tc • TRANSCONTINENTAL

Press Release

For Immediate Release

Transcontinental Inc. announces its results for the third quarter of fiscal 2020

Highlights

- Significantly improved profitability in the Packaging Sector and strictly controlled costs in the Printing Sector.
- Strengthened our measures to protect employee health and safety during the pandemic and maintained our financial support programs for employees who were temporarily laid off or on reduced work schedules.
- Revenues of $587.4 million; operating earnings of $75.3 million; and net earnings attributable to shareholders of the Corporation of $48.3 million ($0.56 per share).
- Adjusted operating earnings before depreciation and amortization(1) of $139.3 million; adjusted operating earnings(1) of $102.1 million; and adjusted net earnings attributable to shareholders of the Corporation(1) of $68.2 million ($0.78 per share).
- Maintained solid financial health with an improved net indebtedness ratio(1) of 2.0x (1.8x excluding the impact of IFRS 16(2)), liquidities of $197.3 million and access to unused lines of credit of $433.5 million.
- Promising start in our flexible packaging recycling operations to help accelerate the transition to a circular economy for plastic.

(1) Please refer to the section entitled "Non-IFRS Financial Measures" in this press release for a definition of these measures.

(2) The Corporation adopted IFRS 16 using the modified retrospective transition method. Under this method, the calculation of the net indebtedness ratio includes the full impact of IFRS 16 on the numerator and a partial impact on the denominator. For comparison purposes, the ratio excluding IFRS 16 was calculated.

Montréal, September 9, 2020 - Transcontinental Inc. (TSX: TCL.A TCL.B) announces its results for the third quarter of fiscal 2020, which ended July 26, 2020.

"Our solid results continue to demonstrate the relevance of our transformation into flexible packaging. I am very satisfied with our excellent performance for the quarter, which once again highlights our resilience, our agility and our operational efficiency, said François Olivier, President and Chief Executive Officer of TC Transcontinental. With the pandemic continuing to impact our sectors in different ways, I am proud of the exceptional work of our teams.

"In our Packaging Sector, mainly located in the United States, Latin America and Canada, we delivered another excellent quarter by being agile in responding to increased customer demand for food and everyday consumer products packaging. As a result, we recorded solid organic growth while continuing to improve our profitability thanks to our operational efficiency gains and better than expected synergies. In addition, our flexible packaging recycling operations are off a promising start since the acquisition of the assets of Montréal-based Enviroplast Inc., in June 2020. We are thus furthering the development of the circular economy for plastic.

"In our Printing Sector, we quickly reduced our costs from the onset of the pandemic to adjust to the reduction in our activities. We continue to take the measures needed to optimize our platform, which is located in Canada, while meeting our customers' needs. The gradual recovery in printing volume for the sector enabled us to recall close to 60% of the employees who were temporarily laid off at the end of March. I thank them once again for their patience and understanding.

"To conclude, the measures we implemented to manage the situation were successful. We took great care of the health and safety of our employees while delivering excellent results. Although the economic climate continues to be uncertain, we remain confident in our ability to generate significant cash flows and are strongly positioned to take advantage of future business opportunities and pursue our transformation."

Financial Highlights

(in millions of dollars, except per share amounts)	Q3 - 2020	Q3 - 2019	Variation in %	NINE MONTHS 2020	NINE MONTHS 2019	Variation in %
Revenues	**$587.4**	**$728.9**	**(19.4) %**	**$1,918.3**	**$2,247.9**	**(14.7) %**
Operating earnings before depreciation and amortization (2)	**130.1**	**107.2**	**21.4**	**323.1**	**304.6**	**6.1**
Adjusted operating earnings before depreciation and amortization (1) (2)	**139.3**	**112.9**	**23.4**	**352.6**	**336.7**	**4.7**
Operating earnings (2)	**75.3**	**56.6**	**33.0**	**160.2**	**153.3**	**4.5**
Adjusted operating earnings (1) (2)	**102.1**	**80.9**	**26.2**	**242.7**	**241.2**	**0.6**
Net earnings attributable to shareholders of the Corporation (2)	**48.3**	**3.4**	**n/a**	**80.4**	**53.8**	**49.4**
Net earnings attributable to shareholders of the Corporation per share (2)	**0.56**	**0.04**	**n/a**	**0.93**	**0.62**	**50.0**
Adjusted net earnings attributable to shareholders of the Corporation (1) (2)	**68.2**	**52.2**	**30.7**	**154.6**	**150.3**	**2.9**
Adjusted net earnings attributable to shareholders of the Corporation per share (1) (2)	**0.78**	**0.60**	**30.0**	**1.77**	**1.72**	**2.9**

(1) Please refer to the section entitled "Reconciliation of Non-IFRS Financial Measures" in this press release for adjusted data presented above.
(2) The results for the current period reflect the impact of the adoption of the new IFRS 16 accounting standard, which applies to the Corporation for its fiscal year beginning October 28, 2019. The Corporation adopted the new standard using the modified retrospective transition method, whereby the cumulative impact of initial application has been reflected in opening retained earnings as at October 28, 2019, without restatement of comparative figures. Consequently, data might not be comparable. Please refer to Note 2 to the unaudited condensed interim consolidated financial statements for more information on the adoption of the new standard and Table #2 in the Management's Discussion and Analysis.

2020 Third Quarter Results

Revenues decreased by $141.5 million, or 19.4%, from $728.9 million in the third quarter of 2019 to $587.4 million in the corresponding period of 2020. This decrease is largely attributable to lower volume in the Printing Sector, mostly due to the impact of the COVID-19 pandemic, and to the impact of the disposal of our paper packaging operations ($67.4 million), which were sold at the end of the first quarter of 2020. The sale of the specialty media assets and event planning activities also contributed to this decrease. The Packaging Sector, benefiting from a significant increase in volume in several segments supporting the retail supply chain for food and everyday consumer products, and despite the impact on revenues of lower raw material costs, generated solid organic growth of $6.7 million.

Operating earnings increased by $18.7 million, or 33.0%, from $56.6 million in the third quarter of 2019 to $75.3 million in the third quarter of 2020. Adjusted operating earnings increased by $21.2 million, or 26.2%, from $80.9 million to $102.1 million. These increases are attributable to higher volume and the realization of synergies and operational efficiency initiatives in the Packaging Sector, combined with the cost reduction measures taken by the Corporation as well as the Canada Emergency Wage Subsidy, mainly in the Printing Sector. These items were partially offset by lower volume in the Printing Sector, mainly as a result of the COVID-19 pandemic.

In the Packaging Sector, adjusted operating earnings increased by $11.5 million, from $34.1 million in the third quarter of 2019 to $45.6 million in the third quarter of 2020. Excluding the impact of the disposal of the paper packaging operations, this increase would have been $14.5 million. It is attributable to higher volume and the realization of synergies and operational efficiency initiatives in the sector. Unlike the impact on revenues, the decrease in raw material costs had a positive impact on adjusted operating earnings as a result of the lag in price adjustment. The sector's adjusted operating earnings margin increased from 8.6% in the third quarter of 2019 to 13.1% in the third quarter of 2020.

In the Printing Sector, adjusted operating earnings increased by $7.7 million, or 16.4%, from $46.8 million in the third quarter of 2019 to $54.5 million in the third quarter of 2020. This increase is attributable to the cost reduction measures taken by the Corporation and to the Canada Emergency Wage Subsidy, partially offset by lower volume due to the impact of the COVID-19 pandemic. Excluding the subsidy, the adjusted operating earnings margin remained relatively stable, despite a significant decrease in revenues, mostly as a result of cost reduction initiatives taken by the Corporation.

Net earnings attributable to shareholders of the Corporation increased by $44.9 million, from $3.4 million in the third quarter of 2019 to $48.3 million in the third quarter of 2020. This increase is attributable to operational performance as well as a decrease in income taxes relative to an income tax expense of $30.2 million in 2019 resulting from the retroactive application of a new directive as part of the U.S. tax reform. On a per share basis, net earnings attributable to shareholders of the Corporation went from $0.04 to $0.56.

Adjusted net earnings attributable to shareholders of the Corporation increased by $16.0 million, or 30.7%, from $52.2 million in the third quarter of 2019 to $68.2 million in the third quarter of 2020. This increase is mostly attributable to higher adjusted operating earnings, combined with a decrease in net financial expenses resulting from a reduction in net indebtedness and a lower weighted average interest rate, partially offset by the increase in adjusted income taxes stemming from higher earnings before taxes. On a per share basis, adjusted net earnings attributable to shareholders of the Corporation went from $0.60 to $0.78.

2020 First Nine Months Results

Revenues decreased by $329.6 million, or 14.7%, from $2,247.9 million in the first nine months of 2019 to $1,918.3 million in the corresponding period of 2020. This decrease is largely due to lower volume in the Printing Sector, which has been severely affected by the COVID-19 pandemic. The disposal of our paper packaging operations, sold at the end of the first quarter of 2020, as well as the sale of the specialty media assets and event planning activities in 2019 also contributed to the decrease. As for the organic decline in the Packaging Sector, it is attributable to the decrease in raw material costs and the organic decline in the paper packaging operations before their disposal in January 2020. Excluding these items, the Packaging Sector would have generated positive organic growth for the first nine months of 2020.

Operating earnings increased by $6.9 million, or 4.5%, from $153.3 million in the first nine months of 2019 to $160.2 million in the corresponding period of 2020. This increase is mostly explained by the realization of synergies and operational efficiency initiatives in the Packaging Sector, combined with cost reduction measures taken by the Corporation, in addition to its operational efficiency initiatives and the Canada Emergency Wage Subsidy, mostly in the Printing Sector. These items were partially offset by lower volume in the Printing Sector, mainly as a result of the COVID-19 pandemic. Adjusted operating earnings increased by $1.5 million, or 0.6%, from $241.2 million in the first nine months of 2019 to $242.7 million in the corresponding period of 2020.

Net earnings attributable to shareholders of the Corporation increased by $26.6 million, or 49.4%, from $53.8 million in the first nine months of 2019 to $80.4 million in the corresponding period of 2020. This increase is mainly attributable to the previously explained higher operating earnings as well as the decrease in net financial expenses and income taxes. On a per share basis, net earnings attributable to shareholders of the Corporation went from $0.62 to $0.93 due to the previously mentioned items.

Adjusted net earnings attributable to shareholders of the Corporation increased by $4.3 million, or 2.9%, from $150.3 million in the first nine months of 2019 to $154.6 million in the corresponding period of 2020. This increase is mostly attributable to a decrease in net financial expenses resulting from a reduction in net indebtedness and a lower weighted average interest rate. This increase was partially offset by higher adjusted income taxes due to the increase in earnings before income taxes and a higher tax rate stemming from the geographic distribution of earnings before income taxes. On a per share basis, adjusted net earnings attributable to shareholders of the Corporation went from $1.72 to $1.77.

For more detailed financial information, please see the *Management's Discussion and Analysis* for the third quarter ended July 26, 2020 as well as the financial statements in the "Investors" section of our website at www.tc.tc.

Outlook

In the Packaging Sector, the vast majority of our operations support the retail supply chain for food and everyday consumer products, which are experiencing an increase in volume due to the COVID-19 pandemic. The significant and rapid increase in the price of resin seen recently will have a negative impact on the sector's profitability in the fourth quarter. In addition, the disposal of our paper packaging operations, sold in January 2020, will continue to impact revenues and profitability. Despite these impacts, we continue to expect a slight increase in our profit margins, when compared to the prior fiscal year, as a result of our synergies and our operational efficiency initiatives.

In the Printing Sector, we expect that the organic decline will continue to affect several of our verticals, and that it will be amplified by the impact of the COVID-19 pandemic, which continues to impact several of our customers. Operational efficiency initiatives will continue to mitigate the impact of the volume decline on our operating earnings. In recent months, the gradual recovery in printing volume enabled us to recall close to 60% of the temporary laid-off employees. As a result of the recovery in printing volume and changes in the program's terms and conditions, amounts related to the Canada Emergency Wage Subsidy will significantly decrease in the fourth quarter. The Corporation will continue to adjust its capacity to continue generating significant cash flows and solid operating margins.

To conclude, despite the fact that the impact of the COVID-19 pandemic remains unpredictable, we expect to continue generating significant cash flows from all our activities. This will enable us to reduce our net indebtedness, while providing us with the desired flexibility to continue our transformation through strategic and targeted acquisitions.

Non-IFRS Financial Measures

In this document, unless otherwise indicated, all financial data are prepared in accordance with International Financial Reporting Standards (IFRS) and the term "dollar", as well as the symbol "$" designate Canadian dollars.

In addition, in this press release, we also use non-IFRS financial measures for which a complete definition is presented below and for which a reconciliation to financial information in accordance with IFRS is presented in the section entitled "Reconciliation of Non-IFRS Financial Measures" and in Note 3, "Segmented Information", to the interim condensed consolidated financial statements for the third quarter ended July 26, 2020.

Terms Used	Definitions
Adjusted revenues	Revenues before the accelerated recognition of deferred revenues (1)
Adjusted operating earnings before depreciation and amortization	Operating earnings before depreciation and amortization as well as the accelerated recognition of deferred revenues (1), restructuring and other costs (gains) and impairment of assets
Adjusted operating earnings margin before depreciation and amortization	Adjusted operating earnings before depreciation and amortization divided by adjusted revenues
Adjusted operating earnings	Operating earnings before the accelerated recognition of deferred revenues (1), restructuring and other costs (gains), impairment of assets, as well as amortization of intangible assets arising from business combinations
Adjusted operating earnings margin	Adjusted operating earnings divided by adjusted revenues
Adjusted income taxes	Income taxes before income taxes on the accelerated recognition of deferred revenues (1), restructuring and other costs (gains), impairment of assets, amortization of intangible assets arising from business combinations as well as the retroactive application of a new directive as part of the U.S. tax reform
Adjusted net earnings attributable to shareholders of the Corporation	Net earnings attributable to shareholders of the Corporation before the accelerated recognition of deferred revenues (1), restructuring and other costs (gains), impairment of assets, amortization of intangible assets arising from business combinations, net of related income taxes as well as the retroactive application of a new directive as part of the U.S. tax reform
Net indebtedness	Total of long-term debt, of current portion of long-term debt, of lease liabilities and of current portion of lease liabilities, less cash
Net indebtedness ratio	Net indebtedness divided by the last 12 months' adjusted operating earnings before depreciation and amortization

(1) Related to the agreements signed with The Hearst Corporation. Please refer to Note 31 to the annual consolidated financial statements for the year ended October 27, 2019.

Reconciliation of Non-IFRS Financial Measures

The financial information has been prepared in accordance with IFRS. However, financial measures used, namely adjusted revenues, adjusted operating earnings before depreciation and amortization, adjusted operating earnings, adjusted operating earnings margin, adjusted income taxes, adjusted net earnings attributable to shareholders of the Corporation, adjusted net earnings attributable to shareholders of the Corporation per share, net indebtedness and net indebtedness ratio, for which a reconciliation is presented in the following table, do not have any standardized meaning under IFRS and could be calculated differently by other companies. We believe that many of our readers analyze the financial performance of the Corporation's activities based on these non-IFRS financial measures as such measures may allow for easier comparisons between periods. These measures should be considered as a complement to financial performance measures in accordance with IFRS. They do not substitute and are not superior to them.

We also believe that adjusted revenues, adjusted operating earnings before depreciation and amortization, adjusted operating earnings and adjusted net earnings attributable to shareholders of the Corporation are useful indicators of the performance of our operations. Furthermore, management also uses some of these non-IFRS financial measures to assess the performance of its activities and managers.

Regarding net indebtedness and net indebtedness ratio, we believe that these indicators are useful to measure the Corporation's financial leverage and ability to meet its financial obligations and continue its transformation.

Reconciliation of operating earnings - Third quarter and cumulative

	Three months ended		Nine months ended	
(in millions of dollars)	**July 26, 2020**	July 28, 2019	**July 26, 2020**	July 28, 2019
Operating earnings	**$75.3**	$56.6	**$160.2**	$153.3
Restructuring and other costs	**9.2**	5.7	**29.5**	31.6
Amortization of intangible assets arising from business combinations (1)	**17.6**	18.6	**53.0**	55.8
Impairment of assets	**—**	—	**—**	0.5
Adjusted operating earnings	**$102.1**	$80.9	**$242.7**	$241.2
Depreciation and amortization (2)	**37.2**	32.0	**109.9**	95.5
Adjusted operating earnings before depreciation and amortization	**$139.3**	$112.9	**$352.6**	$336.7

(1) Intangible assets arising from business combinations include our customer relationships, trademarks and non-compete agreements.
(2) Depreciation and amortization excludes the amortization of intangible assets arising from business combinations.

Reconciliation of net earnings attributable to shareholders of the Corporation - Third quarter

	Three months ended			
	July 26, 2020		July 28, 2019	
(in millions of dollars, except per share amounts)	**Total**	**Per share**	Total	Per share
Net earnings attributable to shareholders of the Corporation	**$48.3**	**$0.56**	$3.4	$0.04
Restructuring and other costs, net of related income taxes	**6.6**	**0.07**	4.5	0.05
Amortization of intangible assets arising from business combinations, net of related income taxes (1)	**13.3**	**0.15**	14.1	0.16
Impact of the U.S. tax reform on deferred taxes	**—**	**—**	30.2	0.35
Adjusted net earnings attributable to shareholders of the Corporation	**$68.2**	**$0.78**	$52.2	$0.60

(1) Intangible assets arising from business combinations include our customer relationships, trademarks and non-compete agreements.

Reconciliation of net earnings attributable to shareholders of the Corporation - Cumulative

	Nine months ended			
	July 26, 2020		July 28, 2019	
(in millions of dollars, except per share amounts)	**Total**	**Per share**	Total	Per share
Net earnings attributable to shareholders of the Corporation	**$80.4**	**$0.93**	$53.8	$0.62
Restructuring and other costs, net of related income taxes	**34.2**	**0.39**	23.8	0.27
Amortization of intangible assets arising from business combinations, net of related income taxes (1)	**40.0**	**0.45**	42.1	0.48
Impact of the U.S. tax reform on deferred taxes	**—**	**—**	30.2	0.35
Impairment of assets, net of related income taxes	**—**	**—**	0.4	—
Adjusted net earnings attributable to shareholders of the Corporation	**$154.6**	**$1.77**	$150.3	$1.72

(1) Intangible assets arising from business combinations include our customer relationships, trademarks and non-compete agreements.

Reconciliation of net indebtedness

(in millions of dollars, except ratios)	As at July 26, 2020	As at October 27, 2019
Long-term debt	**$805.2**	$1,381.9
Current portion of long-term debt	**234.9**	1.2
Lease liabilities (1)	**111.2**	—
Current portion of lease liabilities (1)	**22.2**	—
Cash	**(197.3)**	(213.7)
Net indebtedness (1)	**$976.2**	$1,169.4
Adjusted operating earnings before depreciation and amortization (last 12 months) (1)	**$491.7**	$475.8
Net indebtedness ratio (1)	**2.0 x**	2.5 x

(1) The results for the current period reflect the impact of the adoption of the new IFRS 16 accounting standard, which applies to the Corporation for its fiscal year beginning October 28, 2019. The Corporation adopted the new standard using the modified retrospective transition method, whereby the cumulative impact of initial application has been reflected in opening retained earnings as at October 28, 2019, without restatement of comparative figures. Consequently, data might not be comparable. Please refer to Note 2 to the unaudited condensed interim consolidated financial statements for more information on the adoption of the new standard and Table #2 of the *Management's Discussion and Analysis* for the third quarter ended July 26, 2020.

Dividend

The Corporation's Board of Directors declared a quarterly dividend of $0.225 per share on Class A Subordinate Voting Shares and Class B Shares. This dividend is payable on October 19, 2020 to shareholders of record at the close of business on October 2, 2020.

Normal Course Issuer Bid

In February 2020, the Corporation received approval from the Toronto Stock Exchange to amend its normal course issuer bid ("NCIB") in order to increase the maximum number of Class A Subordinate Voting Shares that may be repurchased from 1,000,000 Class A Subordinate Voting Shares, representing approximately 1.36% of the 73,360,754 issued and outstanding Class A Subordinate Voting Shares as of September 18, 2019 (the "reference date"), to 2,000,000 Class A Subordinate Voting Shares, representing approximately 2.73% of the 73,360,754 issued and outstanding Class A Subordinate Voting Shares on the reference date. No other terms of the NCIB have been amended.

Purchases under the NCIB, which began on October 1, 2019 and will end no later than September 30, 2020, will be made through the facilities of the Toronto Stock Exchange and/or alternative Canadian trading systems in accordance with its requirements. Under its current NCIB, as of August 31, 2020, the Corporation had repurchased 450,450 of its Class A Subordinate Voting Shares at a weighted average price of $15.70 per share, for a total cash consideration of $7.1 million (no change since February 14, 2020).

Additional information

Conference Call

Upon releasing its 2020 third quarter results, the Corporation will hold a conference call for the financial community today at 4:15 p.m. The dial-in numbers are 1 647 788-4922 or 1 877 223-4471. Media may hear the call in listen-only mode or tune in to the simultaneous audio broadcast on the Corporation's website, which will then be archived for 30 days. For media requests or interviews, please contact Nathalie St-Jean, Senior Advisor, Corporate Communications of TC Transcontinental, at 514 954-3581.

Profile

TC Transcontinental is a leader in flexible packaging in North America, and Canada's largest printer. The Corporation is also positioned as the leading Canadian French-language educational publishing group. For over 40 years, TC Transcontinental's mission has been to create quality products and services that allow businesses to attract, reach and retain their target customers.

Respect, teamwork, performance and innovation are the strong values held by the Corporation and its employees. TC Transcontinental's commitment to its stakeholders is to pursue its business activities in a responsible manner.

Transcontinental Inc. (TSX: TCL.A TCL.B), known as TC Transcontinental, has approximately 8,500 employees, the majority of which are based in Canada, the United States and Latin America. TC Transcontinental had revenues of more than C$3.0 billion for the fiscal year ended October 27, 2019. For more information, visit TC Transcontinental's website at www.tc.tc.

Forward-looking Statements

Our public communications often contain oral or written forward-looking statements which are based on the expectations of management and inherently subject to a certain number of risks and uncertainties, known and unknown. By their very nature, forward-looking statements are derived from both general and specific assumptions. The Corporation cautions against undue reliance on such statements since actual results or events may differ materially from the expectations expressed or implied in them. Forward-looking statements may include observations concerning the Corporation's objectives, strategy, anticipated financial results and business outlook. The Corporation's future performance may also be affected by a number of factors, many of which are beyond the Corporation's will or control. These factors include, but are not limited to, the economic situation in the world, structural changes in the industries in which the Corporation operates, the exchange rate, availability of capital at a reasonable rate, bad debts from certain customers, import and export controls, raw materials and transportation costs, competition, the Corporation's ability to generate organic growth in its Packaging Sector, the Corporation's ability to identify and engage in strategic transactions and effectively integrate acquisitions into its activities without affecting its growth and its profitability, while achieving the expected synergies, the political and social environment as well as regulatory and legislative changes, in particular with regard to the environment or door-to-door distribution, changes in consumption habits related, in particular, to issues involving sustainable development and the use of certain products or services such as door-to-door distribution, the impact of digital product development and adoption on the demand for retailer-related services and other printed products, change in consumption habits or loss of a major customer, the impact of customer consolidation, the safety and quality of its packaging products used in the food industry, innovation of its offering, the protection of its intellectual property rights, concentration of its sales in certain segments, cybersecurity and data protection, the inability to maintain or improve operational efficiency and avoid disruptions that could affect its ability to meet deadlines, recruiting and retaining qualified personnel in certain geographic areas and industry sectors, taxation, interest rates, indebtedness level and the impact of the COVID-19 pandemic on its operations, facilities and financial results, change in consumption habits from consumers and changes in the operations and financial position of the Corporation's customers due to the pandemic and the effectiveness of plans and measures implemented in response thereto. The main risks, uncertainties and factors that could influence actual results are described in the *Management's Discussion and Analysis* for the year ended October 27, 2019 and in the latest *Annual Information Form*, and were updated in the *Management's Discussion and Analysis* for the second quarter ended April 26, 2020.

Unless otherwise indicated by the Corporation, forward-looking statements do not take into account the potential impact of non-recurring or other unusual items, nor of disposals, business combinations, mergers or acquisitions which may be announced or entered into after the date of September 9, 2020. The forward-looking statements in this press release are made pursuant to the "safe harbour" provisions of applicable Canadian securities legislation. The forward-looking statements in this release are based on current expectations and information available as at September 9, 2020. Such forward-looking information may also be found in other documents filed with Canadian securities regulators or in other communications. The Corporation's management disclaims any intention or obligation to update or revise these statements unless otherwise required by the securities authorities.

- 30 -

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MANAGEMENT’S DISCUSSION AND ANALYSIS

For the third quarter ended July 26, 2020

The purpose of this *Management's Discussion and Analysis* is to help the reader better understand the business, development strategy and future outlook of Transcontinental Inc., how we manage risk, as well as to analyze the Corporation's results and financial position for the third quarter ended July 26, 2020. It should be read in conjunction with the information in the unaudited condensed interim consolidated financial statements and the accompanying notes included in this report. Additional information relating to the Corporation, including its Annual Report and *Annual Information Form*, may also be obtained on SEDAR at www.sedar.com.

In this document, unless otherwise indicated, all financial data are prepared in accordance with International Financial Reporting Standards (IFRS) and the term "dollar", as well as the symbol "$" designate Canadian dollars.

In addition, in this *Management’s Discussion and Analysis*, we also use non-IFRS financial measures for which a complete definition is presented below and for which a reconciliation to financial information in accordance with IFRS is presented in Table #3 in the section entitled "Reconciliation of Non-IFRS Financial Measures" and in Note 3 "Segmented Information" to the unaudited condensed interim consolidated financial statements for the third quarter ended July 26, 2020. These measures should be considered as a complement to financial performance measures in accordance with IFRS. They do not substitute and are not superior to them.

Terms Used	Definitions
Adjusted revenues	Revenues before the accelerated recognition of deferred revenues (1)
Adjusted operating earnings before depreciation and amortization	Operating earnings before depreciation and amortization as well as the accelerated recognition of deferred revenues (1), restructuring and other costs (gains) and impairment of assets
Adjusted operating earnings margin before depreciation and amortization	Adjusted operating earnings before depreciation and amortization divided by adjusted revenues
Adjusted operating earnings	Operating earnings before the accelerated recognition of deferred revenues (1), restructuring and other costs (gains), impairment of assets, as well as amortization of intangible assets arising from business combinations
Adjusted operating earnings margin	Adjusted operating earnings divided by adjusted revenues
Adjusted income taxes	Income taxes before income taxes on the accelerated recognition of deferred revenues (1), restructuring and other costs (gains), impairment of assets, amortization of intangible assets arising from business combinations as well as the retroactive application of a new directive as part of the U.S. tax reform
Adjusted net earnings attributable to shareholders of the Corporation	Net earnings attributable to shareholders of the Corporation before the accelerated recognition of deferred revenues (1), restructuring and other costs (gains), impairment of assets, amortization of intangible assets arising from business combinations, net of related income taxes as well as the retroactive application of a new directive as part of the U.S. tax reform
Net indebtedness	Total of long-term debt, of current portion of long-term debt, of lease liabilities and of current portion of lease liabilities, less cash
Net indebtedness ratio	Net indebtedness divided by the last 12 months’ adjusted operating earnings before depreciation and amortization

(1) Related to the agreements signed with The Hearst Corporation. Please refer to Note 31 to the annual consolidated financial statements for the year ended October 27, 2019.

Finally, to facilitate the reading of this report, the terms "TC Transcontinental", "Transcontinental", "Corporation", "we", "our" and "us" all refer to Transcontinental Inc. together with its subsidiaries and joint ventures.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Our public communications often contain oral or written forward-looking statements which are based on the expectations of Management and inherently subject to a certain number of risks and uncertainties, known and unknown. By their very nature, forward-looking statements are derived from both general and specific assumptions. The Corporation cautions against undue reliance on such statements since actual results or events may differ materially from the expectations expressed or implied in them. These forward-looking statements include, among others, statements with respect to our medium-term objectives, our outlook, our strategies to achieve these objectives, as well as statements with respect to our beliefs, plans, expectations, anticipations, estimates and intentions. The words "may", "could", "should", "would", "assumptions", "strategy", "outlook", "believe", "plan", "anticipate", "estimate", "expect", "intend", "objective", the use of the future and conditional tenses, and words and expressions of similar nature are intended to identify forward-looking statements. Such forward-looking statements may also include observations concerning the Corporation's anticipated financial results and business outlooks and the economies in which it operates. The Corporation's future performance may also be affected by a number of factors, many of which are beyond its will or control. The main risks, uncertainties and factors that could influence actual results are described in the *Management's Discussion and Analysis* for the year ended October 27, 2019 and in the latest *Annual Information Form* and have been updated in the *Management's Discussion and Analysis* for the second quarter ended April 26, 2020.

Unless otherwise indicated by the Corporation, forward-looking statements do not take into account the potential impact of non-recurring or other unusual items, nor of disposals, business combinations, mergers or acquisitions which may be announced or concluded after the date of September 9, 2020.

These forward-looking statements are made pursuant to the "safe harbour" provisions of applicable Canadian securities legislation.

The forward-looking statements in this *Management's Discussion and Analysis* are based on current expectations and information available as at September 9, 2020. Such forward-looking statements may also be found in other documents filed with Canadian securities regulators or in other communications. The Corporation's Management disclaims any intention or obligation to update or revise these statements unless otherwise required by the securities authorities.

PROFILE OF TC TRANSCONTINENTAL

TC Transcontinental is a leader in flexible packaging in North America, and Canada’s largest printer. The Corporation is also positioned as the leading Canadian French-language educational publishing group. For over 40 years, TC Transcontinental's mission has been to create quality products and services that allow businesses to attract, reach and retain their target customers.

Respect, teamwork, performance and innovation are the strong values held by the Corporation and its employees. TC Transcontinental's commitment to its stakeholders is to pursue its business activities in a responsible manner.

Transcontinental Inc. (TSX: TCL.A TCL.B), known as TC Transcontinental, has approximately 8,500 employees, the majority of which are based in Canada, the United States and Latin America. TC Transcontinental had revenues of more than C$3.0 billion for the fiscal year ended October 27, 2019. For more information, visit TC Transcontinental's website at www.tc.tc.

HIGHLIGHTS - THIRD QUARTER

Table #1:

(in millions of dollars, except per share amounts)	**Q3 - 2020**	Q3 - 2019	Variation in $	Variation in %
Revenues	**$587.4**	$728.9	($141.5)	(19.4) %
Operating earnings before depreciation and amortization (2)	**130.1**	107.2	22.9	21.4
Adjusted operating earnings before depreciation and amortization (1) (2)	**139.3**	112.9	26.4	23.4
Operating earnings (2)	**75.3**	56.6	18.7	33.0
Adjusted operating earnings (1) (2)	**102.1**	80.9	21.2	26.2
Net earnings attributable to shareholders of the Corporation (2)	**48.3**	3.4	44.9	n/a
Net earnings attributable to shareholders of the Corporation per share (2)	**0.56**	0.04	0.52	n/a
Adjusted net earnings attributable to shareholders of the Corporation (1) (2)	**68.2**	52.2	16.0	30.7
Adjusted net earnings attributable to shareholders of the Corporation per share (1) (2)	**0.78**	0.60	0.18	30.0

(1) Please refer to Table #3 in the section entitled "Reconciliation of Non-IFRS Financial Measures" in this Management's Discussion and Analysis for adjusted data presented above.
(2) The results for the current period reflect the impact of the adoption of the new IFRS 16 accounting standard, which applies to the Corporation for its fiscal year beginning October 28, 2019. The Corporation adopted the new standard using the modified retrospective transition method, whereby the cumulative impact of initial application has been reflected in opening retained earnings as at October 28, 2019, without restatement of comparative figures. Consequently, data might not be comparable. Please refer to Note 2 to the unaudited condensed interim consolidated financial statements for more information on the adoption of the new standard and Table #2 of this report.

- Significantly improved profitability in the Packaging Sector and strictly controlled costs in the Printing Sector.
- Strengthened our measures to protect employee health and safety during the pandemic and maintained our financial support programs for employees who were temporarily laid off or on reduced work schedules.
- Revenues of $587.4 million; operating earnings of $75.3 million; and net earnings attributable to shareholders of the Corporation of $48.3 million ($0.56 per share).
- Adjusted operating earnings before depreciation and amortization of $139.3 million; adjusted operating earnings of $102.1 million; and adjusted net earnings attributable to shareholders of the Corporation of $68.2 million ($0.78 per share).
- Maintained solid financial health with an improved net indebtedness ratio of 2.0x (1.8x excluding the impact of IFRS 16), liquidities of $197.3 million and access to unused lines of credit of $433.5 million.
- Promising start in our flexible packaging recycling operations to help accelerate the transition to a circular economy for plastic.

PREAMBLE - IMPACT OF COVID-19

The COVID-19 pandemic is disrupting many sectors of the global economy. It affects supply chains and consumer behaviour across the world. The Corporation has rapidly implemented many measures to contribute responsibly to the global effort to halt the pandemic, protect the health of our employees and their families, and ensure the continuity of our operations to serve the needs of our customers.

In the Packaging Sector, which represents approximately half of our revenues, the vast majority of our operations support the retail supply chain for food and everyday consumer products, a sector experiencing strong demand since the beginning of the COVID-19 pandemic. While some of our other verticals are facing a decrease in volume due to the economic slowdown, the verticals supporting the retail supply chain for food and everyday consumer products are experiencing a higher demand.

In the Printing Sector, confinement measures announced by the various governments in Canada with respect to non-essential services resulted, in March 2020, in a significant temporary reduction in printing activities and approximately 1,600 temporary layoffs. During this period, TC Transcontinental continued, at the request of the governments, to serve its customers that are operating and delivering services identified as essential. Since then, the gradual recovery in volume and the Canada Emergency Wage Subsidy program have enabled us to recall several hundreds of employees.

As early as the beginning of March, the Corporation deployed its company-wide crisis management and communication plan. Since then, senior management has reviewed daily the development of the COVID-19 pandemic, undertaken new preventive actions and updated safety guidelines as needed. The Corporation is monitoring closely the developments of the COVID-19 pandemic and is acting quickly in response to government recommendations by adapting security measures as required.

IMPACT OF NEW ACCOUNTING STANDARD - IFRS 16 "LEASES"

As at October 28, 2019, the Corporation adopted IFRS 16 "Leases" ("IFRS 16"), which replaces IAS 17 "Leases" ("IAS 17") and IFRIC 4 "Determining Whether an Arrangement Contains a Lease" ("IFRIC 4"). This new standard brings most leases in the Statement of Financial Position while eliminating the previous classifications of finance leases and operating leases. Adopting IFRS 16 therefore gave rise to the gross-up of the Statement of Financial Position resulting from the recognition of right-of-use assets and liabilities representing the obligation to make lease payments.

The Corporation elected to adopt IFRS 16 using the modified retrospective transition method, whereby the cumulative impact of initial application is reflected in opening retained earnings as at October 28, 2019, without restatement of comparative figures. Consequently, corresponding figures for fiscal 2019 will continue to be reported under IAS 17 and the related IFRIC 4 interpretations. Please refer to Note 2 of the unaudited condensed interim consolidated financial statements for more information and to the following tables to quantify the impact of the adoption of this standard.

Table #2:

Application of IFRS 16 - Impact of the transition to IFRS 16 on the Consolidated Statement of Financial Position

(in millions of dollars)	**As at October 27, 2019 (1)**	Impact of the transition to IFRS 16	**Opening balance as at October 28, 2019**
	As reported		**Adjusted**
Current assets			
Prepaid expenses and other current assets	$20.0	($0.1)	$19.9
Property, plant and equipment	820.1	(4.8)	815.3
Right-of-use assets	—	113.8	113.8
	$840.1	**$108.9**	**$949.0**
Current liabilities			
Provisions	$14.1	($0.5)	$13.6
Current portion of lease liabilities	—	19.8	19.8
Long-term debt	1,381.9	(4.8)	1,377.1
Lease liabilities	—	115.4	115.4
Deferred taxes	120.2	(4.3)	115.9
Provisions	1.9	(1.3)	0.6
Other liabilities	129.2	(2.2)	127.0
	$1,647.3	**$122.1**	**$1,769.4**
Equity			
Retained earnings	$1,069.9	($13.2)	$1,056.7
	$1,069.9	**($13.2)**	**$1,056.7**

(1) Certain comparative figures have been reclassified to conform to the presentation adopted in the current year.

Application of IFRS 16 - Impact of the transition on the Consolidated Statements of Earnings

(in millions of dollars)	Three months ended July 26, 2020	Nine months ended July 26, 2020
Increase in adjusted operating earnings before depreciation and amortization		
Printing	$2.9	$8.0
Packaging	2.1	6.5
Other	0.9	2.7
Consolidated	**$5.9**	**$17.2**
Increase in net financial expenses	**$0.8**	**$2.5**
Increase in depreciation	**$5.0**	**$14.8**

RECONCILIATION OF NON-IFRS FINANCIAL MEASURES

(unaudited)

The financial information has been prepared in accordance with IFRS. However, financial measures used, namely adjusted revenues, adjusted operating earnings before depreciation and amortization, adjusted operating earnings margin before depreciation and amortization, adjusted operating earnings, adjusted operating earnings margin, adjusted income taxes, adjusted net earnings attributable to shareholders of the Corporation, adjusted net earnings attributable to shareholders of the Corporation per share, net indebtedness and the net indebtedness ratio, for which a reconciliation is presented in the following table, do not have any standardized meaning under IFRS and could be calculated differently by other companies. We believe that many of our readers analyze the financial performance of the Corporation's activities based on these non-IFRS financial measures as such measures may allow for easier comparisons between periods. These measures should be considered as a complement to financial performance measures in accordance with IFRS. They do not substitute and are not superior to them.

We also believe that adjusted revenues, adjusted operating earnings before depreciation and amortization, adjusted operating earnings and adjusted net earnings attributable to shareholders of the Corporation are useful indicators of the performance of our operations. Furthermore, management also uses some of these non-IFRS financial measures to assess the performance of its activities and managers.

Regarding net indebtedness and the net indebtedness ratio, we believe that these indicators are useful to measure the Corporation's financial leverage and ability to meet its financial obligations.

Table #3:

Reconciliation of operating earnings - Third quarter and cumulative

	Three months ended		Nine months ended	
(in millions of dollars)	**July 26, 2020**	July 28, 2019	**July 26, 2020**	July 28, 2019
Operating earnings	**$75.3**	$56.6	**$160.2**	$153.3
Restructuring and other costs	**9.2**	5.7	**29.5**	31.6
Amortization of intangible assets arising from business combinations (1)	**17.6**	18.6	**53.0**	55.8
Impairment of assets	**—**	—	**—**	0.5
Adjusted operating earnings	**$102.1**	$80.9	**$242.7**	$241.2
Depreciation and amortization (2)	**37.2**	32.0	**109.9**	95.5
Adjusted operating earnings before depreciation and amortization	**$139.3**	$112.9	**$352.6**	$336.7

(1) Intangible assets arising from business combinations include our customer relationships, trademarks and non-compete agreements.
(2) Depreciation and amortization excludes the amortization of intangible assets arising from business combinations.

Reconciliation of net earnings attributable to shareholders of the Corporation - Third quarter

	Three months ended			
	July 26, 2020		July 28, 2019	
(in millions of dollars, except per share amounts)	**Total**	**Per share**	Total	Per share
Net earnings attributable to shareholders of the Corporation	**$48.3**	**$0.56**	$3.4	$0.04
Restructuring and other costs, net of related income taxes	**6.6**	**0.07**	4.5	0.05
Amortization of intangible assets arising from business combinations, net of related income taxes (1)	**13.3**	**0.15**	14.1	0.16
Impact of the U.S. tax reform on deferred taxes	**—**	**—**	30.2	0.35
Adjusted net earnings attributable to shareholders of the Corporation	**$68.2**	**$0.78**	$52.2	$0.60

(1) Intangible assets arising from business combinations include our customer relationships, trademarks and non-compete agreements.

Reconciliation of net earnings attributable to shareholders of the Corporation - Cumulative

	Nine months ended			
	July 26, 2020		July 28, 2019	
(in millions of dollars, except per share amounts)	**Total**	**Per share**	Total	Per share
Net earnings attributable to shareholders of the Corporation	**$80.4**	**$0.93**	$53.8	$0.62
Restructuring and other costs, net of related income taxes	**34.2**	**0.39**	23.8	0.27
Amortization of intangible assets arising from business combinations, net of related income taxes (1)	**40.0**	**0.45**	42.1	0.48
Impact of the U.S. tax reform on deferred taxes	**—**	**—**	30.2	0.35
Impairment of assets, net of related income taxes	**—**	**—**	0.4	—
Adjusted net earnings attributable to shareholders of the Corporation	**$154.6**	**$1.77**	$150.3	$1.72

(1) Intangible assets arising from business combinations include our customer relationships, trademarks and non-compete agreements.

Reconciliation of net indebtedness

(in millions of dollars, except ratios)	**As at July 26, 2020**	As at October 27, 2019
Long-term debt	**$805.2**	$1,381.9
Current portion of long-term debt	**234.9**	1.2
Lease liabilities (1)	**111.2**	—
Current portion of lease liabilities (1)	**22.2**	—
Cash	**(197.3)**	(213.7)
Net indebtedness (1)	**$976.2**	$1,169.4
Adjusted operating earnings before depreciation and amortization (last 12 months) (1)	**$491.7**	$475.8
Net indebtedness ratio (1)	**2.0 x**	2.5 x

(1) The results for the current period reflect the impact of the adoption of the new IFRS 16 accounting standard, which applies to the Corporation for its fiscal year beginning October 28, 2019. The Corporation adopted the new standard using the modified retrospective transition method, whereby the cumulative impact of initial application has been reflected in opening retained earnings as at October 28, 2019, without restatement of comparative figures. Consequently, data might not be comparable. Please refer to Note 2 to the unaudited condensed interim consolidated financial statements for more information on the adoption of the new standard and Table #2 of this report.

ANALYSIS OF CONSOLIDATED RESULTS - THIRD QUARTER

Revenues

Revenues decreased by $141.5 million, or 19.4%, from $728.9 million in the third quarter of 2019 to $587.4 million in the corresponding period in 2020. This decline is largely caused by lower volume in the Printing Sector, which is mainly due to the impact of the COVID-19 pandemic. The disposal of the paper packaging operations, which occurred at the end of the first quarter of 2020, as well as the sale of the specialty media assets and event planning activities in 2019 also contributed to this decrease. These items were partially mitigated by organic growth in the Packaging Sector. A more detailed analysis of revenues is presented in the section "Analysis of Sector Results - Third Quarter".

Operating and Other Expenses

Operating expenses decreased by $167.9 million, or 27.3%, in the third quarter of 2020 compared to the corresponding period in 2019. This decrease results from lower volume in the Printing Sector, the sale of paper packaging operations, measures taken by the Corporation to reduce costs and improve its operational efficiency and the Canada Emergency Wage Subsidy. The adoption of IFRS 16 had a favourable impact of $5.9 million.

Restructuring and other costs increased by $3.5 million, from an expense of $5.7 million in the third quarter of 2019 to an expense of $9.2 million in the third quarter of 2020. The variation is mainly explained by higher workforce reduction costs in the Printing Sector, mostly as a result of the closure of Transcontinental Qualimax (Gatineau) and Transcontinental de la Capitale (Québec City).

Depreciation and amortization increased by $4.2 million, from $50.6 million in the third quarter of 2019 to $54.8 million in the third quarter of 2020. This increase is mostly due to the adoption of IFRS 16, which had a $5.0 million impact, and the increase in capital expenditures in the Packaging Sector, partially mitigated by the impact of the disposal of the paper packaging operations.

Operating Earnings

Operating earnings increased by $18.7 million, or 33.0%, from $56.6 million in the third quarter of 2019 to $75.3 million in the third quarter of 2020. The increase in operating earnings results from higher volume in the Packaging Sector, measures taken by the Corporation to reduce costs and improve its operational efficiency and the Canada Emergency Wage Subsidy, mostly in the Printing Sector. These items were partially offset by lower volume in the Printing Sector, mainly as a result of the COVID-19 pandemic.

Adjusted operating earnings increased by $21.2 million, or 26.2%, from $80.9 million in the third quarter of 2019 to $102.1 million in the third quarter of 2020. A more detailed analysis of adjusted operating earnings is presented in the section "Analysis of Sector Results - Third Quarter".

Net Financial Expenses

Net financial expenses decreased by $5.3 million, from $16.3 million in the third quarter of 2019 to $11.0 million in the third quarter of 2020. This decrease is attributable to a reduction in net indebtedness and a lower weighted average interest rate, partially offset by an increase of $0.8 million related to the adoption of IFRS 16.

Income Taxes

Income taxes decreased by $20.9 million, from $36.9 million in the third quarter of 2019 to $16.0 million in the third quarter of 2020. This decrease is mainly attributable to an income tax expense of $30.2 million in 2019 resulting from the retroactive application of a new directive as part of the U.S. tax reform, offset by an increase in earnings before income taxes in the third quarter of 2020 compared to the corresponding period in 2019.

Adjusted income taxes increased by $10.5 million, from $12.4 million in the third quarter of 2019, for an effective tax rate of 19.2%, to $22.9 million in the third quarter of 2020, for an effective tax rate of 25.1%. The increase in adjusted income taxes is mostly due to the increase in earnings before income taxes, while the increase in tax rate is caused by the geographic distribution of earnings before income taxes.

Net Earnings Attributable to Shareholders of the Corporation

Net earnings attributable to shareholders of the Corporation increased by $44.9 million, from $3.4 million in the third quarter of 2019 to $48.3 million in the third quarter of 2020. This increase is attributable to the operating performance and the decrease in income taxes related to the 2019 U.S. tax reform. On a per share basis, net earnings attributable to shareholders of the Corporation went from $0.04 to $0.56 respectively.

Adjusted net earnings attributable to shareholders of the Corporation increased by $16.0 million, or 30.7%, from $52.2 million in the third quarter of 2019 to $68.2 million in the third quarter of 2020. This increase is mostly due to higher adjusted operating earnings and the decrease in net financial expenses, partially offset by the increase in adjusted income taxes. On a per share basis, adjusted net earnings attributable to shareholders of the Corporation went from $0.60 to $0.78 respectively.

ANALYSIS OF CONSOLIDATED RESULTS - CUMULATIVE

Revenues

Revenues decreased by $329.6 million, or 14.7%, from $2,247.9 million in the first nine months of 2019 to $1,918.3 million in the corresponding period in 2020. This decline is largely due to lower volume in the Printing Sector, which has been severely impacted by the COVID-19 pandemic since April 2020. The disposal of the paper packaging operations, which occurred at the end of the first quarter of 2020, as well as the sale of the specialty media assets and event planning activities in 2019 also contributed to this decrease. A more detailed analysis of revenues is presented in the "Analysis of Sector Results - Cumulative" section.

Operating and Other Expenses

Operating expenses decreased by $345.5 million in the first nine months of 2020, or 18.1%, compared to the corresponding period in 2019. This decrease results from lower volume in the Printing Sector, the sale of paper packaging operations, measures taken by the Corporation to reduce costs and improve its operational efficiency and the Canada Emergency Wage Subsidy. The adoption of IFRS 16 had a favourable impact of $17.2 million.

Restructuring and other costs decreased by $2.1 million, from an expense of $31.6 million in the first nine months of 2019 to an expense of $29.5 million in the corresponding period in 2020. The variation is mainly explained by higher workforce reduction costs in 2019, mostly in the Printing Sector, as a result of the closure of Transcontinental Brampton, in Ontario.

Depreciation and amortization increased by $11.6 million, from $151.3 million in the first nine months of 2019 to $162.9 million in the corresponding period in 2020. This increase is mostly due to the adoption of IFRS 16, which had a $14.8 million impact, and the increase in capital expenditures in the Packaging Sector, partially mitigated by the impact of the disposal of the paper packaging operations.

Operating Earnings

Operating earnings increased by $6.9 million, or 4.5%, from $153.3 million in the first nine months of 2019 to $160.2 million in the corresponding period in 2020. The increase in operating earnings results from the realization of synergies and operational efficiency initiatives in the Packaging Sector, combined with cost reduction measures taken by the Corporation and the Canada Emergency Wage Subsidy, mostly in the Printing Sector. These items were partially offset by lower volume in the Printing Sector, mainly as a result of the COVID-19 pandemic.

Adjusted operating earnings increased by $1.5 million, or 0.6%, from $241.2 million in the first nine months of 2019 to $242.7 million in the corresponding period in 2020. A more detailed analysis of adjusted operating earnings is presented in the "Analysis of Sector Results - Cumulative" section.

Net Financial Expenses

Net financial expenses decreased by $13.5 million, from $50.2 million in the first nine months of 2019 to $36.7 million in the corresponding period in 2020. This decrease is attributable to a reduction in net indebtedness during the year and a lower weighted average interest rate, partially offset by an increase of $2.5 million related to the adoption of IFRS 16.

Income Taxes

Income taxes decreased by $6.4 million, from $49.3 million in the first nine months of 2019 to $42.9 million in the corresponding period in 2020. This decrease is mainly attributable to an income tax expense of $30.2 million in 2019 resulting from the retroactive application of a new directive as part of the U.S. tax reform, mitigated by the income tax expense recorded on the taxable income (on a tax basis) generated by the sale of the paper packaging operations in January 2020 for an amount of $11.7 million and the increase in earnings before income taxes in the first nine months of 2020.

Adjusted income taxes increased by $10.5 million, from $40.7 million in the first nine months of the 2019, for an effective tax rate of 21.3%, to $51.2 million in the corresponding period in 2020, for an effective tax rate of 24.9%. The increase in adjusted income taxes is mostly due to the increase in earnings before income taxes, while the increase in tax rate is caused by the geographic distribution of earnings before income taxes.

Net Earnings Attributable to Shareholders of the Corporation

Net earnings attributable to shareholders of the Corporation increased by $26.6 million, or 49.4%, from $53.8 million in the first nine months of 2019 to $80.4 million in the corresponding period in 2020. This increase is mainly attributable to the previously explained increase in operating earnings as well as the decrease in net financial expenses and income taxes. On a per share basis, net earnings went from $0.62 to $0.93 respectively, due to the above-mentioned items.

Adjusted net earnings attributable to shareholders of the Corporation increased by $4.3 million, or 2.9%, from $150.3 million in the first nine months of 2019 to $154.6 million in the corresponding period in 2020, mostly as a result of the decrease in net financial expenses, partially offset by the increase in adjusted income taxes. On a per share basis, adjusted net earnings attributable to shareholders of the Corporation went from $1.72 to $1.77 respectively.

ANALYSIS OF SECTOR RESULTS - THIRD QUARTER

(unaudited)

Table #4:

(in millions of dollars)	Packaging	Printing	Other	Consolidated results
Revenues - Third quarter of 2019	**$395.0**	**$310.5**	**$23.4**	**$728.9**
Acquisitions/disposals and closures	(63.7)	12.6	(6.3)	(57.4)
Existing operations				
Exchange rate effect	10.7	(0.2)	—	10.5
Organic growth (decline)	6.7	(99.1)	(2.2)	(94.6)
Revenues - Third quarter of 2020	**$348.7**	**$223.8**	**$14.9**	**$587.4**
Adjusted operating earnings (1) - Third quarter of 2019	**$34.1**	**$46.8**	**$—**	**$80.9**
Acquisitions/disposals and closures	(3.0)	1.5	0.2	(1.3)
Existing operations				
IFRS 16	—	0.6	0.3	0.9
Exchange rate effect	2.0	(0.6)	0.1	1.5
Stock-based compensation	—	—	(2.1)	(2.1)
Organic growth (decline)	12.5	6.2	3.5	22.2
Adjusted operating earnings (1) - Third quarter of 2020	**$45.6**	**$54.5**	**$2.0**	**$102.1**

(1) Please refer to Table #3 in the section entitled "Reconciliation of Non-IFRS Financial Measures" in this Management's Discussion and Analysis for adjusted data presented above.

Packaging Sector

Packaging Sector revenues decreased by $46.3 million, or 11.7%, from $395.0 million in the third quarter of 2019 to $348.7 million in the third quarter of 2020. This decrease is mostly due to the sale of the paper packaging operations in January 2020, which had an unfavourable effect of $67.4 million, while the acquisition of Trilex contributed additional revenues of $3.7 million. The favourable exchange rate effect also had a positive impact on revenues. The organic growth of $6.7 million results from a significant increase in volume in several segments supporting the retail supply chain for food and everyday consumer products. However, the decrease in raw material costs had a negative impact on organic growth.

Adjusted operating earnings increased by $11.5 million, from $34.1 million in the third quarter of 2019 to $45.6 million in the third quarter of 2020. This increase is attributable to higher volume, the realization of synergies and operational efficiency initiatives in the sector. Unlike the impact on revenues, the decrease in raw material costs had a positive impact on adjusted operating earnings as a result of the lag in price adjustment. This improvement in adjusted operating earnings was partially offset by the disposal of the paper packaging operations. As a result of the above-mentioned items, the sector's adjusted operating earnings margin went from 8.6% in the third quarter of 2019 to 13.1% in the third quarter of 2020.

Printing Sector

Printing Sector revenues decreased by $86.7 million, or 27.9%, from $310.5 million in the third quarter of 2019 to $223.8 million in the third quarter of 2020. The organic decline of $99.1 million is mostly explained by a decrease in volume caused by the economic disruptions resulting from the COVID-19 pandemic, which curtailed printing activities in most of the segments. The acquisitions of Holland & Crosby Limited and Artisan Complete Limited contributed positively to revenues.

Adjusted operating earnings increased by $7.7 million, or 16.4%, from $46.8 million in the third quarter of 2019 to $54.5 million in the third quarter of 2020. The increase is attributable to measures taken by the Corporation to reduce costs and improve its operational efficiency and the Canada Emergency Wage Subsidy, partially offset by lower volume caused by the COVID-19 pandemic. The sector's adjusted operating earnings margin therefore increased from 15.1% in the third quarter of 2019 to 24.4% in the third quarter of 2020. Excluding the subsidy, the adjusted operating earnings margin remained relatively stable despite a significant decrease in revenues, mostly as a result of cost reduction initiatives undertaken by the Corporation.

Other

Revenues decreased by $8.5 million, from $23.4 million in the third quarter of 2019 to $14.9 million in the third quarter of 2020. This decrease is mostly due to the sale of the specialty media assets and event planning activities.

Adjusted operating earnings increased by $2.0 million. This increase is attributable to the good performance of the Media Sector, cost reduction initiatives at head office and the Canada Emergency Wage Subsidy. These items were partially offset by the stock-based compensation expense. With respect to that expense, in the second quarter of 2020, the Corporation entered into a total return swap to hedge the market risk related to the variation in share price and its impact on stock-based compensation. The unfavourable change is therefore due to a gain in the third quarter of 2019 resulting from the decrease in the share price.

ANALYSIS OF SECTOR RESULTS - CUMULATIVE

(unaudited)

Table #5:

(in millions of dollars)	Packaging	Printing	Other	Consolidated results
Revenues - Nine months ended July 28, 2019	**$1,209.1**	**$980.8**	**$58.0**	**$2,247.9**
Acquisitions/disposals and closures	(130.3)	33.3	(24.2)	(121.2)
Existing operations				
Exchange rate effect	15.1	—	—	15.1
Organic growth (decline)	(19.4)	(199.5)	(4.6)	(223.5)
Revenues - Nine months ended July 26, 2020	**$1,074.5**	**$814.6**	**$29.2**	**$1,918.3**
Adjusted operating earnings (1) - Nine months ended July 28, 2019	**$97.4**	**$152.9**	**($9.1)**	**$241.2**
Acquisitions/disposals and closures	(5.2)	1.0	(3.0)	(7.2)
Existing operations				
IFRS 16	0.2	1.3	0.9	2.4
Exchange rate effect	2.9	(0.4)	—	2.5
Stock-based compensation	—	—	(6.1)	(6.1)
Organic growth (decline)	16.1	(9.1)	2.9	9.9
Adjusted operating earnings (1) - Nine months ended July 26, 2020	**$111.4**	**$145.7**	**($14.4)**	**$242.7**

(1) Please refer to Table #3 in the section entitled "Reconciliation of Non-IFRS Financial Measures" in this Management's Discussion and Analysis for adjusted data presented above.

Packaging Sector

Packaging Sector revenues decreased by $134.6 million, from $1,209.1 million in the first nine months of 2019 to $1,074.5 million in the corresponding period in 2020. This decrease is mostly due to the sale of the paper packaging operations in January 2020, which was partially mitigated by the acquisition of Trilex and the favourable exchange rate effect. The organic decline is explained by the decrease in raw material costs and the organic decline of the paper packaging operations before their disposal. These items were partially mitigated by an increase in volume in operations supporting the retail supply chain for food and everyday consumer products.

Adjusted operating earnings increased by $14.0 million, from $97.4 million in the first nine months of 2019 to $111.4 million in the corresponding period in 2020. This increase is attributable to the realization of synergies and operational efficiency initiatives in the sector. Unlike the impact on revenues, the decrease in raw material costs had a positive impact on adjusted operating earnings as a result of the lag in price adjustment. This improvement in adjusted operating earnings was partially offset by the disposal of the paper packaging operations. As a result, the sector's adjusted operating earnings margin increased from 8.1% in the first nine months of 2019 to 10.4% in the corresponding period in 2020.

Printing Sector

Printing Sector revenues decreased by $166.2 million, from $980.8 million in the first nine months of 2019 to $814.6 million in the corresponding period in 2020. The organic decline of $199.5 million is mostly explained by a decrease in volume caused by the economic disruptions resulting from the COVID-19 pandemic, which has affected most of the segments since April 2020. For the period before April 2020, the segments were experiencing a decrease in volume that was less significant than the trends observed in 2019. The acquisitions of Holland & Crosby Limited and Artisan Complete Limited partially mitigated this significant decrease.

Adjusted operating earnings decreased by $7.2 million, from $152.9 million in the first nine months of 2019 to $145.7 million in the corresponding period in 2020. This decline is mostly due to the previously explained decrease in revenues. The operational efficiency initiatives undertaken at the beginning of the fiscal year kept adjusted operating earnings stable for the first five months. However, the decline in adjusted operating earnings has been more significant since the outset of the COVID-19 pandemic, which has greatly affected the sector since April 2020. New cost reduction initiatives combined with the eligibility for the Canada Emergency Wage Subsidy partially mitigated the decrease. The sector's adjusted operating earnings margin went from 15.6% in first nine months of 2019 to 17.9% in the corresponding period in 2020 due to the above-mentioned items.

Other

Revenues decreased by $28.8 million, from $58.0 million in the first nine months of 2019 to $29.2 million in the corresponding period in 2020. This decrease is mostly due to the impact of the sale of the specialty media assets and event planning activities.

Adjusted operating earnings decreased by $5.3 million, from $(9.1) million in the first nine months of 2019 to $(14.4) million in the corresponding period in 2020, mainly as a result of the stock-based compensation expense and the sale of the specialty media assets and event planning activities, partially mitigated by the good performance of the Media Sector, cost reduction initiatives at head office and the Canada Emergency Wage Subsidy.

SUMMARY OF QUARTERLY RESULTS

(unaudited)

Table #6 summarizes selected consolidated financial information derived from the Corporation's unaudited condensed interim consolidated financial statements and some non-IFRS financial measures for each of the last eight quarters.

Table #6:

	2020			2019				2018
(in millions of dollars, except per share amounts)	**Q3**	Q2	Q1	Q4	**Q3**	Q2	Q1	Q4
Revenues	**$587.4**	$625.1	$705.8	$790.9	**$728.9**	$767.4	$751.6	$829.2
Adjusted revenues (1)	**587.4**	625.1	705.8	779.2	**728.9**	767.4	751.6	829.2
Operating earnings before depreciation and amortization (2)	**130.1**	97.3	95.7	206.9	**107.2**	93.7	103.7	153.6
Adjusted operating earnings before depreciation and amortization (1) (2)	**139.3**	104.3	109.0	139.1	**112.9**	115.7	108.1	162.2
Adjusted operating earnings margin before depreciation and amortization (1) (2)	**23.7 %**	16.7 %	15.4 %	17.6 %	**15.5 %**	15.1 %	14.4 %	19.6 %
Operating earnings(2)	**$75.3**	$44.1	$40.8	$156.2	**$56.6**	$43.1	$53.6	$105.5
Adjusted operating earnings (1) (2)	**102.1**	68.5	72.1	106.8	**80.9**	83.6	76.7	131.6
Adjusted operating earnings margin (1) (2)	**17.4 %**	11.0 %	10.2 %	13.5 %	**11.1 %**	10.9 %	10.2 %	15.9 %
Net earnings attributable to shareholders of the Corporation (2)	**$48.3**	$25.7	$6.4	$112.3	**$3.4**	$22.3	$28.1	$67.0
Net earnings attributable to shareholders of the Corporation per share (2)	**0.56**	0.30	0.07	1.28	**0.04**	0.26	0.32	0.76
Adjusted net earnings attributable to shareholders of the Corporation (1) (2)	**68.2**	43.6	42.8	69.9	**52.2**	52.6	45.5	87.0
Adjusted net earnings attributable to shareholders of the Corporation per share (1) (2)	**0.78**	0.50	0.49	0.80	**0.60**	0.60	0.52	0.99
% of fiscal year	**— %**	— %	— %	31 %	**24 %**	24 %	21 %	35 %

(1) Please refer to Table #3 in the section entitled "Reconciliation of Non-IFRS Financial Measures" in this Management's Discussion and Analysis for adjusted data presented above.
(2) The results for the current period reflect the impact of the adoption of the new IFRS 16 accounting standard, which applies to the Corporation for its fiscal year beginning October 28, 2019. The Corporation adopted the new standard using the modified retrospective transition method, whereby the cumulative impact of initial application has been reflected in opening retained earnings as at October 28, 2019, without restatement of comparative figures. Consequently, data might not be comparable. Please refer to Note 2 to the unaudited condensed interim consolidated financial statements for more information on the adoption of the new standard and Table #2 of this report.

The variability of financial information for interim periods is influenced by many factors, such as:

- The impact of acquisitions, disposals and closures completed in line with our transformation;
- The exchange rate effect;
- The interest rates;
- The impact of the change in the share price on the stock-based compensation expense;
- The impact of adjusting items presented in Table #3, "Reconciliation of Non-IFRS Financial Measures".

Excluding the impact of the above-mentioned items, we can note a decrease in revenues and in operating earnings margin as a result of the decline in the Printing Sector, a higher margin sector, and the greater proportion of consolidated results represented by the Packaging Sector.

FINANCIAL POSITION, LIQUIDITY AND CAPITAL STRUCTURE
(unaudited)

Table #7:

	Three months ended	
(in millions of dollars)	**July 26, 2020**	July 28, 2019
Operating activities		
Cash flows generated by operating activities before changes in non-cash operating items and income taxes paid	**$133.6**	$109.8
Changes in non-cash operating items	**8.0**	(6.2)
Income taxes recovered (paid)	**5.0**	(13.4)
Cash flows from operating activities	**$146.6**	$90.2
Investing activities		
Acquisitions of property, plant and equipment	**($13.6)**	($20.1)
Increase in intangible assets	**(4.3)**	(6.0)
Cash flows from investing activities	**($17.9)**	($26.1)
Financing activities		
Increase in long-term debt, net of issuance costs	**$—**	$300.0
Reimbursement of long-term debt	**(0.1)**	(250.0)
Net decrease in credit facility	**—**	(91.3)
Financial expenses on long-term debt	**(8.4)**	(17.5)
Repayment of principal on lease liabilities	**(5.5)**	—
Interest on lease liabilities	**(0.8)**	—
Dividends	**(19.6)**	(19.2)
Cash flows from financing activities	**($34.4)**	($78.0)
Effect of exchange rate changes on cash denominated in foreign currencies	**($1.6)**	$—
Net change in cash	**$92.7**	($13.9)

Financial position	**As at July 26, 2020**	As at October 27, 2019
Net indebtedness (1) (2)	**$976.2**	$1,169.4
Net indebtedness ratio (1) (2)	**2.0 x**	2.5 x
Credit rating		
DBRS	**BBB (low)**	BBB (low)
Outlook	**Stable**	Stable
Standard and Poor's	**BBB-**	BBB-
Outlook	**Negative**	Negative

Consolidated Statements of Financial Position	**As at July 26, 2020**	As at October 27, 2019 (3)
Current assets (2)	**$927.9**	$1,068.8
Current liabilities (2)	**663.8**	457.4
Total assets (2)	**3,558.4**	3,781.8
Total liabilities (2)	**1,841.1**	2,090.6

(1) Please refer to Table #3 in the section entitled "Reconciliation of Non-IFRS Financial Measures" in this Management's Discussion and Analysis for adjusted data presented above.
(2) The results for the current period reflect the impact of the adoption of the new IFRS 16 accounting standard, which applies to the Corporation for its fiscal year beginning October 28, 2019. The Corporation adopted the new standard using the modified retrospective transition method, whereby the cumulative impact of initial application has been reflected in opening retained earnings as at October 28, 2019, without restatement of comparative figures. Consequently, data might not be comparable. Please refer to Note 2 to the condensed interim consolidated financial statements for more information on the adoption of the new standard and Table #2 of this report.
(3) Certain comparative figures have been reclassified to conform to the presentation adopted in the current year.

Cash Flows from Operating Activities

Cash flows from operating activities increased by $56.4 million, from $90.2 million in the third quarter of 2019 to $146.6 million in the third quarter of 2020. This increase is attributable to the increase in operating earnings, favourable timing differences in payables and the deferral of the payment of tax installments in Canada as a result of the COVID-19 pandemic.

Cash Flows from Investing Activities

Cash flows from investing activities went from a cash outflow of $26.1 million in the third quarter of 2019 to a cash outflow of $17.9 million in the third quarter of 2020. This variation is mostly explained by timing differences in investments in property, plant and equipment as a result of the COVID-19 pandemic.

Cash Flows from Financing Activities

Cash flows from financing activities went from a cash outflow of $78.0 million in the third quarter of 2019 to a cash outflow of $34.4 million in the third quarter of 2020. This variation is mostly explained by the repayment of a portion of the debt in the third quarter of 2019 and lower financial expenses in the third quarter of 2020.

Debt Instruments

On February 3, 2020, the Corporation repaid US$50.0 million ($66.4 million) on tranche A of the U.S. dollar term loans. On February 18, 2020, the Corporation repaid in full tranches G and H of Canadian dollar terms loans, each amounting to $150.0 million. As at July 26, 2020, no amount had been drawn on the credit facilities, and the unused amount under the credit facilities was $433.5 million.

Net indebtedness went from $1,169.4 million as at October 27, 2019 to $976.2 million as at July 26, 2020. This decrease is mostly explained by cash flows from operating activities and the sale of the paper packaging operations, which were partially offset by lease liabilities of $133.4 million due to the adoption of IFRS 16. Consequently, our net indebtedness ratio stood at 2.0x as at July 26, 2020 compared to 2.5x as at October 27, 2019. After normalizing for the effect of IFRS 16, the net indebtedness ratio is 1.8x as at July 26, 2020.

Share Capital

Table #8:

Shares Issued and Outstanding	As at July 26, 2020	As at August 31, 2020
Class A (Subordinate Voting Shares)	**73,049,344**	**73,049,344**
Class B (Multiple Voting Shares)	**13,975,826**	**13,975,826**
Total Class A and Class B	**87,025,170**	**87,025,170**

The Corporation had been authorized to repurchase, for cancellation on the open market, or subject to the approval of any securities authority by private agreements, between October 1, 2019 and September 30, 2020, or at an earlier date if the Corporation concludes or cancels the offer, up to 1,000,000 of its Class A Subordinate Voting Shares and up to 190,560 of its Class B Shares. The repurchases are made in the normal course of business at market prices through the Toronto Stock Exchange.

On February 27, 2020, the Corporation was authorized to modify its share repurchase program in order to increase the maximum number of Class A Subordinate Voting Shares it is allowed to repurchase from 1,000,000 Class A Subordinate Shares to 2,000,000 Class A Subordinate Voting Shares. All other terms and conditions of the repurchase program remain unchanged.

During the nine-month period ended July 26, 2020, the Corporation redeemed and cancelled 450,450 of its Class A Subordinate Voting Shares at a weighted average price of $15.70, for a total cash consideration of $7.1 million (no shares repurchased since February 14, 2020). The Corporation was under no obligation to repurchase its Class A Subordinate Voting Shares and Class B Shares as at July 26, 2020.

CHANGES IN ACCOUNTING STANDARDS

New accounting standards adopted during the fiscal year

As at October 28, 2019, the Corporation adopted IFRS 16 "Leases", which replaces IAS 17 "Leases" and IFRIC 4 "Determining Whether an Arrangement Contains a Lease". Adopting this new standard gave rise to a material gross-up of the Statement of Financial Position resulting from the recognition of right-of-use assets and offsetting liabilities representing the obligation to make lease payments.

At the opening of the period, as at October 28, 2019, the Corporation also adopted the amendments to IAS 19 "Employee Benefits" and IFRIC 23 "Uncertainty over Income Tax Treatments", which had no material impact on the unaudited condensed interim consolidated financial statements for the nine-month period ended July 26, 2020.

For more information, please refer to Note 2 to the unaudited condensed interim consolidated financial statements and the most recent annual consolidated financial statements.

INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control. The purpose of internal control over financial reporting ("ICFR") is to provide reasonable assurance regarding the reliability of the Corporation's financial reporting and the preparation of condensed interim consolidated financial statements in accordance with IFRS. Management certifies disclosures in annual and interim filings under Regulation 52-109 using the internal control framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

As at July 26, 2020, the Corporation's Management excluded Artisan Complete Limited from its evaluation of internal control over financial reporting, this exclusion is accepted by the Autorité des marchés financiers ("AMF") during the first year after the acquisition of a business, to give a corporation time to integrate the acquisition.

Artisan Complete Limited is a company specialized in the creation of engaging retail environments, point-of-purchase displays and large format printing that had 187 employees at the date of acquisition. Acquired on January 13, 2020, Artisan generated revenues of $19.2 million in the first nine months of 2020, or 1.0% of the Corporation's consolidated results.

Additional information about this acquisition is presented in Table #9.

Table #9:
(unaudited)

(in millions of dollars)	Artisan Complete Limited
Statement of financial position	**As at July 26, 2020**
Current assets	12.3
Non-current assets	9.8
Current liabilities	6.6
Non-current liabilities	6.8
Statement of earnings	**Nine months ended July 26, 2020**
Revenues	19.2
Operating earnings before depreciation and amortization	1.9
Operating earnings	0.6

During the third quarter ended July 26, 2020, except for the information provided above, no change that has materially affected or is reasonably likely to affect the ICFR was brought to the attention of Management, including the President and Chief Executive Officer and the Chief Financial Officer of the Corporation.

OUTLOOK

In the Packaging Sector, the vast majority of our operations support the retail supply chain for food and everyday consumer products, which are experiencing an increase in volume due to the COVID-19 pandemic. The significant and rapid increase in the price of resin seen recently will have a negative impact on the sector's profitability in the fourth quarter. In addition, the disposal of our paper packaging operations, sold in January 2020, will continue to impact revenues and profitability. Despite these impacts, we continue to expect a slight increase in our profit margins, when compared to the prior fiscal year, as a result of our synergies and our operational efficiency initiatives.

In the Printing Sector, we expect that the organic decline will continue to affect several of our verticals, and that it will be amplified by the impact of the COVID-19 pandemic, which continues to impact several of our customers. Operational efficiency initiatives will continue to mitigate the impact of the volume decline on our operating earnings. In recent months, the gradual recovery in printing volume enabled us to recall close to 60% of the temporary laid-off employees. As a result of the recovery in printing volume and changes in the program's terms and conditions, amounts related to the Canada Emergency Wage Subsidy will significantly decrease in the fourth quarter. The Corporation will continue to adjust its capacity to continue generating significant cash flows and solid operating margins.

To conclude, despite the fact that the impact of the COVID-19 pandemic remains unpredictable, we expect to continue generating significant cash flows from all our activities. This will enable us to reduce our net indebtedness, while providing us with the desired flexibility to continue our transformation through strategic and targeted acquisitions.

On behalf of Management,

(s) Donald LeCavalier
Chief Financial Officer

September 9, 2020

CONSOLIDATED STATEMENTS OF EARNINGS

Unaudited

(in millions of Canadian dollars, unless otherwise indicated and per share data)	Notes	Three months ended July 26, 2020	Three months ended July 28, 2019	Nine months ended July 26, 2020	Nine months ended July 28, 2019
Revenues	3	**$ 587.4**	$ 728.9	**$ 1,918.3**	$ 2,247.9
Operating expenses	5	**448.1**	616.0	**1,565.7**	1,911.2
Restructuring and other costs	6	**9.2**	5.7	**29.5**	31.6
Impairment of assets	7	**—**	—	**—**	0.5
Operating earnings before depreciation and amortization		**130.1**	107.2	**323.1**	304.6
Depreciation and amortization	8	**54.8**	50.6	**162.9**	151.3
Operating earnings		**75.3**	56.6	**160.2**	153.3
Net financial expenses	9	**11.0**	16.3	**36.7**	50.2
Earnings before income taxes		**64.3**	40.3	**123.5**	103.1
Income taxes	10	**16.0**	36.9	**42.9**	49.3
Net earnings		**48.3**	3.4	**80.6**	53.8
Non-controlling interest		**—**	—	**0.2**	—
Net earnings attributable to the shareholders of the Corporation		**$ 48.3**	$ 3.4	**$ 80.4**	$ 53.8
Net earnings per share - basic		**$ 0.56**	$ 0.04	**$ 0.93**	$ 0.62
Net earnings per share - diluted		**$ 0.56**	$ 0.04	**$ 0.93**	$ 0.62
Weighted average number of shares outstanding - basic (in millions)	14	**87.0**	87.3	**87.1**	87.3
Weighted average number of shares - diluted (in millions)	14	**87.0**	87.4	**87.1**	87.4

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

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

Unaudited

(in millions of Canadian dollars)	Notes	Three months ended July 26, 2020	Three months ended July 28, 2019	Nine months ended July 26, 2020	Nine months ended July 28, 2019
Net earnings		**$ 48.3**	$ 3.4	**$ 80.6**	$ 53.8
Other comprehensive income (loss)					
Items that will be reclassified to net earnings					
Net change related to cash flow hedges					
Net change in the fair value of designated derivatives - foreign exchange risk	16	**10.4**	3.1	**(0.7)**	0.4
Net change in the fair value of designated derivatives - interest rate risk	11 & 16	**1.5**	(7.4)	**(14.1)**	(12.0)
Reclassification of the net change in the fair value of designated derivatives recognized in net earnings during the period	16	**3.1**	(0.4)	**4.9**	(0.3)
Related income taxes		**4.0**	(2.5)	**(2.6)**	(3.2)
		11.0	(2.2)	**(7.3)**	(8.7)
Cumulative translation differences					
Net unrealized exchange gains (losses) on the translation of the financial statements of foreign operations	16	**(88.6)**	(27.3)	**46.5**	5.6
Net gains (losses) on hedge of the net investment in foreign operations	11	**47.0**	0.2	**(19.3)**	(0.8)
Related income taxes		**(1.0)**	—	**(2.7)**	(0.2)
		(40.6)	(27.1)	**29.9**	5.0
Items that will not be reclassified to net earnings					
Changes related to defined benefit plans					
Actuarial gains (losses) on defined benefit plans	16	**(16.9)**	0.5	**(1.4)**	(7.2)
Related income taxes		**(4.3)**	0.2	**(0.2)**	(2.0)
		(12.6)	0.3	**(1.2)**	(5.2)
Other comprehensive income (loss)	16	**(42.2)**	(29.0)	**21.4**	(8.9)
Comprehensive income (loss)		**$ 6.1**	$ (25.6)	**$ 102.0**	$ 44.9

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

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Unaudited

(in millions of Canadian dollars)	Notes	Share capital	Contributed surplus	Retained earnings	Accumulated other comprehensive income (loss)	Total	Non-controlling interest	Total equity
Balance as at October 27, 2019		**$ 641.9**	**$ 1.1**	**$ 1,069.9**	**$ (25.9)**	**$ 1,687.0**	**$ 4.2**	**$ 1,691.2**
Impact of the transition to IFRS 16	2	**—**	**—**	**(13.2)**	**—**	**(13.2)**	**—**	**(13.2)**
Balance as at October 27, 2019 - adjusted		**641.9**	**1.1**	**1,056.7**	**(25.9)**	**1,673.8**	**4.2**	**1,678.0**
Net earnings		**—**	**—**	**80.4**	**—**	**80.4**	**0.2**	**80.6**
Other comprehensive income		**—**	**—**	**—**	**21.4**	**21.4**	**—**	**21.4**
Shareholders' contributions and distributions to shareholders								
Share redemptions	13	**(3.8)**	**—**	**(3.3)**	**—**	**(7.1)**	**—**	**(7.1)**
Exercise of stock options	13	**1.9**	**(0.2)**	**—**	**—**	**1.7**	**—**	**1.7**
Dividends	13	**—**	**—**	**(58.3)**	**—**	**(58.3)**	**—**	**(58.3)**
Business combinations	4	**—**	**—**	**—**	**—**	**—**	**1.0**	**1.0**
Balance as at July 26, 2020		**$ 640.0**	**$ 0.9**	**$ 1,075.5**	**$ (4.5)**	**$ 1,711.9**	**$ 5.4**	**$ 1,717.3**
Balance as at October 28, 2018		$ 642.4	$ 1.1	$ 979.8	$ 10.8	$ 1,634.1	$ —	$ 1,634.1
Net earnings		—	—	53.8	—	53.8	—	53.8
Other comprehensive income (loss)		—	—	—	(8.9)	(8.9)	—	(8.9)
Shareholders' contributions and distributions to shareholders								
Dividends	13	—	—	(56.8)	—	(56.8)	—	(56.8)
Income taxes on share issuance costs	13	(0.5)	—	—	—	(0.5)	—	(0.5)
Balance as at July 28, 2019		$ 641.9	$ 1.1	$ 976.8	$ 1.9	$ 1,621.7	$ —	$ 1,621.7

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

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Unaudited

(in millions of Canadian dollars)	Notes	**As at July 26, 2020**	As at October 27, 2019 (1)
Current assets			
Cash		**$ 197.3**	$ 213.7
Accounts receivable		**409.2**	520.7
Income taxes receivable		**6.6**	10.2
Inventories		**291.3**	304.2
Prepaid expenses and other current assets		**23.5**	20.0
		927.9	1,068.8
Property, plant, equipment		**735.7**	820.1
Right-of-use assets		**113.0**	—
Intangible assets		**596.1**	686.2
Goodwill	7	**1,115.5**	1,145.3
Deferred taxes		**35.3**	27.2
Other assets		**34.9**	34.2
		$ 3,558.4	$ 3,781.8
Current liabilities			
Accounts payable and accrued liabilities		**$ 365.6**	$ 420.0
Provisions		**5.3**	14.1
Income taxes payable		**25.4**	12.8
Deferred revenues and deposits		**10.4**	9.3
Current portion of long-term debt	11	**234.9**	1.2
Current portion of lease liabilities		**22.2**	—
		663.8	457.4
Long-term debt	11	**805.2**	1,381.9
Lease liabilities		**111.2**	—
Deferred taxes		**124.9**	120.2
Provisions		**0.5**	1.9
Other liabilities	12	**135.5**	129.2
		1,841.1	2,090.6
Equity			
Share capital	13	**640.0**	641.9
Contributed surplus		**0.9**	1.1
Retained earnings		**1,075.5**	1,069.9
Accumulated other comprehensive income (loss)	16	**(4.5)**	(25.9)
Attributable to the shareholders of the Corporation		**1,711.9**	1,687.0
Non-controlling interests		**5.4**	4.2
		1,717.3	1,691.2
		$ 3,558.4	$ 3,781.8

(1) Certain comparative figures have been reclassified to conform to the presentation adopted in the current year.

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

CONSOLIDATED STATEMENTS OF CASH FLOWS

Unaudited

(in millions of Canadian dollars)	Notes	Three months ended July 26, 2020	Three months ended July 28, 2019	Nine months ended July 26, 2020	Nine months ended July 28, 2019
Operating activities					
Net earnings		**$ 48.3**	$ 3.4	**$ 80.6**	$ 53.8
Adjustments to reconcile net earnings and cash flows from operating activities:					
Impairment of assets	7	**—**	—	**—**	0.5
Depreciation and amortization	8	**60.1**	56.0	**178.9**	167.4
Financial expenses on long-term debt and lease liabilities	9	**10.3**	14.8	**37.0**	46.6
Net losses on disposal of assets		**0.4**	—	**2.3**	0.3
Net losses (gains) on business acquisitions and disposals	6	**(1.3)**	—	**3.1**	—
Income taxes	10	**16.0**	36.9	**42.9**	49.3
Net foreign exchange differences and other		**(0.2)**	(1.3)	**3.3**	0.2
Cash flows generated by operating activities before changes in non-cash operating items and income taxes paid		**133.6**	109.8	**348.1**	318.1
Changes in non-cash operating items		**8.0**	(6.2)	**(0.3)**	10.0
Income taxes recovered (paid)		**5.0**	(13.4)	**(22.8)**	(54.6)
Cash flows from operating activities		**146.6**	90.2	**325.0**	273.5
Investing activities					
Business combinations, net of acquired cash	4	**—**	—	**(7.7)**	—
Business disposals	4	**—**	—	**232.1**	—
Acquisitions of property, plant and equipment		**(13.6)**	(20.1)	**(63.8)**	(73.4)
Disposals of property, plant and equipment		**—**	—	**0.2**	—
Increase in intangible assets		**(4.3)**	(6.0)	**(13.6)**	(17.2)
Cash flows from investing activities		**(17.9)**	(26.1)	**147.2**	(90.6)
Financing activities					
Increase in long-term debt, net of issuance costs	11	**—**	300.0	**—**	300.0
Reimbursement of long-term debt	11	**(0.1)**	(250.0)	**(375.3)**	(250.0)
Net decrease in credit facility	11	**—**	(91.3)	**—**	(127.1)
Financial expenses on long-term debt	9 & 11	**(8.4)**	(17.5)	**(32.6)**	(49.1)
Repayment of principal on lease liabilities		**(5.5)**	—	**(16.1)**	—
Interest on lease liabilities		**(0.8)**	—	**(2.2)**	—
Exercise of stock options	13	**—**	—	**1.7**	—
Dividends	13	**(19.6)**	(19.2)	**(58.3)**	(56.8)
Share redemptions	13	**—**	—	**(7.1)**	—
Cash flows from financing activities		**(34.4)**	(78.0)	**(489.9)**	(183.0)
Effect of exchange rate changes on cash denominated in foreign currencies		**(1.6)**	—	**1.3**	1.1
Net change in cash		**92.7**	(13.9)	**(16.4)**	1.0
Cash at beginning of period		**104.6**	55.4	**213.7**	40.5
Cash at end of period		**$ 197.3**	$ 41.5	**$ 197.3**	$ 41.5
Non-cash investing activities					
Net change in capital asset acquisitions financed by accounts payable		**$ —**	$ (0.1)	**$ (1.0)**	$ 3.7

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

1 GENERAL INFORMATION

Transcontinental Inc. (the "Corporation") is incorporated under the Canada Business Corporations Act. Its Class A Subordinate Voting Shares and Class B Shares are traded on the Toronto Stock Exchange. The Corporation's head office is located at 1 Place Ville Marie, Suite 3240, Montreal, Quebec, Canada H3B 0G1.

The Corporation is a leader in flexible packaging in North America and Canada's largest printer. The Corporation mainly conducts business in Canada, the United States, Latin America, the United Kingdom, Australia and New Zealand in three separate sectors: the Packaging Sector, the Printing Sector and the Media Sector. The Corporation's main activities are described in Note 3 "Segmented Information".

The operating results for interim periods are not necessarily indicative of expected full-year results due to the seasonal nature of certain activities of the Corporation. Operating results are influenced by the advertising market, which is stronger in the fourth quarter.

The Corporation's Board of Directors approved these condensed interim consolidated financial statements on September 9, 2020.

2 SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation
These interim consolidated financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). In particular, these interim consolidated financial statements were prepared in accordance with IAS 34 "Interim Financial Reporting", and therefore, are condensed consolidated financial statements since they do not contain all disclosures required by IFRS for annual consolidated financial statements. These condensed interim consolidated financial statements should be read in conjunction with the audited annual consolidated financial statements for the year ended October 27, 2019, which include the significant accounting policies used by the Corporation, except for the new standards and accounting policies disclosed below.

The accounting policies adopted in these condensed interim consolidated financial statements are based on IFRS issued, in force and which were adopted by the Corporation as at July 26, 2020. Any subsequent changes to the accounting policies that will take effect in the Corporation's annual consolidated financial statements for the year ending October 25, 2020 or after could result in a restatement of these condensed interim consolidated financial statements.

New or amended accounting standards adopted

- **IFRS 16 "Leases"**
  As at October 28, 2019, the Corporation adopted IFRS 16 "Leases" ("IFRS 16"), which replaces IAS 17 "Leases" ("IAS 17") and IFRIC 4 "Determining Whether an Arrangement Contains a Lease" ("IFRIC 4"). This new standard brings most leases in the Statement of Financial Position while eliminating the previous classifications of finance leases and operating leases. Adopting IFRS 16 therefore gave rise to the gross-up of the Statement of Financial Position resulting from the recognition of right-of-use assets and liabilities representing the obligation to make lease payments.

  The Corporation elected to adopt IFRS 16 using the modified retrospective transition method, whereby the cumulative impact of initial application is reflected in opening retained earnings as at October 28, 2019, without restatement of comparative figures. Consequently, corresponding figures for fiscal 2019 will continue to be reported under IAS 17 and the related IFRIC 4 interpretations.

  Upon transition, the Corporation applied the following optional practical expedients permitted by IFRS 16 on adoption:
  - Maintaining the definition of leases under IAS 17 and IFRIC 4 to identify contracts entered into or modified prior to October 28, 2019;
  - Applying onerous lease provisions against the value of right-of-use assets as an alternative to performing the required impairment test on the right-of-use assets as at the date of transition;
  - Applying the exemptions for leases having a term of less than 12 months and leases for which the underlying asset is of low value;
  - Excluding initial direct costs from the measurement of right-of-use assets at the date of transition;
  - Applying a single discount rate to a portfolio of leases with similar characteristics;
  - Using hindsight to determine the lease term at the date of initial application.

(in millions of Canadian dollars, unless otherwise indicated and per share data)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New or amended accounting standards adopted (continued)

- **IFRS 16 "Leases" (continued)**
  Impact of the adoption of the new standard on the Corporation's interim financial statements:

The following table summarizes the impact of the transition to IFRS 16 on the Consolidated Statement of Financial Position as at October 28, 2019.

	As at October 27, 2019 [1]	Impact of the transition to IFRS 16	As at October 28, 2019
	As reported		Adjusted
Current assets			
Prepaid expenses and other current assets	$ 20.0	$ (0.1)	**$ 19.9**
Property, plant and equipment	820.1	(4.8)	**815.3**
Right-of-use assets	—	113.8	**113.8**
	$ 840.1	**$ 108.9**	**$ 949.0**
Current liabilities			
Provisions	$ 14.1	$ (0.5)	**$ 13.6**
Current portion of lease liabilities	—	19.8	**19.8**
Long-term debt	1,381.9	(4.8)	**1,377.1**
Lease liabilities	—	115.4	**115.4**
Deferred taxes	120.2	(4.3)	**115.9**
Provisions	1.9	(1.3)	**0.6**
Other liabilities	129.2	(2.2)	**127.0**
	$ 1,647.3	**$ 122.1**	**$ 1,769.4**
Equity			
Retained earnings	$ 1,069.9	$ (13.2)	**$ 1,056.7**
	$ 1,069.9	**$ (13.2)**	**$ 1,056.7**

[1] Certain comparative figures have been reclassified to conform to the presentation adopted in the current year.

On transition, right-of-use assets were measured at the amount of the corresponding lease liabilities, adjusted for the amount of prepaid lease payments, liabilities for leases with unfavorable terms and onerous lease provisions. For certain specific contracts related to real estate properties, the Corporation elected to measure right-of-use assets as if the new standard had been applied since the commencement of these leases, using the incremental borrowing rate at the date of transition. The retroactive impact of these adjustments in the Consolidated Statement of Earnings were reflected in the period's opening retained earnings as at October 28, 2019.

Right-of-use assets recognized at opening as at October 28, 2019 relate to the following classes of underlying assets:

	As at October 28, 2019
Real estate properties	**$ 111.1**
Other	**2.7**
Right-of-use assets	**$ 113.8**

At transition date, leases liabilities were measured at the present value of the remaining lease payments using the Corporation's incremental borrowing rate as at October 28, 2019 and taking into account the probability of exercise of renewal options, based on the Corporation's best estimates. The weighed average incremental borrowing rate applied to lease liabilities upon adoption was 2.89%.

(in millions of Canadian dollars, unless otherwise indicated and per share data)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New or amended accounting standards adopted (continued)

- **IFRS 16 "Leases" (continued)**

The following table reconciles lease commitments as at October 27, 2019 to lease liabilities recognized under IFRS 16, which was adopted on October 28, 2019:

	As at October 28, 2019
Lease commitments (as at October 27, 2019)	**$ 94.0**
Impact of including lease payments for extension options reasonably certain to be exercized	59.4
Impact of non-lease components recognized as expenses when incurred	(17.1)
Finance lease obligations	4.8
Commitments not reported as at October 27, 2019	8.3
Initial impact of discounting commitments using the Corporation incremental borrowing rate	(14.9)
Other	0.7
Lease liabilities	**$ 135.2**

Impact of the adoption of the new standard on accounting policies related to leases:

At inception of a contract entered into or modified on or after October 28, 2019, the Corporation must assess whether the contract is, or contains, a lease by determining whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At the commencement date of a lease, the Corporation must recognize a right-of-use asset and a lease obligation.

The right-of-use asset is initially measured at the cost of the corresponding lease liability, adjusted by any lease payments made at or before the commencement date, less any lease incentives received, plus if applicable, any initial direct costs incurred. The right-of-use asset is subsequently measured at cost less any accumulated depreciation and any accumulated impairment losses, if applicable. The right-of-use asset is depreciated on a straight-line basis over the lesser of the lease term and the useful life of the underlying assets.

As a replacement to the requirements of recognizing a provision for onerous contracts and in accordance with IAS 36 "Impairment of assets", right-of-use assets are subject to an impairment test at each reporting date if there is any indication that they may be impaired.

The lease liability is initially measured at the present value of future lease payments using the Corporation's incremental borrowing rate at the inception date, except when it is possible to determine the interest rate implicit in the lease.

The main payments included in the initial measurement of the lease liability are fixed payments, less lease incentives receivable, and variable lease payments that depend on an index or a rate. The lease liability is subsequently measured at amortized cost using the effective rate method, which results in an increase in the carrying amount of the lease obligation to reflect interest and a reduction of the carrying amount to reflect the lease payments made.

The lease liability is remeasured, with a corresponding adjustment to the right-of-use asset, in the following cases:

- There is a change in the lease term and/or the assessment of the exercise of a purchase, extension or termination option, in which case the Corporation remeasures the lease liability by discounting the new future lease payments using a revised discount rate;
- A change is expected in future lease payments as a result of a change in an index or a rate used to determine variable payments, in which case the Corporation remeasures the lease liability by discounting the new future lease payments using the discount rate used for the initial measurement; and
- Any other modification that does not lead to the recognition of a separate lease, in which case the Corporation remeasures the lease liability by discounting the revised lease payments using a revised discount rate.

Variable lease payments that do not depend on an index or a rate, and that the Corporation elected to exclude from the definition of lease components under IRS 16, are not taken into account in the initial measurement of neither the right-of-use asset nor the lease liability. These non-lease components continue to be recognized as expenses in the Consolidated Statement of Earnings, under "Operating expenses", when incurred.

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New or amended accounting standards adopted (continued)

- **IFRS 16 "Leases" (continued)**
  As permitted by IFRS 16, the Corporation also elected to not recognize a right-of-use asset and a lease liability to all new short-term leases (defined as having a lease term of less than 12 months) or for new leases for which the underlying asset is of low value. These leases are recognized on a straight-line basis over the lease term with the corresponding expense reported in the Consolidated Statement of Earnings under "Operating expenses" when incurred.

  In the Consolidated Statement of Cash Flows, cash outflows related to the interest expense on the lease liability and those related to the principal of the lease liability are presented in financing activities. Lease payments for short-term leases, leases for which the underlying asset is of low value and non-lease components are presented in operating activities.

  <u>Impact of the adoption on critical estimates and judgments</u>

  The adoption of IFRS 16 requires the Corporation to make judgments, estimates and assumptions, in particular in determining the lease term. To do so, the Corporation considers all relevant facts and circumstances that create an economic incentive to exercise an extension option (or not exercise a termination option). If it is assessed that it is reasonably certain that the Corporation will exercise an extension option in the future (or will not exercise a termination option), the period covered by such option will be included in the lease term. This assessment of whether it is reasonably certain that an option will be exercised or not is updated upon the occurrence of either a significant event or a significant change in circumstances.

  The new standard also involves considering new estimates and assumptions to determine the Corporation's incremental borrowing rate used to measure lease liabilities.

- **Definition of a business (amendments to IFRS 3)**
  In October 2018, the IASB issued amendments to IFRS 3 "Business Combinations", which apply to annual reporting periods beginning on or after January 1, 2020. These amendments clarify the definition of a business for purposes of determining whether an acquisition should be accounted for as a business combination or as an asset acquisition. These amendments make the new definition of a business narrower, which could result in fewer business combinations being recognized. The amendments also include an election to use a concentration test. This is a simplified assessment that results in an asset acquisition if substantially all of the fair value of the gross assets is concentrated in a single identifiable asset or a group of similar identifiable assets.

  The Corporation adopted the amendments to IFRS 3 for its fiscal year beginning October 28, 2019 using the permitted early application provision.

  <u>Impact of the adoption on critical estimates and judgments</u>

  The adoption of IFRS 3 requires the Corporation to make judgments, estimates and assumptions, in particular in determining what constitutes a business for purposes of an acquisition.

- **Plan Amendment, Curtailment or Settlement (Amendments to IAS 19)**
  The Corporation adopted the amendments to IAS 19 "Employee Benefits" at the opening of the period as at October 28, 2019 and applied, where appropriate, the new requirements of the standard without any material impact on the interim consolidated financial statements for the nine-month period ended July 26, 2020.

- **IFRS 9 "Financial Instruments", IFRS 7 "Financial Instruments: Disclosures"**
  In September 2019, the FASB issued Phase 1 of the amendments to IFRS 9 and IFRS 7 as part of the interbank offered rates ("IBOR") reform. These amendments simplify specific hedge accounting requirements and make it possible to avoid modifying directly affected hedging relationships after the adoption of the IBOR reform.

  The Corporation adopted the amendments to IFRS 9 and IFRS 7 for its fiscal year beginning October 28, 2019 using the permitted early application provision. The adoption of these amendments had no material impact on the interim consolidated financial statements for the nine-month period ended July 26, 2020.

- **IFRIC 23 "Uncertainty over Income Tax Treatments"**
  As at October 28, 2019, the Corporation adopted IFRIC 23 "Uncertainty over Income Tax Treatments". The adoption of this new standard had no material impact on the interim consolidated financial statements for the nine-month period ended July 26, 2020.

New accounting policy adopted

- **Financial Instruments**
  The Corporation may use total return swaps to hedge the market risk related to the change in the price of Class A Shares for purposes of measuring the stock-based compensation liability (Note 15). In accordance with the requirements of IFRS 9 "Financial Instruments", total return swaps are classified in the "Fair value through profit or loss" category with subsequent measurement at fair value (Note 17). The Corporation does not designate these derivative financial instruments as cash flow hedging instruments and, consequently, changes in fair value are recognized in the Consolidated Statement of Earnings for the period under "Operating expenses" against stock-based compensation expenses (gains).

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Critical judgments and sources of estimation uncertainty

The preparation of consolidated interim financial statements in accordance with IFRS requires the Corporation's management to make estimates and assumptions that affect the application of accounting policies and the amounts of assets, liabilities, revenues and expenses reported for the relevant period. Detailed information on estimates, assumptions and critical judgments used by the Corporation is presented in the audited annual consolidated financial statements for the fiscal year ended October 27, 2019. Although management regularly reviews its estimates, actual results may differ.

In the context of the COVID-19 pandemic and the related climate of economic uncertainty, the Corporation revised some of its most complex estimates and assumptions, including significant judgment areas, used in preparing the interim consolidated financial statements for the three-month and nine-month periods ended July 26, 2020. The main estimates revised to reflect the impact of the COVID-19 pandemic on the Corporation's financial information were the determination of whether there was an indication that assets, cash-generating units ("CGUs") or groups of CGUs may be impaired and the assumptions used in the establishment of their recoverable amount when an impairment test was deemed necessary (Note 7) and the assessment of the credit risk on receivables (Note 17). Additional revisions might be required in the future depending on the development of the COVID-19 pandemic and its impact on the Corporation's results of operations and financial position, and this could have an impact on the final measurement of the carrying amount of the Corporation's assets.

(in millions of Canadian dollars, unless otherwise indicated and per share data)

3 SEGMENTED INFORMATION

The Corporation's operating segments are aggregated by management into three separate sectors: Packaging, Printing and Media.

The Packaging Sector, which specializes in extrusion, lamination, printing and converting packaging solutions, generates revenues from the manufacturing of flexible plastic and paper products, including rollstock, bags and pouches, coextruded films, shrink films and coatings. Its facilities are mainly located in the United States, Canada and Latin America.

The Printing Sector generates revenues from an integrated service offering to retailers, including premedia services, flyer and in-store marketing products printing, and door-to-door distribution, as well as an array of innovative print solutions for newspapers, magazines, 4-colour books and personalized and mass marketing products. Its facilities are located in Canada.

The "Other" column includes the Media Sector, certain head office costs as well as the elimination of inter-segment sales. The Media sector generates revenues from print and digital publishing products, in French and English, of the following types: educational books, specialized publications for professionals and newspapers. Inter-segment sales of the Corporation are recognized at agreed transfer prices, which approximate fair value. Transactions other than sales are recognized at carrying amount.

The following tables present the various segment components of the Consolidated Statements of Earnings:

For the three-month period ended July 26, 2020	Packaging	Printing	Other	Consolidated Results
Revenues	**$ 348.7**	**$ 223.8**	**$ 14.9**	**$ 587.4**
Operating expenses	**283.7**	**154.4**	**10.0**	**448.1**
Restructuring and other costs	**—**	**9.0**	**0.2**	**9.2**
Operating earnings before depreciation and amortization	**65.0**	**60.4**	**4.7**	**130.1**
Depreciation and amortization	**35.8**	**16.1**	**2.9**	**54.8**
Operating earnings	**$ 29.2**	**$ 44.3**	**$ 1.8**	**$ 75.3**
Adjusted operating earnings before depreciation and amortization (1)	**$ 65.0**	**$ 69.4**	**$ 4.9**	**$ 139.3**
Adjusted operating earnings (1)	**45.6**	**54.5**	**2.0**	**102.1**
Acquisitions of non-current assets (2)	**$ 12.1**	**$ 3.4**	**$ 4.0**	**$ 19.5**

For the three-month period ended July 28, 2019	Packaging	Printing	Other	Consolidated Results
Revenues	$ 395.0	$ 310.5	$ 23.4	$ 728.9
Operating expenses	343.0	251.7	21.3	616.0
Restructuring and other costs	2.2	2.6	0.9	5.7
Operating earnings before depreciation and amortization	49.8	56.2	1.2	107.2
Depreciation and amortization	35.1	13.2	2.3	50.6
Operating earnings	$ 14.7	$ 43.0	$ (1.1)	$ 56.6
Adjusted operating earnings before depreciation and amortization (1)	$ 52.0	$ 58.8	$ 2.1	$ 112.9
Adjusted operating earnings (1)	34.1	46.8	—	80.9
Acquisitions of non-current assets (2)	$ 15.6	$ 9.4	$ 1.9	$ 26.9

(in millions of Canadian dollars, unless otherwise indicated and per share data)

3 SEGMENTED INFORMATION (CONTINUED)

For the nine-month period ended July 26, 2020	Packaging	Printing	Other	Consolidated Results
Revenues	**$ 1,074.5**	**$ 814.6**	**$ 29.2**	**$ 1,918.3**
Operating expenses	**905.0**	**625.4**	**35.3**	**1,565.7**
Restructuring and other costs	**—**	**20.7**	**8.8**	**29.5**
Operating earnings before depreciation and amortization	**169.5**	**168.5**	**(14.9)**	**323.1**
Depreciation and amortization	**107.4**	**47.1**	**8.4**	**162.9**
Operating earnings	**$ 62.1**	**$ 121.4**	**$ (23.3)**	**$ 160.2**
Adjusted operating earnings before depreciation and amortization (1)	**$ 169.5**	**$ 189.2**	**(6.1)**	**$ 352.6**
Adjusted operating earnings (1)	**111.4**	**145.7**	**(14.4)**	**242.7**
Acquisitions of non-current assets (2)	**$ 41.1**	**$ 23.1**	**$ 14.1**	**$ 78.3**

For the nine-month period ended July 28, 2019	Packaging	Printing	Other	Consolidated Results
Revenues	$ 1,209.1	$ 980.8	$ 58.0	$ 2,247.9
Operating expenses	1,058.6	791.9	60.7	1,911.2
Restructuring and other costs	5.6	19.9	6.1	31.6
Impairment of assets	—	0.5	—	0.5
Operating earnings before depreciation and amortization	144.9	168.5	(8.8)	304.6
Depreciation and amortization	104.9	39.5	6.9	151.3
Operating earnings	$ 40.0	$ 129.0	$ (15.7)	$ 153.3
Adjusted operating earnings before depreciation and amortization (1)	$ 150.5	$ 188.9	$ (2.7)	$ 336.7
Adjusted operating earnings (1)	97.4	152.9	(9.1)	241.2
Acquisitions of non-current assets (2)	$ 53.2	$ 22.5	$ 16.1	$ 91.8

(1) The Corporation's officers mainly make decisions and assess segment performance based on adjusted operating earnings. Adjusted operating earnings before depreciation and amortization and adjusted operating earnings exclude restructuring and other costs, impairment of assets, amortization of intangible assets arising from business combinations as well as the accelerated recognition of deferred revenues as part of the agreements with The Hearst Corporation (only for adjusted operating earnings as it relates to amortization of intangible assets arising from business combinations).

(2) These amounts include internally generated intangible assets, acquisitions of property, plant and equipment and intangible assets, excluding those acquired as part of business combinations, whether they were paid or not.

(in millions of Canadian dollars, unless otherwise indicated and per share data)

3 SEGMENTED INFORMATION (CONTINUED)

Additional information on revenues

The table below presents information on revenues disaggregated by type of products and geographical area, as well as a reconciliation with revenues by segment:

	Three months ended		Nine months ended	
	July 26, 2020	July 28, 2019 [1]	**July 26, 2020**	July 28, 2019 [1]
Packaging products				
Americas	**$ 326.2**	$ 369.7	**$ 1,000.5**	$ 1,132.1
Rest of the world	**22.5**	25.3	**74.0**	77.0
	348.7	395.0	**1,074.5**	1,209.1
Printing services [2]				
Retailer-related services [3]	**122.4**	181.9	**463.5**	576.0
Marketing products	**42.7**	46.4	**152.3**	147.4
Magazines and books	**35.7**	50.5	**124.4**	161.8
Newspapers	**23.0**	31.7	**74.4**	95.6
	223.8	310.5	**814.6**	980.8
Media [2]	**19.0**	26.2	**39.4**	64.6
Inter-segment sales	**(4.1)**	(2.8)	**(10.2)**	(6.6)
	$ 587.4	$ 728.9	**$ 1,918.3**	$ 2,247.9

The Corporation's total assets by segment are as follows:

	As at July 26, 2020	As at October 27, 2019
Packaging	**$ 2,275.7**	$ 2,457.1
Printing	**887.8**	945.9
Other [4]	**394.9**	378.8
	$ 3,558.4	$ 3,781.8

(1) Certain comparative figures have been reclassified to conform to the presentation adopted in the current year.

(2) Revenues from printing services and media are mainly derived from transactions in North America.

(3) Revenues from retailer-related services include printing, premedia and distribution services.

(4) This heading notably includes cash, income taxes receivable, property, plant and equipment, intangible assets, deferred taxes and defined benefit asset not allocated to segments.

4 BUSINESS COMBINATIONS AND ASSET ACQUISITION

Business combinations

Transactions for the nine-month period ended July 26, 2020

- **Artisan Complete Limited**
  On January 10, 2020, continuing its expansion in the in-store marketing product printing vertical, the Corporation acquired 100% of the shares of Artisan Complete Limited Inc. ("Artisan Complete"), a Markham, Ontario company specialized in the creation of engaging retail environments, point-of-purchase displays and large format printing. The transaction was completed for a purchase price of $12.7 million, before deducting certain liabilities repaid by the Corporation and including a $1.0 million purchase price holdback payable 18 months after the transaction's closing date provided that no compensation for damages is claimed by the Corporation during the reference period.

  As at July 26, 2020, the update of the provisional purchase price allocation for Artisan Complete, based on information available as at the date of these condensed interim consolidated financial statements, led to the recognition of goodwill totaling $2.1 million. The recognized goodwill is not deductible for tax purposes. Changes to the fair value of assets acquired and liabilities assumed in the purchase price allocation during the three-month period ended July 26, 2020 are immaterial. The Corporation expects to finalize the accounting of this acquisition in the coming months.

Transactions for the year ended October 27, 2019

- **Trilex**
  On August 30, 2019, the Corporation acquired a 60% interest in Industrial y Commercial Trilex C.A ("Trilex"), a plastic packaging supplier located in Guayaquil, Ecuador, for a final purchase price of $4.1 million (US$3.1 million) paid in cash. This acquisition was aligned with the growth strategy of the Packaging Sector and expands the Corporation's footprint in Latin America with a second location in Ecuador.

  As at July 26, 2020, the final purchase price allocation led to the recognition of a gain from a bargain purchase of $1.3 million, in addition to the $2.3 million gain already recognized in the year ended October 27, 2019. This additional gain was recognized in the Consolidated Statement of Earnings under "Restructuring and other costs (gains)" with an equivalent amount in "Property, plant and equipment" for the three-month and nine-month periods ended July 26, 2020 (Note 6).

(in millions of Canadian dollars, unless otherwise indicated and per share data)

4 BUSINESS COMBINATIONS AND ASSET ACQUISITION (CONTINUED)

Business combinations (continued)

The following table presents the fair value of assets acquired and liabilities assumed at the acquisition date for the transactions described above:

	2020 acquisitions	2019 acquisitions	
	Provisional allocations	Provisional allocations	Final allocations
Assets acquired			
Cash acquired	**$ —**	$ 3.5	$ 3.5
Current assets	**10.5**	9.4	9.0
Property, plant and equipment	**3.9**	5.1	7.7
Right-of-use assets	**5.5**	—	—
Intangible assets	**3.1**	—	—
Goodwill	**2.1**	—	—
	$ 25.1	$ 18.0	$ 20.2
Liabilities assumed			
Current liabilities	**$ 5.9**	$ 4.5	$ 4.5
Long-term debt (including current portion) and other debt items assumed (1)	**4.1**	1.7	1.7
Lease liabilities (including current portion)	**5.5**	—	—
Pension benefits and other post-employment benefit plans	**—**	1.0	1.0
Deferred taxes	**0.9**	0.2	0.1
	16.4	7.4	7.3
	$ 8.7	$ 10.6	$ 12.9
Non-controlling interest	**$ —**	$ (4.2)	$ (5.2)
Gain from a bargain purchase	**—**	(2.3)	(3.6)
	$ 8.7	$ 4.1	$ 4.1
Total consideration			
Cash paid	**$ 7.7**	$ 4.1	$ 4.1
Long-term consideration payable	**1.0**	—	—
	$ 8.7	$ 4.1	$ 4.1

(1) As at July 26, 2020, the Corporation had repaid in full the long-term debt and other debt items assumed of $4.1 million related to the acquisition of Artisan Complete, but had not repaid the long-term debt assumed of $1.7 million as part of the acquisition of Trilex.

Asset acquisition

Transactions for the nine-month period ended July 26, 2020

- **Enviroplast**
  On June 15, 2020, the Corporation acquired the assets of Enviroplast Inc. ("Enviroplast"), a company specializing in recycling flexible plastics in Québec. This acquisition represents a first step toward vertically integrating the recycling of plastics in the Packaging Sector production chain and supports the goal of creating a circular economy for plastic. The acquisition price was set at $2.4 million, excluding a contingent consideration payable that is based on achieving an operational performance threshold based on the annual recycled plastic production.

Business disposals

- **Sale of paper and woven polypropylene packaging operations**
  On January 17, 2020, the Corporation completed the sale of its paper and woven polypropylene packaging operations to Hood Packaging Corporation pursuant to the final agreement announced on November 27, 2019. The sale transaction includes the assets related to paper packaging operations, including the buildings and equipment of four plants, as well as the assets related to the paper and woven polypropylene packaging operations of a plant located in South Carolina.

  For this sale transaction, the Corporation received a final cash consideration of US$180.1 million ($235.3 million) including working capital adjustments, but before transaction costs incurred for the transaction, which amounted to $3.2 million.

(in millions of Canadian dollars, unless otherwise indicated and per share data)

4 BUSINESS COMBINATIONS AND ASSET ACQUISITION (CONTINUED)

Business disposals (continued)

- **Sale of paper and woven polypropylene packaging operations (continued)**

Consideration received for the sale of the paper and woven polypropylene packaging operations		
Cash	$	235.1
Transaction costs		(3.2)
Consideration received, net of transaction costs		231.9
Final working capital adjustments		0.2
Net consideration received		232.1
Assets and liabilities sold		
Current assets		62.1
Property, plant and equipment		74.4
Intangible assets		56.7
Goodwill		54.8
Current liabilities		(11.2)
Assets and liabilities sold, net amount		236.8
Loss on disposal, before taxes		(4.7)
Tax impact of the disposal		(11.7)
Loss on disposal, after taxes	$	(16.4)

(in millions of Canadian dollars, unless otherwise indicated and per share data)

5 OPERATING EXPENSES

Operating expenses by major headings are as follows:

	Three months ended		Nine months ended	
	July 26, 2020	July 28, 2019	**July 26, 2020**	July 28, 2019
Employee-related costs [(1)]	**$ 127.7**	$ 190.8	**$ 487.8**	$ 592.4
Supply chain and logistics [(2)]	**294.3**	387.4	**992.3**	1,216.8
Other goods and services [(3)]	**26.1**	37.8	**85.6**	102.0
	$ 448.1	$ 616.0	**$ 1,565.7**	$ 1,911.2

[(1)] During the three-month and nine-month periods ended July 26, 2020, the Corporation recognized under "Employee-related costs", against eligible salary expenses, subsidies claimed under the Canada Emergency Wage Subsidy program amounting to $35.9 million and $44.0 million, respectively. As at July 26, 2020, the Corporation had already received a portion of the subsidies claimed and continued to believe that there was reasonable assurance that the amount not yet received would be received from the Canadian federal government based on the fact that eligibility criteria were still met.

[(2)] "Supply chain and logistics" includes mainly production and distribution costs related to external suppliers.

[(3)] "Other goods and services" includes mainly promotion, advertising and telecommunications costs, office supplies, real estate expenses and professional fees.

6 RESTRUCTURING AND OTHER COSTS

Restructuring and other costs by major headings are as follows:

	Three months ended		Nine months ended	
	July 26, 2020	July 28, 2019	**July 26, 2020**	July 28, 2019
Workforce reductions	**$ 3.1**	$ 1.9	**$ 13.5**	$ 18.4
(Gains) losses related to the sale of certain activities [(1)]	**(1.2)**	—	**8.9**	4.3
Other elements [(2)]	**7.1**	2.3	**6.0**	4.5
Onerous contracts	**—**	0.6	**0.4**	1.2
Business acquisition and integration costs [(3)]	**0.2**	0.9	**0.7**	3.2
	$ 9.2	$ 5.7	**$ 29.5**	$ 31.6

[(1)] Amounts presented under this caption mainly include the following items:

For the three-month period ended July 26, 2020:
- A gain from a bargain purchase of $1.3 million resulting from the final accounting of the acquisition of Trilex (Note 4);

For the nine-month period ended July 26, 2020:
- A gain from a bargain purchase of $1.3 million resulting from the final accounting of the acquisition of Trilex (Note 4);
- A loss on the disposal of the paper and woven polypropylene packaging operations of $4.7 million (Note 4); and
- An expense for receivables related to previous transactions of $3.8 million.

[(2)] Amounts presented under this caption mainly include the following items::

For the three-month period ended July 26, 2020:
- A $1.5 million expense for costs incurred in relation with plant closures; and
- A $2.4 million expense for atypical additional costs incurred in relation with the COVID-19 pandemic.

6 RESTRUCTURING AND OTHER COSTS (CONTINUED)

For the nine-month period ended July 26, 2020:

- A $2.9 million gain related to the remeasurement to fair value of a contingent consideration payable in connection with a past business combination (Note 17);
- A $4.6 million gain related to insurance proceeds receivable for the replacement of equipment destroyed by fire, net of the loss on the derecognition of such asset;
- A $4.9 million expense for costs incurred in relation with plant closures; and
- A $4.4 million expense for atypical additional costs incurred in relation with the COVID-19 pandemic.

(3) Business acquisition costs include transaction costs, primarily legal fees, success fees related to the acquisition and other professional fees, for potential or realized business combinations, as well as integration costs related to acquired companies.

7 IMPAIRMENT OF ASSETS

Impairment test

The Corporation performs the annual impairment test for groups of Cash Generating Units ("CGUs") during the last quarter of each fiscal year, except when there are changes in circumstances that would indicate that the recoverable amount of groups of CGUs might be lower than their net carrying amount before such date. The results of the most recent annual impairment test performed for the year ended October 27, 2019 showed that recoverable amounts were greater that net carrying amounts for all the Corporation's groups of CGUs, thereby leading to no impairment charges being recognized.

As disclosed in the last interim financial statements issued on June 10, 2020 for the three-month and six-month periods ended April 26, 2020, the Corporation had assessed whether there was any indication of impairment, in particular due to the onset of the COVID-19 pandemic and its economic impact on the Corporation's activities. This assessment had led to the identification of indications of impairment for the groups of CGUs of the Printing Sector, mainly as a result of a reduction in activities during the three-month period ended April 26, 2020, including temporary layoffs, following the announcement by the Québec and Ontario governments of measures forcing the temporary halt of services considered as non-essential. As indications of impairment were identified, the Corporation had performed an impairment test on the groups of CGUs of the Printing Sector, and this test did not lead to the recognition of an impairment charge for the three-month and six-month periods ended April 26, 2020. No indication of impairment had been identified in the groups of CGUs of the Packaging Section and Media Sector.

As at July 26, 2020, the Corporation updated its assessment of indication of impairment in light of the COVID-19 pandemic and its development since the last analysis was performed. As the situation improved during the three-month period ended July 26, 2020, including a gradual recovery in volume in Printing Sector operations and the recall of employees who had been temporary laid off, no indication of impairment was identified for the groups of CGUs of this sector. The Corporation also concluded that there still was no indication of impairment for the groups of CGUs of the Packaging Sector, notably due to the strong demand for products intended in particular for the food industry, and for the groups of CGUs of the Media Sector, considering the increase in textbook printing activities during the three-month period ended July 26, 2020.

(in millions of Canadian dollars, unless otherwise indicated and per share data)

8 DEPRECIATION AND AMORTIZATION

Depreciation and amortization is as follows:

	Three months ended		Nine months ended	
	July 26, 2020	July 28, 2019	**July 26, 2020**	July 28, 2019
Property, plant and equipment	**$ 30.4**	$ 30.3	**$ 90.1**	$ 90.6
Right-of-use assets	**5.0**	—	**14.8**	—
Intangible assets	**19.4**	20.3	**58.0**	60.7
	54.8	50.6	**162.9**	151.3
Intangible assets and other assets, recognized in revenues and operating expenses	**5.3**	5.4	**16.0**	16.1
	$ 60.1	$ 56.0	**$ 178.9**	$ 167.4

9 NET FINANCIAL EXPENSES

Net financial expenses are as follows:

	Three months ended		Nine months ended	
	July 26, 2020	July 28, 2019	**July 26, 2020**	July 28, 2019
Financial expenses on long-term debt	**$ 9.5**	$ 14.8	**$ 34.5**	$ 46.6
Interest on lease liabilities	**0.8**	—	**2.5**	—
Net interest on defined benefit plans asset and liability	**0.6**	0.6	**1.8**	1.9
Other expenses (revenues)	**0.1**	0.9	**(0.5)**	2.0
Net foreign exchange gains	**—**	—	**(1.6)**	(0.3)
	$ 11.0	$ 16.3	**$ 36.7**	$ 50.2

(in millions of Canadian dollars, unless otherwise indicated and per share data)

10 INCOME TAXES

The following table presents a reconciliation of income taxes at the Canadian statutory tax rate and at the effective tax rate:

	Three months ended		Nine months ended	
	July 26, 2020	July 28, 2019	**July 26, 2020**	July 28, 2019
Earnings before income taxes	**$ 64.3**	$ 40.3	**$ 123.5**	$ 103.1
Canadian statutory tax rate [1]	**26.52 %**	26.62 %	**26.52 %**	26.62 %
Income taxes at the statutory tax rate	**17.1**	10.7	**32.8**	27.4
Effect of differences in tax rates in other jurisdictions	**—**	(2.6)	**(0.5)**	(8.5)
Income taxes on non-deductible expenses and non-taxable revenues	**0.3**	(0.4)	**1.2**	2.0
Income taxes on non-deductible restructuring costs and other costs and non-taxable revenues	**(0.2)**	—	**12.4**	—
Change in deferred tax assets on tax losses or temporary differences not previously recognized	**—**	0.6	**(2.7)**	0.3
Impact of the U.S. tax reform [2]	**—**	30.2	**—**	30.2
Other	**(1.2)**	(1.6)	**(0.3)**	(2.1)
Income taxes at effective tax rate	**$ 16.0**	$ 36.9	**$ 42.9**	$ 49.3
Income taxes before the following items:	**$ 22.9**	$ 12.4	**$ 51.2**	$ 40.7
Impact of the U.S. tax reform [2]	**—**	30.2	**—**	30.2
Income taxes on amortization of intangible assets arising from business combinations	**(4.3)**	(4.5)	**(13.0)**	(13.7)
Income taxes on restructuring and other gains, excluding tax impact of the disposal	**(2.6)**	(1.2)	**(7.0)**	(7.8)
Tax impact of the disposal	**—**	—	**11.7**	—
Income taxes on impairment of assets	**—**	—	**—**	(0.1)
Income taxes at effective tax rate	**$ 16.0**	$ 36.9	**$ 42.9**	$ 49.3

[1] The Corporation's applicable tax rate corresponds to the combined Canadian tax rates applicable in the provinces where the Corporation operates.

[2] On December 22, 2017, the U.S. Tax Cuts and Jobs Act ("TCJA") was enacted. The TCJA reduced the U.S. federal corporate income tax rate from a progressive tax rate of up to 35% to a fixed rate of 21%, effective January 1, 2018. The Corporation's U.S. income tax provision for the nine-month period ended July 28, 2019 and the resulting income tax assets and liabilities have been determined based on the Internal Revenue Code and the related regulations then enacted. During the nine-month period ended July 28, 2019, a new directive was adopted and its retroactive application reduced the Corporation's previously recognized deferred tax assets by $30.2 million.

(in millions of Canadian dollars, unless otherwise indicated and per share data)

11 LONG-TERM DEBT

As at July 26, 2020, an amount of $234.9 million was presented in Current liabilities, consisting of tranche A of $84.0 million (US$62.5 million) and tranche B of $150.9 million (US$112.5 million) of the U.S. dollar term loans, maturing on November 1, 2020 and May 1, 2021, respectively.

Repayment of term loans
On February 3, 2020, the Corporation repaid US$50.0 million ($66.4 million) on tranche A of the U.S.dollar term loans.

On February 18, 2020, the Corporation repaid in full tranches G and H of the Canadian dollar term loans, each amounting to $150.0 million.

Credit facilities
On January 17, 2020, the Corporation extended the maturity of its credit facility, with an available amount of $400.0 million or the U.S. dollar equivalent, by one additional year, until February 2025, on the same terms.

As at July 26, 2020, no amount had been drawn on the credit facilities, and the unused amount under the credit facilities was $433.5 million.

Hedging instruments
As at July 26, 2020, an amount of US$684.4 million ($918.2 million) of the term loans and existing credit facilities denominated in U.S. dollars had been designated by the Corporation as hedging instruments of its net investments in foreign operations. Consequently, during the three-month and nine-month periods ended July 26, 2020, a foreign exchange gain of $47.0 million and a foreign exchange loss of $19.3 million, respectively, were reclassified to other comprehensive income.

During fiscal 2019, the Corporation entered into interest rate swaps as a hedge against risks related to future fluctuations of interest rates for an amount of US$450.0 million of certain of its term loans until their respective maturities. The Corporation applies cash flow hedge accounting by designating these swaps as hedging instruments. Consequently, during the three-month and nine-month periods ended July 26, 2020, the change in fair value of these hedging instruments, amounting to a gain of $1.5 million and a loss of $14.1 million, respectively, was recognized in other comprehensive income (loss).

The Corporation must comply with certain restrictive covenants, including maintaining certain financial ratios. During the three-month and nine-month periods ended July 26, 2020, the Corporation has not been in default under any covenants.

12 OTHER LIABILITIES

The components of other liabilities are as follows:

	Notes	**As at July 26, 2020**	As at October 27, 2019 [(1)]
Deferred revenues		**$ 2.8**	$ 4.6
Accrued liabilities and other liabilities		**7.3**	18.6
Stock-based compensation	15	**10.0**	9.4
Defined benefit liability		**86.1**	81.7
Derivative financial instruments	17	**29.3**	14.9
		$ 135.5	$ 129.2

[(1)] Certain comparative figures have been reclassified to conform to the presentation adopted in the current year.

(in millions of Canadian dollars, unless otherwise indicated and per share data)

13 SHARE CAPITAL

The following table presents changes in the Corporation's share capital for the nine-month period ended July 26, 2020:

	Number of shares	Amount
Class A Subordinate Voting Shares		
Balance as at October 27, 2019	73,360,754	$ 622.9
Conversion of Class B Shares into Class A Subordinate Voting Shares	3,800	—
Shares redeemed and cancelled	(450,450)	(3.8)
Exercise of stock options	135,240	1.9
Balance as at July 26, 2020	73,049,344	621.0
Class B Shares		
Balance as at October 27, 2019	13,979,626	19.0
Conversion of Class B Shares into Class A Subordinate Voting Shares	(3,800)	—
Balance as at July 26, 2020	13,975,826	19.0
	87,025,170	$ 640.0

Share redemptions

The Corporation has been authorized to repurchase, for cancellation on the open market, or subject to the approval of any securities authority by private agreements, between October 1, 2019 and September 30, 2020, or at an earlier date if the Corporation concludes or cancels the offer, up to 2,000,000 of its Class A Subordinate Voting Shares and up to 190,560 of its Class B Shares. The repurchases are made in the normal course of business at market prices through the Toronto Stock Exchange.

The Corporation had been authorized to repurchase, for cancellation on the open market, or subject to the approval of any securities authority by private agreements, between October 1, 2018 and September 30, 2019, or at an earlier date if the Corporation concludes or cancels the offer, up to 1,000,000 of its Class A Subordinate Voting Shares and up to 189,344 of its Class B Shares. The repurchases were made in the normal course of business at market prices through the Toronto Stock Exchange.

During the nine-month period ended July 26, 2020, the Corporation redeemed and cancelled 450,450 of its Class A Subordinate Voting Shares at a weighted average price of $15.70, for a total cash consideration of $7.1 million. The excess of the total consideration over the carrying amount of the shares, in the amount of $3.3 million, was applied against retained earnings. The Corporation was under no obligation to repurchase its Class A Subordinate Voting Shares and Class B Shares as at July 26, 2020.

During the nine-month period ended July 28, 2019, the Corporation did not repurchase any of its Class A Subordinate Voting Shares. The Corporation was under no obligation to repurchase its Class A Subordinate Voting Shares and Class B Shares as at as at July 28, 2019.

Dividends

Dividends of $0.225 and $0.22 per share were declared and paid to holders of shares for the three-month periods ended July 26, 2020 and July 28, 2019, respectively. Dividends of $0.67 and $0,65 per share were declared and paid to holders of shares for the nine-month periods ended July 26, 2020 and July 28, 2019, respectively.

14 NET EARNINGS PER SHARE

The following table presents a reconciliation of the components used in the calculation of basic and diluted net earnings per share:

	Three months ended		Nine months ended	
	July 26, 2020	July 28, 2019	**July 26, 2020**	July 28, 2019
Numerator				
Net earnings	**$ 48.3**	$ 3.4	**$ 80.4**	$ 53.8
Denominator (in millions)				
Weighted average number of shares outstanding - basic	**87.0**	87.3	**87.1**	87.3
Dilutive effect of stock options	**—**	0.1	**—**	0.1
Weighted average number of shares - diluted	**87.0**	87.4	**87.1**	87.4

As at July 26, 2020, no stock options were outstanding. As at July 28, 2019, all stock options were included in the calculation of the diluted net earnings per share due to their potential dilutive effect.

(in millions of Canadian dollars, unless otherwise indicated and per share data)

15 STOCK-BASED COMPENSATION

Share unit plan for certain officers and senior executives

The Corporation offers a share unit plan for certain officers and senior executives under which deferred share units ("DSU") and restricted share units ("RSU") are granted. Vested DSUs and RSUs will be paid, at the Corporation's discretion, in cash or with Class A Subordinate Voting Shares of the Corporation purchased on the open market.

The following table presents the changes in the plan's status for the nine-month period ended July 26, 2020:

	Number of units	
	DSU	RSU
Balance as at October 27, 2019	435,890	868,893
Units granted	113,764	474,190
Units cancelled	(9,128)	(61,457)
Units paid	(27,939)	(247,564)
Units converted	6,805	—
Dividends paid in units	23,750	44,395
Balance as at July 26, 2020	543,142	1,078,457

As at July 26, 2020, the liability related to the share unit plan for certain officers and senior executives was $13.6 million ($13.4 million as at October 27, 2019). The expenses recorded in the Consolidated Statements of Earnings for the three-month and nine-month periods ended July 26, 2020 were $4.6 million and $4.0 million, respectively. The expenses recorded in the Consolidated Statements of Earnings for three-month and nine-month periods ended July 28, 2019 were $0.7 million and $0.8 million, respectively. Amounts of $0.1 million and $3.8 million were paid under this plan for the three-month and nine-month periods ended July 26, 2020, respectively. An amount of $7.3 million was paid under this plan for the three-month and nine-month periods ended July 28, 2019.

Share unit plan for directors

The Corporation offers a deferred share unit plan for its directors. Under this plan, directors may elect to receive as compensation either cash, deferred share units, or a combination of both.

The following table presents the changes in the plan's status for the nine-month period ended July 26, 2020:

	Number of units
Balance as at October 27, 2019	291,271
Directors' compensation	40,865
Dividends paid in units	14,761
Balance as at July 26, 2020	346,897

As at July 26, 2020, the liability related to the share unit plan for directors was $5.3 million ($4.7 million as at October 27, 2019). The expenses recorded in the Consolidated Statements of Earnings for the three-month and nine-month periods ended July 26, 2020 were $1.6 million and $0.9 million, respectively. The expenses (gains) recorded in the Consolidated Statements of Earnings for the three-month and nine-month periods ended July 28, 2019 were nil and $(0.5) million, respectively. Amounts of $0.1 million and $0.3 million were paid under this plan for the three-month and nine-month periods ended July 26, 2020, respectively. Amounts of $0.1 million and $0.7 million were paid under this plan for the three-month and nine-month periods ended July 28, 2019, respectively.

Total return swap

As at July 26, 2020, the Corporation had entered into a total return swap that became effective February 24, 2020 on 950,000 units purchased at a weighted-average price of $16.37 to hedge a portion of the stock-based compensation expenses (gains) that vary based on the price of the Corporation's shares (Note 2). The total return swap has a term of 12 months and can be renewed annually. Losses (gains) recognized in the Consolidated Statement of Earnings under "Operating expenses" for the three-month and nine-month periods ended July 26, 2020 corresponding to the change in the fair value of the total return swap for the units for officers and senior executives and the units for directors, before taking into account of dividends received and interest paid, amounted to $(3.3) million and $1.7 million, respectively.

(in millions of Canadian dollars, unless otherwise indicated and per share data)

15 STOCK-BASED COMPENSATION (CONTINUED)

Stock option plan

The following table presents the changes in the plan's status for the nine-month period ended July 26, 2020:

	Number of options	Weighted average exercise price
Options outstanding at beginning of period	**135,240**	**$ 11.33**
Exercised	**(135,240)**	**11.33**
Options outstanding and exercisable at end of period	**—**	**$ —**

As at July 26, 2020, the balance of stock options available for future grants under the plan was 3,583,635.

16 ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

	Cash flow hedges	Net investment hedges	Cumulative translation differences	Actuarial gains and losses related to defined benefit plans	Accumulated other comprehensive income (loss)
Balance as at October 27, 2019	**$ (9.8)**	**$ (9.1)**	**$ 31.1**	**$ (38.1)**	**$ (25.9)**
Net change in gains (losses), net of income taxes	**(7.3)**	**(16.6)**	**46.5**	**(1.2)**	**21.4**
Balance as at July 26, 2020	**$ (17.1)**	**$ (25.7)**	**$ 77.6**	**$ (39.3)**	**$ (4.5)**
Balance as at October 28, 2018	$ 0.2	$ (3.8)	$ 39.3	$ (24.9)	$ 10.8
Net change in gains (losses), net of income taxes	(8.7)	(4.4)	9.4	(5.2)	(8.9)
Balance as at July 28, 2019	$ (8.5)	$ (8.2)	$ 48.7	$ (30.1)	$ 1.9

As at July 26, 2020, the amounts expected to be reclassified to net earnings in future years are as follows:

	2020	2021	2022	2023	Total
Net change in the fair value of derivatives designated as cash flow hedges	$ (0.2)	$ (0.4)	$ (8.0)	$ (14.6)	$ (23.2)
Income taxes	—	(0.1)	(2.1)	(3.9)	(6.1)
	$ (0.2)	$ (0.3)	$ (5.9)	$ (10.7)	$ (17.1)

(in millions of Canadian dollars, unless otherwise indicated and per share data)

16 ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) (CONTINUED)

Actuarial gains (losses) on defined benefit plans

The actuarial gains (losses) on defined benefit plans recognized in other comprehensive income reflect the following items:

	Three months ended		Nine months ended	
	July 26, 2020	July 28, 2019	**July 26, 2020**	July 28, 2019
Actuarial gains (losses) on obligation - change in discount rate	**$ (65.7)**	$ (31.2)	**$ (55.5)**	$ (86.9)
Actuarial gains (losses) on plan assets - excluding interest income	**47.9**	32.6	**55.4**	80.6
Effect of the asset ceiling	**0.9**	(0.9)	**(1.3)**	(0.9)
	$ (16.9)	$ 0.5	**$ (1.4)**	$ (7.2)

Actuarial gains on obligation recognized in the Statements of Comprehensive Income for the three-month and nine-month periods ended July 26, 2020 are explained by the change in the discount rate, which increased from 3.1% as at October 27, 2019 to 2.6% as at July 26, 2020 in Canada, and from 3.30% as at October 27, 2019 to 2,50% as at July 26, 2020 in the United States. Actuarial gains on plan assets are attributable to the fact that actual rates of return on assets were overall greater than expected returns for the three-month and nine-month periods ended July 26, 2020.

Actuarial losses on obligation recognized in Statements of Comprehensive Income for the three-month and nine-month periods ended July 28, 2019 are explained by the change in the discount rate, which decreased from 3.9% as at October 28, 2018 to 3,0% as at July 28, 2019 in Canada, and from 4.25% as at October 28, 2018 to 3.60% as at July 28, 2019 in the United States. Actuarial gains on plan assets are attributable to the fact that actual rates of return on assets were overall greater than expected returns for the three-month and nine-month periods ended July 28, 2019.

17 FINANCIAL INSTRUMENTS

Fair value of financial instruments

The fair value represents the amount that would be received for the sale of an asset or paid for the transfer of a liability in an orderly transaction between market participants at the measurement date. The fair value estimates are calculated at a specific date taking into consideration assumptions regarding the amounts, the timing of estimated future cash flows and discount rates. Accordingly, due to its approximative and subjective nature, the fair value must not be interpreted as being realizable in an immediate settlement of the financial instruments.

The carrying amount of cash, accounts receivable, and accounts payable and accrued liabilities approximates their fair value due to their short term maturities.

The fair value of long-term debt is determined using the discounted future cash flow method and management's estimates for market interest rates for identical or similar issuances.

The only financial instruments of the Corporation that are measured at fair value on a recurring basis subsequent to their initial recognition are derivative financial instruments, including foreign exchange forward contracts, interest rate swap, total return swaps and contingent considerations payable related to business combinations. The fair value of derivative financial instruments is determined using an evaluation of the estimated market value, adjusted for the credit quality of the counterparty. The valuation model for contingent considerations considers the present value of expected payments, discounted using a risk-adjusted discount rate. The expected payment is determined by considering various scenarios of achievement of pre-established financial performance thresholds, the amount to be paid under each scenario and the probability of each scenario.

The Corporation presents a fair value hierarchy with three levels that reflects the significance of inputs used in determining the fair value assessments.

The fair value of financial assets and liabilities classified in these three levels is evaluated as follows:

- Level 1 - Unadjusted prices on active markets for identical assets or liabilities
- Level 2 - Inputs other than the prices included within Level 1, that are observable for the asset or liability, directly (prices) or indirectly (derived from prices)
- Level 3 - Inputs for the asset or liability that are not based on observable market data

(in millions of Canadian dollars, unless otherwise indicated and per share data)

17 FINANCIAL INSTRUMENTS (CONTINUED)

Fair value of financial instruments (continued)
The following table presents the fair value and the carrying amount of other financial instruments and derivative financial instruments:

	As at July 26, 2020		As at October 27, 2019	
	Fair value	**Carrying amount**	Fair value	Carrying amount
Foreign exchange forward contracts in assets	**$ 1.6**	**$ 1.6**	$ 1.8	$ 1.8
Interest rate swaps in assets	**4.8**	**4.8**	—	—
Contingent considerations	**(8.2)**	**(8.2)**	(10.6)	(10.6)
Long-term debt	**(1,009.4)**	**(1,040.0)**	(1,419.4)	(1,383.1)
Interest rate swaps in liabilities	**(28.9)**	**(28.9)**	(14.8)	(14.8)
Total return swaps in liabilities	**(1.7)**	**(1.7)**	—	—
Foreign exchange forward contracts in liabilities	**(2.0)**	**(2.0)**	(0.5)	(0.5)

These financial instruments are classified in Level 2 of the fair value hierarchy, except for contingent considerations payable related to business combinations, which are classified in Level 3. During the nine-month period ended July 26, 2020, no financial instruments were transferred between Levels 1, 2 and 3.

Sensitivity analysis of the Level 3 financial instruments
As at July 26, 2020, all other things being equal, a 10% increase in expected financial performance thresholds of acquired businesses would have resulted in a decrease in net earnings of $6.7 million. A 10% decrease in expected financial performance thresholds would have resulted in an increase in net earnings of $6.8 million.

The changes in Level 3 financial instruments are as follows for the nine-month period ended:

	July 26, 2020
Balance, beginning of period	**$ (10.6)**
Amount included in net income	**2.9**
Exchange rate change	**(0.5)**
Balance, end of period	**$ (8.2)**

Credit risk
The Corporation recognizes a loss allowance for credit losses using a probability-weighted estimate of credit losses. The Corporation establishes the loss allowance for credit losses on a collective and individual assessment basis, by considering past events, current conditions and forecasts of future economic conditions. Collective assessment is carried out by grouping together trade accounts receivable with similar characteristics, mainly by geographic area, the industry in which they operate and the number of days past due. In its assessment, management estimates the expected credit losses based on actual credit loss experience and informed credit assessment, taking into consideration forward-looking information. If actual credit losses differ from estimates, future earnings would be affected. In its assessment of the loss allowance for credit losses as at July 26, 2020, the Corporation considered the economic impact of the COVID-19 pandemic on its assessment, including the risk of default of its customers given the economic downturn caused by this pandemic.