (in millions)	Net earnings per share
	$		**$**	$		$
Basic net earnings attributable to shareholders of the Corporation	**2,276.7**	**968.5**	**2.35**	2,420.2	1,015.6	2.38
Dilutive effect of stock options	**—**	**1.6**	**—**	—	1.7	—
Diluted net earnings attributable to shareholders of the Corporation	**2,276.7**	**970.1**	**2.35**	2,420.2	1,017.3	2.38

When they have an antidilutive effect, stock options must be excluded from the calculation of the diluted net earnings per share. For each of the 16 and 40-week periods ended February 4, 2024, 14,198 stock options were excluded (nil for each of the 16 and 40-week periods ended January 29, 2023).

8. ACCUMULATED OTHER COMPREHENSIVE LOSS

	Attributable to shareholders of the Corporation					
	Cumulative translation adjustments[(a)]	**Net investment hedge[(a)]**	**Cash flow hedge[(a)(c)]**	**Cumulative net actuarial gain[(b)]**	**Investments in equity instruments measured at fair value through Other comprehensive income (loss)[(b)]**	**Accumulated other comprehensive loss**
	$	**$**	**$**	**$**	**$**	**$**
40-week period ended February 4, 2024						
Balance, beginning of period	**(764.4)**	**(341.6)**	**54.1**	**36.7**	**1.6**	**(1,013.6)**
Other comprehensive income (loss)	**41.6**	**26.3**	**(30.5)**	**8.7**	**10.2**	**56.3**
Other comprehensive loss attributable to non-controlling interests	**0.4**	**—**	**—**	**—**	**—**	**0.4**
Transfer of realized gains on investments in equity instruments measured at fair value through Other comprehensive income (loss)	**—**	**—**	**—**	**—**	**(13.3)**	**(13.3)**
Removal of accumulated losses on notional currency forwards (Note 2)	**—**	**—**	**23.6**	**—**	**—**	**23.6**
Balance, end of period	**(722.4)**	**(315.3)**	**47.2**	**45.4**	**(1.5)**	**(946.6)**
40-week period ended January 29, 2023						
Balance, beginning of period	(522.5)	(292.4)	21.2	33.1	11.5	(749.1)
Other comprehensive (loss) income	(184.2)	(46.6)	13.1	5.6	(8.3)	(220.4)
Transfer of realized gains on investments in equity instruments measured at fair value through Other comprehensive income (loss)	—	—	—	—	(3.8)	(3.8)
Balance, end of period	(706.7)	(339.0)	34.3	38.7	(0.6)	(973.3)

(a) May be reclassified subsequently to earnings.
(b) Will never be reclassified to earnings.
(c) For the 40-week period ended February 4, 2024, includes a reclassification adjustment of $28.5 (net of income taxes of $4.4) in relation with a forecasted transaction no longer expected to occur (Note 6).

9. CAPITAL STOCK

Issued and outstanding shares

The table below presents the changes in the number of shares for the 40-week period ended February 4, 2024:

Common shares (in millions)	
Balance, beginning of period	**981.3**
Share repurchases[(a)]	**(21.3)**
Issuance of shares on stock options exercised[(b)]	**1.8**
Balance, end of period	**961.8**

(a) Share repurchase program

On April 26, 2023, the Toronto Stock Exchange approved the renewal of the Corporation’s share repurchase program, which took effect on May 1, 2023. The renewed share repurchase program allows the Corporation to repurchase up to 49,066,629 shares, representing 5.0% of the shares outstanding as at April 20, 2023, and the share repurchase period will end no later than April 30, 2024. During the 16 and 40-week periods ended February 4, 2024, the Corporation repurchased 3,108,300 and 21,332,537 shares, respectively. These repurchases were settled for amounts of $175.9 and $1,078.8, respectively.

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, 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.

(b) Stock options

The table below presents the status of the Corporation’s stock option plan as at February 4, 2024, and January 29, 2023, and the changes therein during the periods then ended:

For the 40-week periods ended	**February 4, 2024**	January 29, 2023
Number of stock options (in thousands)		
Outstanding, beginning of period	**3,417.7**	3,423.7
Granted	**397.8**	425.7
Exercised	**(1,754.3)**	(78.4)
Forfeited	**(17.7)**	(10.3)
Outstanding, end of period	**2,043.5**	3,760.7

The description of the Corporation’s stock-based compensation plan is included in Note 28 of the fiscal 2023 consolidated financial statements.

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

10. SEGMENTED INFORMATION

The Corporation operates convenience stores in the United States, in Europe and Asia, which are presented together as 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.

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

	16-week period ended February 4, 2024				16-week period ended January 29, 2023			
	United States	**Europe and other regions**	**Canada**	**Total**	United States	Europe and other regions	Canada	Total
	$	**$**	**$**	**$**	$	$	$	$
External customer revenues[a]								
Merchandise and service	**3,569.3**	**787.5**	**682.8**	**5,039.6**	3,541.6	713.0	706.6	4,961.2
Road transportation fuel	**8,737.7**	**3,918.5**	**1,676.8**	**14,333.0**	9,411.5	3,475.5	1,828.2	14,715.2
Other	**11.0**	**227.5**	**10.9**	**249.4**	14.2	343.2	21.3	378.7
	12,318.0	**4,933.5**	**2,370.5**	**19,622.0**	12,967.3	4,531.7	2,556.1	20,055.1
External customer revenues less Cost of sales, excluding depreciation, amortization and impairment								
Merchandise and service	**1,179.8**	**309.0**	**233.5**	**1,722.3**	1,175.5	266.1	228.2	1,669.8
Road transportation fuel	**1,191.8**	**311.2**	**162.6**	**1,665.6**	1,265.9	252.8	163.5	1,682.2
Other	**11.0**	**33.3**	**9.3**	**53.6**	14.2	23.6	10.7	48.5
	2,382.6	**653.5**	**405.4**	**3,441.5**	2,455.6	542.5	402.4	3,400.5

	40-week period ended February 4, 2024				40-week period ended January 29, 2023			
	United States	**Europe and other regions**	**Canada**	**Total**	United States	Europe and other regions	Canada	Total
	$	**$**	**$**	**$**	$	$	$	$
External customer revenues[a]								
Merchandise and service	**9,511.3**	**1,980.4**	**1,937.5**	**13,429.2**	9,349.5	1,801.0	1,955.0	13,105.5
Road transportation fuel	**24,322.6**	**8,769.4**	**4,632.1**	**37,724.1**	27,328.9	9,288.9	4,943.1	41,560.9
Other	**28.7**	**461.0**	**27.8**	**517.5**	32.4	859.3	34.2	925.9
	33,862.6	**11,210.8**	**6,597.4**	**51,670.8**	36,710.8	11,949.2	6,932.3	55,592.3
External customer revenues less Cost of sales, excluding depreciation, amortization and impairment								
Merchandise and service	**3,230.8**	**777.8**	**654.3**	**4,662.9**	3,148.3	685.9	642.1	4,476.3
Road transportation fuel	**3,330.8**	**761.6**	**437.1**	**4,529.5**	3,355.3	775.3	420.8	4,551.4
Other	**28.7**	**72.2**	**23.1**	**124.0**	32.4	61.8	21.6	115.8
	6,590.3	**1,611.6**	**1,114.5**	**9,316.4**	6,536.0	1,523.0	1,084.5	9,143.5
Total long-term assets[a][b][c]	**16,664.4**	**8,935.3**	**2,971.0**	**28,570.7**	14,560.8	4,060.4	2,981.1	21,602.3

(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.

(c) Comparative figures as at January 29, 2023 were adjusted from $2,963.3 to $2,981.1 for Canada to reflect the finalization of the estimates of the fair value of assets acquired and liabilities assumed for the acquisition of Cape D'Or Holdings Limited, Barrington Terminals Limited and other related holding entities.

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

11. FAIR VALUE

The fair value of trade accounts receivable, proprietary cards receivable and vendor rebates receivable, credit and debit cards receivable from payment-processing providers, term deposits, secured loan granted to Fire & Flower (as at April 30, 2023, Note 3), accounts payable and accrued liabilities and outstanding unsecured commercial paper notes is comparable to their carrying amounts given their short maturity. The carrying amounts of the three tranches of the acquisition facility approximate their fair value given that their credit spreads are similar to the credit spread the Corporation would obtain under similar conditions at the reporting date.

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
	February 4, 2024	April 30, 2023			
	$	$			
Share units total return swaps - Current	**19.9**	10.8	Other short-term financial assets	Fair market value of the Corporation's shares	Level 2
Share units total return swaps - Non-current	**25.3**	15.8	Other long-term financial assets	Fair market value of the Corporation's shares	Level 2
Commodity indexed deposits	**26.2**	20.1	Other short-term financial assets	Market rates	Level 2
Currency forwards	**—**	41.9	Other short-term financial assets	Market rates	Level 2
Forward starting interest rate swaps	**66.3**	—	Other short-term financial assets	Market rates	Level 2
Forward starting interest rate swaps	**30.2**	37.5	Other long-term financial assets	Market rates	Level 2
Forward starting interest rate swaps	**(21.7)**	—	Other short-term financial liabilities	Market rates	Level 2
Forward starting interest rate swaps	**—**	(3.1)	Other long-term financial liabilities	Market rates	Level 2
Fuel swaps	**—**	19.7	Other short-term financial assets	Market rates	Level 2
Fuel swaps	**(9.8)**	—	Other short-term financial liabilities	Market rates	Level 2
Investments in equity instruments	**15.7**	30.0	Other long-term financial assets	Unadjusted quoted prices	Level 1
Investments in equity instruments	**69.8**	79.5	Other long-term financial assets	Latest transactions / Cessation of operations	Level 3
Investments in other financial assets	**10.1**	10.1	Other long-term financial assets	Latest transactions / Cessation of operations	Level 3
Currency put and call options	**—**	(0.8)	Other short-term financial liabilities	Market rates	Level 2
Cross-currency interest rate swaps	**(36.9)**	—	Other short-term financial liabilities	Market rates	Level 2
Cross-currency interest rate swaps	**(49.6)**	(90.7)	Other long-term financial liabilities	Market rates	Level 2
Other currency derivatives	**0.4**	0.5	Other short-term financial assets	Market rates	Level 2
Unsecured convertible debentures and common share warrants	**—**	2.0	Other short-term financial assets	Longstaff-Schwartz / Monte Carlo / Black-Scholes	Level 3

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:

	Estimated fair value
	$
40-week period ended February 4, 2024	
Balance, beginning of period	**89.6**
Purchases	**0.1**
Loss recognized in Other financial items(1)	**(9.8)**
Balance, end of period	**79.9**

(1) Related to financial instruments still held by the Corporation as at February 4, 2024.

The valuations of these financial instruments were mainly based on prices for similar instruments stemming from larger private investments. Subsequently, in order to determine if any adjustments to their fair value is required, the Corporation performs an ongoing review of its investments. A number of factors are reviewed and monitored including, but not limited to, current operating performance of investees as well as changes in their respective market, economic and financing environment over time. As at February 4, 2024, following its review, the Corporation determined that sensitivity to unobservable inputs is not deemed to have a significant impact on the estimated fair value of those financial instruments given the limited impact of the few underlying assumptions used in their valuation.

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

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:

	As at February 4, 2024		As at April 30, 2023	
	Carrying value	**Fair value**	Carrying value	Fair value
	$	**$**	$	$
US-dollar-denominated senior unsecured notes (Level 2)	**3,970.9**	**3,370.9**	3,969.5	3,309.2
Canadian-dollar-denominated senior unsecured notes (Level 1)	**2,012.4**	**2,038.7**	1,025.2	1,004.3
Euro-denominated senior unsecured notes (Level 2)	**815.0**	**788.0**	821.9	777.4
NOK-denominated senior unsecured notes (Level 2)	**64.4**	**63.0**	62.7	61.5

12. DIVIDENDS

During its March 20, 2024 meeting, the Board of Directors declared a quarterly dividend of CA 17.5¢ per share for the third quarter of fiscal 2024 to shareholders on record as at April 1, 2024, and approved its payment effective April 15, 2024. This is an eligible dividend within the meaning of the *Income Tax Act* (Canada).