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# Quarterly Report

12-WEEK PERIOD ENDED JULY 21, 2019



## Management Discussion and Analysis

*The purpose of this Management Discussion and Analysis (“MD&A”) is, as required by regulators, to explain management’s point of view on the financial condition and results of the operations of Alimentation Couche-Tard Inc. (“Couche-Tard”) as well as its performance during the first quarter of the fiscal year ending April 26, 2020. More specifically, it aims to let the reader better understand our development strategy, performance in relation to objectives, future expectations, and how we address risk and manage our financial resources. This MD&A also provides information to improve the reader’s understanding of Couche-Tard’s unaudited interim condensed consolidated financial statements and related notes. It should therefore be read in conjunction with those documents. By “we”, “our”, “us” and “the Corporation”, we refer collectively to Couche-Tard and its subsidiaries.*

*Except where otherwise indicated, all financial information reflected herein is expressed in United States dollars (“US dollars”) and determined on the basis of International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). We also use measures in this MD&A that do not comply with IFRS. Where such measures are presented, they are defined, and the reader is informed. This MD&A should be read in conjunction with the audited annual consolidated financial statements and notes thereto included in our 2019 Annual Report, which, along with additional information relating to Couche-Tard, including the most recent Annual Information Form, is available on SEDAR at <https://www.sedar.com/> and on our website at <https://corpo.couche-tard.com/>.*

## Forward-Looking Statements

This MD&A includes certain statements that are “forward-looking statements” within the meaning of the securities laws of Canada. Any statement in this MD&A that is not a statement of historical fact may be deemed to be a forward-looking statement. When used in this MD&A, the words “believe”, “could”, “should”, “intend”, “expect”, “estimate”, “assume” and other similar expressions are generally intended to identify forward-looking statements. It is important to know that the forward-looking statements in this MD&A describe our expectations as at September 4, 2019, which are not guarantees of the future performance of Couche-Tard or its industry, and involve known and unknown risks and uncertainties that may cause Couche-Tard’s or the industry’s outlook, actual results or performance to be materially different from any future results or performance expressed or implied by such statements. Our actual results could be materially different from our expectations if known or unknown risks affect our business, or if our estimates or assumptions turn out to be inaccurate. A change affecting an assumption can also have an impact on other interrelated assumptions, which could increase or diminish the effect of the change. As a result, we cannot guarantee that any forward-looking statement will materialize and, accordingly, the reader is cautioned not to place undue reliance on these forward-looking statements. Forward-looking statements do not take into account the effect that transactions or special items announced or occurring after the statements are made may have on our business. For example, they do not include the effect of sales of assets, monetization, mergers, acquisitions, other business combinations or transactions, asset write-downs or other charges announced or occurring after forward-looking statements are made.

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

The foregoing risks and uncertainties include the risks set forth under “Business Risks” in our 2019 Annual Report as well as other risks detailed from time to time in reports filed by Couche-Tard with securities regulators in Canada.

## Our Business

We are the leader in the Canadian convenience store industry. In the United States, we are the largest independent convenience store operator in terms of the number of company-operated stores. In Europe, we are a leader in convenience store and road transportation fuel retail in the Scandinavian countries (Norway, Sweden and Denmark), in the Baltic countries (Estonia, Latvia and Lithuania), as well as in Ireland, and have an important presence in Poland.

As of July 21, 2019, our network comprised 9,792 convenience stores throughout North America, including 8,565 stores with road transportation fuel dispensing. Our North American network consists of 19 business units, including 15 in the United States covering 48 states and 4 in Canada covering all 10 provinces. Approximately 109,000 people are employed throughout our network and at our service offices in North America. In addition, through CrossAmerica Partners LP (“CAPL”), we supply road transportation fuel under various brands to more than 1,300 locations in the United States.

In Europe, we operate a broad retail network across Scandinavia, Ireland, Poland, the Baltics and Russia through ten business units. As of July 21, 2019, our network comprised 2,706 stores, the majority of which offer road transportation fuel and convenience products while the others are unmanned automated fuel stations which only offer road transportation fuel. We also offer other products, including aviation fuel and energy for stationary engines. Including employees at branded franchise stores, approximately 24,000 people work in our retail network, terminals and service offices across Europe.

In addition, under licensing agreements, approximately 2,250 stores are operated under the Circle K banner in 16 other countries and territories (Cambodia, China, Costa Rica, Egypt, Guam, Honduras, Hong Kong, Indonesia, Jamaica, Macau, Mexico, Mongolia, New Zealand, Saudi Arabia, the United Arab Emirates and Vietnam), which brings our worldwide total network to more than 16,000 stores.

Our mission is to make our customers' lives a little easier every day. To this end, we strive to meet the demands and needs of people on the go. We offer fast and friendly service, providing food, hot and cold beverages, car wash services, and other high-quality products and services including road transportation fuel, designed to meet or exceed our customers' demands in a clean, welcoming and efficient environment. Our business model is our key to success. We have a decentralized management structure, routinely compare best practices, and use our global experience to enhance our operational expertise. We also continually invest in our people and our stores, while maintaining a strong cost discipline.

## Value Creation

In the United States, the convenience store sector is fragmented and in a consolidation phase. We are participating in this process through our acquisitions, the market shares we gain when competitors close sites, and by improving our offering. In Europe and Canada, the convenience store sector is often dominated by a few major players, including integrated oil companies. Some of these integrated oil companies are in the process of selling, or are expected to sell, their retail assets. We intend to study investment opportunities that might come to us through this process.

No matter the context, to create value for our Corporation and its shareholders, acquisitions have to be concluded at reasonable conditions. Therefore, we do not necessarily favor store count growth to the detriment of profitability. In addition to acquisitions, the contribution from organic growth has played an important role in the recent growth of our net earnings. Highlights have included the ongoing improvements we have made to our offer, including fresh products, to our supply terms and to our efficiency. All these elements, in addition to our strong balance sheet, have contributed to the growth in our net earnings and to value creation for our shareholders and other stakeholders. We intend to continue in this direction.

## Exchange Rate Data

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

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

	12-week periods ended	
	July 21, 2019	July 22, 2018
<b>Average for period<sup>(1)</sup></b>		
Canadian dollar	<b>0.7517</b>	0.7673
Norwegian krone	<b>0.1155</b>	0.1234
Swedish krone	<b>0.1055</b>	0.1138
Danish krone	<b>0.1505</b>	0.1575
Zloty	<b>0.2629</b>	0.2726
Euro	<b>1.2703</b>	1.1734
Ruble	<b>0.0156</b>	0.0160

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

Period end	As at July 21, 2019	As at April 28, 2019
Canadian dollar	<b>0.7660</b>	0.7412
Norwegian krone	<b>0.1168</b>	0.1152
Swedish krone	<b>0.1067</b>	0.1053
Danish krone	<b>0.1504</b>	0.1491
Zloty	<b>0.2637</b>	0.2596
Euro	<b>1.1226</b>	1.1133
Ruble	<b>0.0159</b>	0.0154

As we use the US dollar as our reporting currency in our consolidated financial statements and in this document, unless indicated otherwise, results from our Canadian, European and corporate operations are translated into US dollars using the average rate for the period. Unless otherwise indicated, variances and explanations regarding changes in the foreign exchange rate and the volatility of the Canadian dollar and European currencies which we discuss in the present document are therefore related to the translation into US dollars of our Canadian, European and corporate operations' results.

## Overview of the First Quarter of Fiscal 2020

### Financial Results

Net earnings attributable to shareholders of the Corporation ("net earnings") amounted to \$538.8 million for the first quarter of fiscal 2020, compared with \$455.6 million for the first quarter of fiscal 2019. Diluted net earnings per share stood at \$0.95, compared with \$0.81 for the corresponding period of the previous year.

The results for the first quarter of fiscal 2020 were affected by a pre-tax net foreign exchange loss of \$6.5 million, an income tax expense of \$4.5 million (of which \$3.5 million is attributable to shareholders of the Corporation) following the asset exchange transaction with CAPL, as well as pre-tax acquisition costs of \$0.2 million.

The results for the comparable quarter of fiscal 2019 were affected by a \$55.0 million pre-tax impairment charge on CAPL's goodwill, pre-tax restructuring costs of \$1.5 million, a pre-tax net foreign exchange loss of \$1.0 million, as well as pre-tax acquisition costs of \$0.5 million.

Excluding these items, the adjusted net earnings would have been approximately \$548.0 million<sup>1</sup> (\$0.97<sup>1</sup> per share on a diluted basis), compared with \$490.0 million<sup>1</sup> (\$0.87<sup>1</sup> per share on a diluted basis) for the first quarter of fiscal 2019, an increase of \$58.0 million or 11.8%, driven by higher road transportation fuel margins in the United States, and lower financing costs following deleveraging, partly offset by higher income tax rate.

### Changes in our Network

#### *Single-site acquisitions*

During the first quarter of fiscal 2020, we acquired eight company-operated stores through distinct transactions.

#### *Store construction*

During the first quarter of fiscal 2020, we completed the construction of 12 stores and the relocation or reconstruction of 9 stores. As of July 21, 2019, 32 stores were under construction and should open in the upcoming quarters.

<sup>1</sup> Please refer to the section "Net earnings attributable to shareholders of the Corporation ("net earnings") and adjusted net earnings attributable to shareholders of the Corporation ("adjusted net earnings")" of this Management Discussion & Analysis for additional information on this performance measure not defined by IFRS. These performance measures, for the 12-week period ended July 22, 2018, have been adjusted for the estimated impact of IFRS 16, the previously reported adjusted net earnings were approximately \$498.0 million and adjusted diluted net earnings per share was \$0.88.

## Summary of changes in our store network during the first quarter of fiscal 2020

The following table presents certain information regarding changes in our store network over the 12-week period ended July 21, 2019<sup>(1)</sup>:

Type of site	12-week period ended July 21, 2019				Total
	Company-operated <sup>(2)</sup>	CODO <sup>(3)</sup>	DODO <sup>(4)</sup>	Franchised and other affiliated <sup>(5)</sup>	
Number of sites, beginning of period	9,794	514	1,052	1,215	12,575
Acquisitions	8	-	-	-	8
Openings / constructions / additions	29	-	4	24	57
Closures / disposals / withdrawals	(35)	(64)	(20)	(23)	(142)
Store conversion	(3)	6	(3)	-	-
<b>Number of sites, end of period</b>	<b>9,793</b>	<b>456</b>	<b>1,033</b>	<b>1,216</b>	<b>12,498</b>
CAPL network					1,320
Circle K branded sites under licensing agreements					2,248
<b>Total network</b>					<b>16,066</b>
Number of automated fuel stations included in the period-end figures <sup>(6)</sup>	981	-	12	-	993

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

## Asset Exchange Agreement with CAPL

On December 17, 2018, we entered into an asset exchange agreement with CAPL under which 192 Circle K U.S. company-operated stores will be exchanged against the real estate property currently held by CAPL for 56 U.S. company-operated stores leased and operated by Couche-Tard pursuant to a master lease that CAPL had previously purchased jointly with or from CST Brands Inc. ("CST"), and 17 company-operated stores owned and operated by CAPL in the U.S. Upper Midwest. The aggregate value of this agreement is approximately \$185.0 million.

In May 2019, we closed the first transaction of the asset exchange agreement with CAPL. In this first transaction, 60 Circle K U.S. stores have been exchanged against 17 company-operated stores owned and operated by CAPL and the real estate for 8 properties held by CAPL, for a total value of approximately \$58.0 million. Following the exchange transaction, we performed a re-evaluation of our deferred tax assets and liabilities which generated an income tax expense of \$4.5 million, of which \$3.5 million is attributable to shareholders of the Corporation. The remaining tranches are expected to be completed by the end of the first quarter of calendar year 2020.

## Global Circle K Brand

On September 22, 2015, we announced the creation of a new global convenience brand, Circle K. The new brand is replacing our existing Circle K, Statoil, Mac's, Kangaroo Express, Corner Store, On the Run, and Topaz brands on stores and service stations across Canada (except Quebec), the United States and Europe. The rollout of our Circle K brand in Europe was completed during the first quarter of fiscal 2020, while in North America, it is progressing steadily.

As of July 21, 2019, more than 5,800 stores in North America, including 789 stores acquired from CST, now proudly display our new global brand.

## Investment in Fire & Flower

On August 7, 2019, subsequent to the end of the quarter, we announced the closing of an investment in Fire & Flower Holdings Corp. ("Fire & Flower"), a leading independent cannabis retailer based in Alberta, Canada. We invested approximately \$26.0 million in the form of unsecured convertible debentures to obtain a 9.9% ownership interest in Fire & Flower upon conversion. We have also been issued Common Share purchase warrants, that, if exercised in full in accordance with the terms thereof, would subsequently increase our ownership interest to 50.1%. Through this investment, we aim to combine our expertise in scaling retail stores with Fire & Flower's retail experience and proprietary HiFyre™ digital platform to capitalize on new cannabis markets as they emerge.

## Long-Term Debt

On May 28, 2019, we repaid, without penalty, \$150.0 million of our \$300.0 million US-dollar-denominated senior unsecured notes issued on December 14, 2017 and maturing on December 13, 2019.

On August 13, 2019, subsequent to the end of the quarter, we repaid, without penalty, the remaining \$150.0 million of these \$300.0 million US-dollar-denominated senior unsecured notes.

## Share Repurchase Program

During the first quarter of fiscal 2020, we repurchased 764,174 Class B subordinate voting shares under our share repurchase program, for a net amount of \$46.2 million. In addition, subsequent to the end of the quarter, we repurchased an additional 740,892 Class B subordinate voting shares, for a net amount of \$45.1 million, totalling 1,505,066 Class B subordinate voting shares and \$91.3 million since the launch of the program. All shares repurchased were cancelled.

## Dividends

During its September 4, 2019 meeting, the Board of Directors declared a quarterly dividend of CA 12.5¢ per share, before the share split description below, for the first quarter of fiscal 2020 to shareholders on record as at September 13, 2019 and approved its payment for September 27, 2019. This is an eligible dividend within the meaning of the *Income Tax Act* (Canada).

## Class A multiple-voting shares and Class B subordinate voting shares split

During its September 4, 2019 meeting, the Board of Directors approved a two-for-one split of all the Corporation's issued and outstanding Class A multiple-voting shares and Class B subordinate voting shares on record as at September 20, 2019 and payable on September 27, 2019. This share split was approved by regulatory authorities.

## Outstanding Shares and Stock Options

As at August 30, 2019, Couche-Tard had 126,903,950 Class A multiple-voting shares and 436,030,451 Class B subordinate voting shares issued and outstanding. In addition, as at the same date, Couche-Tard had 1,748,860 outstanding stock options for the purchase of Class B subordinate voting shares.

## New Accounting Standard Adopted by the Corporation

As of April 29, 2019, we have adopted IFRS 16, *Leases*, which requires lessees to recognize on the balance sheet a lease liability reflecting future lease payments and a right-of-use asset for virtually all lease contracts, except with respect to lease contracts that meet limited exception criteria. As permitted under the specific transition provisions in the standard, we have elected not to restate our comparative figures for the 2019 financial year. The tables below present the estimated pro forma impact of the change in accounting policy on our previously reported results:

(in millions of US dollars)	12-week period ended July 22, 2018					Total estimated pro forma IFRS 16 impacts	Total estimated pro forma IFRS 16 impacts – attributable to shareholders of the Corporation
	Pre – IFRS 16 As reported	Excluding: Rent under IAS 17	Including: Depreciation and interests <sup>(1)</sup>	Other	Total estimated pro forma IFRS 16 impacts		
Revenues	14,786.5	-	-	9.0	9.0	14,795.5	3.0
Cost of sales	12,569.4	-	-	-	-	12,569.4	-
<b>Gross profit</b>	<b>2,217.1</b>	-	-	9.0	9.0	<b>2,226.1</b>	3.0
Operating, selling, administrative and general expenses	1,312.5	(88.0)	-	6.0	(82.0)	1,230.5	(82.0)
Restructuring costs	1.5	-	-	-	-	1.5	-
Loss on disposal of property and equipment and other assets	0.2	-	-	-	-	0.2	-
Depreciation, amortization and impairment	301.5	(4.0)	90.0	-	86.0	387.5	81.0
<b>Total operating expenses</b>	<b>1,615.7</b>	<b>(92.0)</b>	<b>90.0</b>	<b>6.0</b>	<b>4.0</b>	<b>1,619.7</b>	<b>(0.1)</b>
<b>Operating income</b>	<b>601.4</b>	<b>92.0</b>	<b>(90.0)</b>	<b>3.0</b>	<b>5.0</b>	<b>606.4</b>	<b>4.0</b>
Share of earnings of joint ventures and associated companies	7.1	-	-	-	-	7.1	-
<b>EBITDA</b>	<b>910.0</b>	<b>88.0</b>	<b>-</b>	<b>3.0</b>	<b>91.0</b>	<b>1,001.0</b>	<b>85.0</b>
Financial expenses	79.4	(5.0)	21.0	-	16.0	95.4	14.0
Financial revenues	(2.7)	-	-	-	-	(2.7)	-
Foreign exchange loss	1.0	-	-	-	-	1.0	-
<b>Net financial expenses</b>	<b>77.7</b>	<b>(5.0)</b>	<b>21.0</b>	<b>-</b>	<b>16.0</b>	<b>93.7</b>	<b>14.0</b>
Earnings before income taxes	530.8	97.0	(111.0)	3.0	(11.0)	519.8	(10.0)
Income taxes	88.2	25.0	(28.0)	1.0	(2.0)	86.2	(2.0)
Net earnings including non-controlling interests	442.6	72.0	(83.0)	2.0	(9.0)	433.6	(8.0)
Net loss attributable to non-controlling interests	13.0	-	5.0	(4.0)	1.0	14.0	-
<b>Net earnings attributable to shareholders of the Corporation</b>	<b>455.6</b>	<b>72.0</b>	<b>(78.0)</b>	<b>(2.0)</b>	<b>(8.0)</b>	<b>447.6</b>	<b>(8.0)</b>

**52-week period ended April 28, 2019**

(in millions of US dollars)	Pre – IFRS 16 As reported	Excluding: Rent under IAS 17	Including: Depreciation and interests <sup>(1)</sup>	Other	Total estimated pro forma IFRS 16 impacts	Pro forma IFRS 16	Total estimated pro forma IFRS 16 impacts – attributable to shareholders of the Corporation
Revenues	59,117.6	-	-	40.0	40.0	59,157.6	20.0
Cost of sales	49,922.7	-	-	-	-	49,922.7	-
<b>Gross profit</b>	<b>9,194.9</b>	-	-	40.0	40.0	<b>9,234.9</b>	20.0
Operating, selling, administrative and general expenses	5,646.1	(390.0)	-	28.0	(362.0)	5,284.1	(361.0)
Restructuring costs	10.5	-	-	-	-	10.5	-
Gain on disposal of property and equipment and other assets	(21.3)	-	-	-	-	(21.3)	-
Depreciation, amortization and impairment	1,070.7	(18.0)	388.0	-	370.0	1,440.7	356.0
<b>Total operating expenses</b>	<b>6,706.0</b>	<b>(408.0)</b>	<b>388.0</b>	<b>28.0</b>	<b>8.0</b>	<b>6,714.0</b>	<b>(5.0)</b>
<b>Operating income</b>	<b>2,488.9</b>	<b>408.0</b>	<b>(388.0)</b>	<b>12.0</b>	<b>32.0</b>	<b>2,520.9</b>	<b>25.0</b>
Share of earnings of joint ventures and associated companies	23.4	-	-	-	-	23.4	-
<b>EBITDA</b>	<b>3,583.0</b>	<b>390.0</b>	<b>-</b>	<b>12.0</b>	<b>402.0</b>	<b>3,984.0</b>	<b>381.0</b>
Financial expenses	338.7	(20.0)	90.0	-	70.0	408.7	62.0
Financial revenues	(13.3)	-	-	-	-	(13.3)	-
Foreign exchange gain	(5.3)	-	-	-	-	(5.3)	-
<b>Net financial expenses</b>	<b>320.1</b>	<b>(20.0)</b>	<b>90.0</b>	<b>-</b>	<b>70.0</b>	<b>390.1</b>	<b>62.0</b>
Earnings before income taxes	2,192.2	428.0	(478.0)	12.0	(38.0)	2,154.2	(37.0)
Income taxes	370.9	108.0	(120.0)	3.0	(9.0)	361.9	(9.0)
Net earnings including non- controlling interests	1,821.3	320.0	(358.0)	9.0	(29.0)	1,792.3	(28.0)
Net loss attributable to non- controlling interests	12.6	(3.0)	20.0	(16.0)	1.0	13.6	-
<b>Net earnings attributable to shareholders of the Corporation</b>	<b>1,833.9</b>	<b>317.0</b>	<b>(338.0)</b>	<b>(7.0)</b>	<b>(28.0)</b>	<b>1,805.9</b>	<b>(28.0)</b>

(1) Depreciation and interest expenses are based on our assessment of Fiscal 2020 impact.

In order to facilitate the understanding of our financial performance, we have adjusted some of our previously reported performance measures. All adjustments related to IFRS 16 are clearly identified and are based on the calculations presented in the tables above.

The adoption of the new accounting standard affected the following specific items in the opening balance sheet on April 29, 2019:

(in millions of US dollars)	Balance, beginning of period	Adoption of IFRS 16	Adjusted balance, beginning of period
<b>Assets</b>			
Current assets			
Prepaid expenses	83.7	(26.4)	57.3
Property and equipment	11,129.9	(306.5)	10,823.4
Right-of-use assets	-	2,835.0	2,835.0
Intangible assets	944.4	(104.5)	839.9
Other assets	306.6	27.7	334.3
<b>Total assets</b>	<b>22,607.7</b>	<b>2,425.3</b>	<b>25,033.0</b>
<b>Liabilities</b>			
Current liabilities			
Accounts payable and accrued liabilities	3,917.1	(24.6)	3,892.5
Current portion of long-term debt	1,310.7	(40.5)	1,270.2
Current portion of lease liabilities	-	382.9	382.9
Long-term debt	5,640.7	(287.8)	5,352.9
Lease liabilities	-	2,569.3	2,569.3
Long-term provisions	590.1	(3.0)	587.1
Deferred credits and other liabilities	349.0	(158.3)	190.7
Deferred income taxes	1,037.1	(3.2)	1,033.9
<b>Total liabilities</b>	<b>13,426.6</b>	<b>2,434.8</b>	<b>15,861.4</b>
<b>Equity</b>			
Retained earnings	9,053.5	(9.5)	9,044.0
<b>Total equity</b>	<b>9,181.1</b>	<b>(9.5)</b>	<b>9,171.6</b>

For further information, refer to our Q1 2020 unaudited interim condensed consolidated financial statements.

## Summary Analysis of Consolidated Results for the First Quarter of Fiscal 2020

The following table highlights certain information regarding our operations for the 12-week periods ended July 21, 2019, and July 22, 2018. CAPL refers to CrossAmerica Partners LP.

	12-week periods ended		
	July 21, 2019	July 22, 2018	Variation %
<i>(in millions of US dollars, unless otherwise stated)</i>			
<b>Statement of Operations Data:</b>			
Merchandise and service revenues <sup>(1)</sup> :			
United States	2,657.8	2,609.1	1.9
Europe	353.1	368.7	(4.2)
Canada	575.6	544.4	5.7
CAPL	19.8	26.3	(24.7)
<i>Elimination of intercompany transactions with CAPL</i>	<i>(0.5)</i>	<i>(0.7)</i>	<i>(28.6)</i>
Total merchandise and service revenues	3,605.8	3,547.8	1.6
Road transportation fuel revenues:			
United States	6,801.5	7,159.5	(5.0)
Europe	1,919.8	1,952.5	(1.7)
Canada	1,201.4	1,291.8	(7.0)
CAPL	567.4	633.7	(10.5)
<i>Elimination of intercompany transactions with CAPL</i>	<i>(121.4)</i>	<i>(140.3)</i>	<i>(13.5)</i>
Total road transportation fuel revenues	10,368.7	10,897.2	(4.8)
Other revenues <sup>(2)</sup> :			
United States	6.9	5.4	27.8
Europe	155.1	319.0	(51.4)
Canada	4.8	6.2	(22.6)
CAPL	25.8	15.2	69.7
<i>Elimination of intercompany transactions with CAPL</i>	<i>(4.1)</i>	<i>(4.3)</i>	<i>(4.7)</i>
Total other revenues	188.5	341.5	(44.8)
<b>Total revenues</b>	<b>14,163.0</b>	<b>14,786.5</b>	<b>(4.2)</b>
Merchandise and service gross profit <sup>(1)</sup> :			
United States	904.9	874.8	3.4
Europe	146.5	156.3	(6.3)
Canada	189.5	187.9	0.9
CAPL	4.6	6.4	(28.1)
<i>Elimination of intercompany transactions with CAPL</i>	<i>(0.5)</i>	<i>(0.6)</i>	<i>(16.7)</i>
Total merchandise and service gross profit	1,245.0	1,224.8	1.6
Road transportation fuel gross profit:			
United States	672.5	560.0	20.1
Europe	222.2	246.5	(9.9)
Canada	81.5	100.0	(18.5)
CAPL	23.1	26.6	(13.2)
Total road transportation fuel gross profit	999.3	933.1	7.1
Other revenues gross profit <sup>(2)</sup> :			
United States	6.9	5.3	30.2
Europe	31.3	36.8	(14.9)
Canada	4.8	6.2	(22.6)
CAPL	25.8	15.2	69.7
<i>Elimination of intercompany transactions with CAPL</i>	<i>(4.1)</i>	<i>(4.3)</i>	<i>(4.7)</i>
Total other revenues gross profit	64.7	59.2	9.3
<b>Total gross profit</b>	<b>2,309.0</b>	<b>2,217.1</b>	<b>4.1</b>
Operating, selling, administrative and general expenses			
Excluding CAPL	1,224.3	1,294.7	(5.4)
CAPL	20.2	22.6	(10.6)
<i>Elimination of intercompany transactions with CAPL</i>	<i>(4.4)</i>	<i>(4.8)</i>	<i>(8.3)</i>
Total Operating, selling, administrative and general expenses	1,240.1	1,312.5	(5.5)
Restructuring costs	-	1.5	(100.0)
Loss on disposal of property and equipment and other assets	10.1	0.2	4,950.0
Depreciation, amortization and impairment			
Excluding CAPL	284.2	213.2	33.3
CAPL	22.9	88.3	(74.1)
Total depreciation, amortization and impairment	307.1	301.5	1.9
<b>Operating income</b>	<b>743.0</b>	<b>671.3</b>	<b>10.7</b>
Excluding CAPL	8.9	(69.8)	(112.8)
CAPL	(0.2)	(0.1)	100.0
<i>Elimination of intercompany transactions with CAPL</i>	<i>(0.2)</i>	<i>(0.1)</i>	<i>100.0</i>
Total operating income	751.7	601.4	25.0
Net financial expenses	87.0	77.7	0.12
<b>Net earnings including non-controlling interests</b>	<b>536.0</b>	<b>442.6</b>	<b>21.1</b>
Net loss attributable to non-controlling interests	2.8	13.0	(78.5)
<b>Net earnings attributable to shareholders of the Corporation</b>	<b>538.8</b>	<b>455.6</b>	<b>18.3</b>
<b>Per Share Data:</b>			
Basic net earnings per share (dollars per share)	0.96	0.81	18.5
Diluted net earnings per share (dollars per share)	0.95	0.81	17.3
Adjusted diluted net earnings per share (dollars per share) <sup>(13)</sup>	0.97	0.87	11.5

	12-week periods ended		
	July 21, 2019	July 22, 2018	Variation %
<i>(in millions of US dollars, unless otherwise stated)</i>			
<b>Other Operating Data – excluding CAPL:</b>			
Merchandise and service gross margin <sup>(1)</sup> :			
Consolidated	34.6%	34.6%	-
United States	34.0%	33.5%	0.5
Europe	41.5%	42.4%	(0.9)
Canada	32.9%	34.5%	(1.6)
Growth of same-store merchandise revenues <sup>(3)</sup> :			
United States <sup>(4)</sup>	2.5%	4.2%	(1.7)
Europe	0.7%	7.3%	(6.6)
Canada <sup>(4)</sup>	0.3%	6.6%	(6.3)
Road transportation fuel gross margin:			
United States (cents per gallon) <sup>(4)</sup>	26.86	22.70	18.3
Europe (cents per liter)	8.44	9.21	(8.4)
Canada (CA cents per liter) <sup>(4)</sup>	7.40	8.91	(16.9)
Total volume of road transportation fuel sold:			
United States (millions of gallons)	2,590.6	2,574.6	0.6
Europe (millions of liters)	2,633.6	2,676.4	(1.6)
Canada (millions of liters)	1,472.6	1,469.2	0.2
Growth of (decrease in) same-store road transportation fuel volume <sup>(4)</sup> :			
United States	0.6%	0.6%	-
Europe	(1.6%)	(0.1%)	(1.5)
Canada	0.4%	(3.3%)	3.7

*(in millions of US dollars, unless otherwise stated)*

	July 21, 2019	April 28, 2019	Variation \$
<b>Balance Sheet Data<sup>(5)</sup>:</b>			
Total assets (including \$1.3 billion and \$1.1 billion for CAPL as at July 21, 2019 and as at April 28, 2019, respectively)	25,431.6	25,033.0	398.6
Interest-bearing debt (including \$686.1 million and \$696.0 million for CAPL as at July 21, 2019 and as at April 28, 2019, respectively) <sup>(6)</sup>	9,410.4	9,575.3	(164.9)
Equity attributable to shareholders of the Corporation	9,409.8	8,913.7	496.1
<b>Indebtedness Ratios<sup>(7)</sup>:</b>			
Net interest-bearing debt/total capitalization <sup>(6)(8)</sup>	0.45 : 1	0.48 : 1	
Leverage ratio <sup>(9)</sup>	1.94 : 1	2.09 : 1	
Adjusted leverage ratio <sup>(10)</sup>	2.03 : 1	2.18 : 1	
<b>Returns<sup>(7)</sup>:</b>			
Return on equity <sup>(11)</sup>	22.0%	21.9%	
Return on capital employed <sup>(12)</sup>	13.2%	12.6%	

(1) Includes revenues derived from franchise fees, royalties, suppliers' rebates on some purchases made by franchisees and licensees, as well as from wholesale of merchandise.

(2) Includes revenues from the rental of assets and from the sale of aviation fuel, energy for stationary engines and marine fuel (until November 30, 2018).

(3) Does not include services and other revenues (as described in footnotes 1 and 2 above). Growth in Canada and in Europe is calculated based on local currencies.

(4) For company-operated stores only.

(5) The balance sheet data as at April 28, 2019, has been adjusted for the estimated pro forma impact of IFRS 16.

(6) This measure is presented including the following balance sheet accounts: Current portion of long-term debt, Long-term debt, Current portion of lease liabilities, and Lease liabilities.

(7) These measures are presented as if our investment in CAPL was reported using the equity method as we believe it allows a more relevant presentation of the underlying performance of the Corporation.

(8) This measure is presented for information purposes only and represents a measure of financial condition used especially in financial circles. It represents the following calculation: interest-bearing debt, net of cash and cash equivalents and temporary investments divided by the addition of shareholders' equity and interest-bearing debt, net of cash and cash equivalents and temporary investments. It does not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other public corporations. For the purpose of this calculation, CAPL's long-term debt is excluded as it is a non-recourse debt to the Corporation, as referenced in footnote 7. This performance measure, for the 52-week period ended April 28, 2019, has been adjusted for the estimated pro forma impact of IFRS 16 and the previously disclosed measure was 0.39 : 1. We believe this measure is useful to investors and analysts.

(9) This measure is presented for information purposes only and represents a measure of financial condition used especially in financial circles. It represents the following calculation: interest-bearing debt, net of cash and cash equivalents and temporary investments divided by EBITDA (Earnings before Interest, Tax, Depreciation, Amortization and Impairment) adjusted for specific items. It does not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other public corporations. For the purpose of this calculation, CAPL's long-term debt is excluded as it is a non-recourse debt to the Corporation, as referenced in footnote 7. This performance measure, for the 52-week period ended April 28, 2019, has been adjusted for the estimated pro forma impact of IFRS 16 and the previously disclosed measure was 1.61 : 1. We believe this measure is useful to investors and analysts.

(10) This measure is presented for information purposes only and represents a measure of financial condition used especially in financial circles. It represents the following calculation: interest-bearing debt plus the product of eight times rent expense, net of cash and cash equivalents and temporary investments divided by EBITDAR (Earnings before Interest, Tax, Depreciation, Amortization, Impairment and Rent expense) adjusted for specific items. It does not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other public corporations. For the purpose of this calculation, CAPL's interest bearing debt is excluded as it is a non-recourse debt to the Corporation, as referenced in footnote 7. This performance measure, for the 52-week period ended April 28, 2019, has been adjusted for the estimated pro forma impact of IFRS 16 and the previously disclosed measure was 2.29 : 1. We believe this measure is useful to investors and analysts.

(11) This measure is presented for information purposes only and represents a measure of performance used especially in financial circles. It represents the following calculation: net earnings divided by average equity for the corresponding period. It does not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other public corporations. This performance measure, for the 52-week period ended April 28, 2019, has been adjusted for the estimated pro forma impact of IFRS 16 and the previously disclosed measure was 22.3%. We believe this measure is useful to investors and analysts.

(12) This measure is presented for information purposes only and represents a measure of performance used especially in financial circles. It represents the following calculation: earnings before income taxes and interests divided by average capital employed for the corresponding period. Capital employed represents total assets less short-term liabilities not bearing interests. It does not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other public corporations. This performance measure, for the 52-week period ended April 28, 2019, has been adjusted for the estimated pro forma impact of IFRS 16 and the previously disclosed measure was 14.1%. We believe this measure is useful to investors and analysts.

(13) This performance measure, for the 12-week period ended July 22, 2018, has been adjusted for the estimated pro forma impact of IFRS 16 and the previously reported adjusted net earnings per share was \$0.88.

## Revenues

Our revenues were \$14.2 billion for the first quarter of fiscal 2020, down by \$623.5 million, a decrease of 4.2% compared with the corresponding quarter of fiscal 2019, mainly attributable to a net lower average road transportation fuel selling price, the net negative impact from the translation of our Canadian and European operations into US dollars, and the disposal of our marine fuel business, partly offset by organic growth.

### Merchandise and service revenues

Total merchandise and service revenues for the first quarter of fiscal 2020 were \$3.6 billion, an increase of \$58.0 million compared with the corresponding quarter of fiscal 2019. Excluding CAPL's revenues, as well as the net negative impact from the translation of our Canadian and European operations into US dollars, merchandise and service revenues increased by approximately \$97.0 million or 2.7%. This increase is primarily attributable to continued organic growth, despite unfavorable weather and cycling against an exceptional first quarter last year. Same-store merchandise revenues increased by 2.5% in the United States, by 0.7% in Europe and by 0.3% in Canada, driven by the improvements made to our offering, as well as by our various initiatives to drive traffic in our stores.

### Road transportation fuel revenues

Total road transportation fuel revenues for the first quarter of fiscal 2020 were \$10.4 billion, a decrease of \$528.5 million compared with the corresponding quarter of fiscal 2019. Excluding CAPL's revenues, as well as the net negative impact from the translation of revenues of our Canadian and European operations into US dollars, road transportation fuel revenues decreased by approximately \$338.0 million or 3.3%. This decrease is attributable to a net lower average road transportation fuel selling price, which had a net negative impact of approximately \$354.0 million, partly offset by organic growth. Same-store road transportation fuel volume in the United States increased by 0.6%. In Europe, same-store road transportation fuel volume decreased by 1.6% due to the competitive landscape and unfavorable weather. In Canada, same-store road transportation fuel volume increased by 0.4%, another sequential improvement.

The following table shows the average road transportation fuel selling price of our company-operated stores in our various markets for the last eight quarters, starting with the second quarter of the fiscal year ended April 29, 2018:

Quarter	2 <sup>nd</sup>	3 <sup>rd</sup>	4 <sup>th</sup>	1 <sup>st</sup>	Weighted average
<u>52-week period ended July 21, 2019</u>					
United States (US dollars per gallon) – excluding CAPL	2.72	2.42	2.51	2.66	2.57
Europe (US cents per liter)	80.56	75.28	74.59	77.35	76.86
Canada (CA cents per liter)	115.22	97.59	103.45	111.16	106.23
<u>52-week period ended July 22, 2018</u>					
United States (US dollars per gallon) – excluding CAPL	2.47	2.30	2.51	2.76	2.50
Europe (US cents per liter)	68.23	71.19	78.32	75.07	73.01
Canada (CA cents per liter)	101.46	108.11	110.39	117.95	109.37

### Other revenues

Total other revenues for the first quarter of fiscal 2020 were \$188.5 million, a decrease of \$153.0 million compared with the corresponding period of fiscal 2019. Excluding CAPL's revenues, as well as the net negative impact from the translation of revenues of our Canadian and European operations into US dollars, other revenues decreased by approximately \$146.0 million in the first quarter of fiscal 2020. The decrease is primarily driven by the disposal of our marine fuel business, which had an impact of approximately \$80.0 million, as well as lower aviation fuel revenues which had a minimal impact on gross profit.

## Gross profit

Our gross profit was \$2.3 billion for the first quarter of fiscal 2020, up by \$91.9 million, or 4.1%, compared with the corresponding quarter of fiscal 2019, mainly attributable to higher fuel margins in the United States and organic growth, partly offset by the net negative impact from the translation of our Canadian and European operations into US dollars, which totalled approximately \$33.0 million.

### Merchandise and service gross profit

In the first quarter of fiscal 2020, our merchandise and service gross profit was \$1.2 billion, an increase of \$20.2 million compared with the corresponding quarter of fiscal 2019. Excluding CAPL's gross profit, as well as the net negative impact from the translation of our Canadian and European operations into US dollars, merchandise and service gross profit increased by approximately \$35.0 million or 2.9%, mainly attributable to our organic growth. Our gross margin increased by 0.5% in the United States to 34.0% and decreased by 0.9% in Europe to 41.5%, both driven by changes in product mix. In Canada, our

gross margin decreased by 1.6% to 32.9%, mainly as a result of the conversion of our Esso stores from the agent model to the corporate model, as well as from a change in product mix.

### Road transportation fuel gross profit

In the first quarter of fiscal 2020, our road transportation fuel gross profit was \$999.3 million, an increase of \$66.2 million compared with the corresponding quarter of fiscal 2019. Excluding CAPL's gross profit, as well as the net negative impact from the translation of our Canadian and European operations into US dollars, our first quarter of fiscal 2020 road transportation fuel gross profit increased by approximately \$87.0 million or 9.6%. Our road transportation fuel gross margin was 26.86¢ per gallon in the United States, an increase of 4.16¢ per gallon supported by the volatility in crude oil prices as well as improved sourcing conditions. In Europe, the road transportation fuel gross margin was US 8.44¢ per liter, a decrease of US 0.77¢ per liter mainly due to the net negative impact of foreign exchange and a higher bio-fuel blending ratio taking advantage of favorable conditions. The remaining variance is driven by competitive pressure in some of our markets. In Canada, the road transportation fuel gross margin was CA 7.40¢ per liter, a decrease of CA 1.51¢ per liter due to competitive pressure in some of our markets.

The road transportation fuel gross margin of our company-operated stores in the United States and the impact of expenses related to electronic payment modes for the last eight quarters, starting with the second quarter of the fiscal year ended April 29, 2018, were as follows:

(US cents per gallon)

Quarter	2 <sup>nd</sup>	3 <sup>rd</sup>	4 <sup>th</sup>	1 <sup>st</sup>	Weighted average
52-week period ended July 21, 2019					
Before deduction of expenses related to electronic payment modes	21.88	29.42	18.51	26.86	24.50
Expenses related to electronic payment modes <sup>(1)</sup>	4.55	4.31	4.40	4.70	4.50
After deduction of expenses related to electronic payment modes	17.33	25.11	14.11	22.16	20.00
52-week period ended July 22, 2018					
Before deduction of expenses related to electronic payment modes	24.70	15.66	17.29	22.70	19.42
Expenses related to electronic payment modes <sup>(1)</sup>	4.31	4.06	3.86	4.67	4.20
After deduction of expenses related to electronic payment modes	20.39	11.60	13.43	18.03	15.22

(1) Please note that this information has been restated to reflect the cost of electronic payment expenses per corporate-store road transportation fuel gallons instead of per total road transportation fuel gallons.

As demonstrated by the table above, road transportation fuel margins in the United States can be volatile from one quarter to another but tend to be relatively stable or to increase over longer periods. Margin volatility and expenses related to electronic payment modes are not as significant in Europe and Canada.

### Other revenues gross profit

In the first quarter of fiscal 2020, other revenues gross profit was \$64.7 million, an increase of \$5.5 million compared with the corresponding period of fiscal 2019. Excluding CAPL's gross profit, other revenues gross profit decreased by \$5.3 million in the first quarter of fiscal 2020. The decrease is primarily driven by the disposal of our marine fuel business, which had an impact of approximately \$3.0 million on the first quarter of fiscal 2020.

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

For the first quarter of fiscal 2020, expenses decreased by 5.5%, compared with the corresponding period of fiscal 2019. If we exclude certain items that are not considered indicative of future trends, expenses increased by 2.3%:

	12-week period ended July 21, 2019
<b>Total variance, as reported</b>	<b>(5.5)%</b>
Adjusted for:	
Decrease in rent expense from transition to IFRS 16	6.2%
Decrease from the net impact of foreign exchange translation	1.4%
Decrease in CAPL's expenses	0.2%
Disposal of our marine fuel business	0.1%
Increase from higher electronic payment fees, excluding acquisitions	(0.1)%
<b>Remaining variance</b>	<b>2.3%</b>

Excluding the conversion of our Esso stores from the agent model to the corporate model, the remaining variance for the first quarter of fiscal 2020 would have been only 1.7%. Growth in expenses was driven by normal inflation, higher expenses needed to support our growth and higher minimum wages in certain regions. We continue to rigorously focus on controlling costs throughout our organization, while ensuring we maintain the quality of service we offer to our customers.

## Earnings before interest, taxes, depreciation, amortization and impairment (EBITDA) and adjusted EBITDA

During the first quarter of fiscal 2020, EBITDA increased from \$910.0 million to \$1,065.4 million, an increase of 17.1% compared with the same quarter last year. Excluding the specific items shown in the table below from EBITDA of the first quarter of fiscal 2020 and of the corresponding period of fiscal 2019, the adjusted EBITDA for the first quarter of fiscal 2020 increased by \$58.3 million or 5.9% compared with the corresponding period of the previous fiscal year, driven by increased fuel margins in the United States and by organic growth, partly offset by the net negative impact from the translation of our Canadian and European operations into US dollars. The variation in exchange rates had a net negative impact of approximately \$15.0 million.

It should be noted that EBITDA and adjusted EBITDA are not performance measures defined by IFRS, but we, as well as investors and analysts, consider that those performance measures facilitate the evaluation of our ongoing operations and our ability to generate cash flows to fund our cash requirements, including our capital expenditures program and payment of dividends. Note that our definition of these measures may differ from the one used by other public corporations.

(in millions of US dollars)	12-week periods ended	
	July 21, 2019	July 22, 2018
Net earnings including non-controlling interests, as reported	536.0	442.6
Add:		
Income taxes	135.3	88.2
Net financial expenses	87.0	77.7
Depreciation, amortization and impairment	307.1	301.5
<b>EBITDA</b>	<b>1,065.4</b>	<b>910.0</b>
Adjusted for:		
EBITDA attributable to non-controlling interests	(24.8)	(14.5)
Acquisition costs	0.2	0.5
Restructuring costs attributable to shareholders of the Corporation	-	1.5
<b>Adjusted EBITDA, as previously reported</b>	<b>1,040.8</b>	<b>897.5</b>
Estimated pro forma impact from transition to IFRS 16 attributable to shareholders of the Corporation	-	85.0
<b>Adjusted EBITDA</b>	<b>1,040.8</b>	<b>982.5</b>

## Depreciation, amortization and impairment (“depreciation”)

For the first quarter of fiscal 2020, our depreciation expense increased by \$5.6 million. Excluding CAPL’s results as well as the \$55.0 million impairment charge on CAPL’s goodwill recognized during the first quarter of fiscal 2019, the depreciation expense increased by \$71.0 million, mainly driven by the additional depreciation expense arising from right-of-use assets due to the adoption of IFRS 16, which had an impact of approximately \$81.0 million, to the replacement of equipment, partly offset by the divestiture of stores and our marine fuel business.

## Net financial expenses

Net financial expenses for the first quarter of fiscal 2020 were \$87.0 million, an increase of \$9.3 million compared with the first quarter of fiscal 2019. Excluding the items shown in the table below, net financial expenses decreased by \$14.5 million, mainly attributable to our lower average long-term debt following the significant repayments made.

(in millions of US dollars)	12-week periods ended	
	July 21, 2019	July 22, 2018
Net financial expenses, as reported	87.0	77.7
Adjusted for:		
CAPL’s financial expenses	(11.3)	(7.0)
Net foreign exchange loss	(6.5)	(1.0)
Estimated pro forma impact from transition to IFRS 16	-	14.0
<b>Net financial expenses excluding items above</b>	<b>69.2</b>	<b>83.7</b>

## Income taxes

The income tax rate for the first quarter of fiscal 2020 was 20.2% compared with 16.6% for the corresponding period of fiscal 2019. Excluding the income tax expense of \$4.5 million from the re-evaluation of the deferred tax assets and liabilities following the asset exchange transaction with CAPL, the income tax rate would have been 19.5%. The increase of the income tax rate of the first quarter of fiscal 2020 stems from the impact of a different mix in our earnings across the various jurisdictions.

## Net earnings attributable to shareholders of the Corporation (“net earnings”) and adjusted net earnings attributable to shareholders of the Corporation (“adjusted net earnings”)

Net earnings for the first quarter of fiscal 2020 were \$538.8 million, compared with \$455.6 million for the first quarter of the previous fiscal year, an increase of \$83.2 million or 18.3%. Diluted net earnings per share stood at \$0.95, compared with \$0.81 for the corresponding quarter of the previous year. The translation of revenues and expenses from our Canadian and European operations into United States dollars had a net negative impact of approximately \$10.0 million on net earnings of the first quarter of fiscal 2020.

Excluding the items shown in the table below from net earnings of the first quarter of fiscal 2020 and of fiscal 2019, adjusted net earnings for the first quarter of fiscal 2020 would have been approximately \$548.0 million, compared with \$490.0 million for the first quarter of fiscal 2019, an increase of \$58.0 million or 11.8%. Adjusted diluted net earnings per share would have been approximately \$0.97 for the first quarter of fiscal 2020 compared with \$0.87 for the corresponding period of fiscal 2019, an increase of 11.5%.

The table below reconciles reported net earnings to adjusted net earnings:

(in millions of US dollars)	12-week periods ended	
	July 21, 2019	July 22, 2018
Net earnings attributable to shareholders of the Corporation, as reported	538.8	455.6
Adjusted for:		
Net foreign exchange loss	6.5	1.0
Income tax expense following asset exchange transaction	3.5	-
Acquisition costs	0.2	0.5
Impairment charge on CAPL's goodwill	-	55.0
Restructuring costs	-	1.5
Tax impact of the items above and rounding	(1.0)	(15.6)
Adjusted net earnings attributable to shareholders of the Corporation, as previously reported	548.0	498.0
Estimated pro forma impact from transition to IFRS 16	-	(8.0)
Adjusted net earnings attributable to shareholders of the Corporation	548.0	490.0

It should be noted that adjusted net earnings is not a performance measure defined by IFRS, but we, as well as investors and analysts, consider this measure useful for evaluating the underlying performance of our operations on a comparable basis. Note that our definition of this measure may differ from the one used by other public corporations.

## Financial Position as at July 21, 2019

As shown by our indebtedness ratios included in the “Summary Analysis of Consolidated Results for the First Quarter of Fiscal 2020” section and our net cash provided by operating activities, our financial position is solid.

Our total consolidated assets amounted to \$25.4 billion as at July 21, 2019, an increase of \$2.8 billion over the balance as at April 28, 2019, primarily due to the adoption of IFRS 16 and the variation in exchange rates at the balance sheet date. It should be noted that, as permitted under the specific transition provisions in the standard, we did not adjust our balance sheet as at April 28, 2019, to reflect the impact of IFRS 16 on our assets and liabilities.

During the 52-week periods ended July 21, 2019, and April 28, 2019, we recorded return on capital employed<sup>1</sup> of 13.2% and of 12.6%, respectively.

Significant balance sheet variations are explained as follows:

### Property and equipment

Property and equipment decreased by \$296.3 million, from \$11.1 billion as at April 28, 2019, to \$10.8 billion as at July 21, 2019, mainly as a result of the adoption of IFRS 16, as finance leases are now part of the Right-of-use assets, as well as the depreciation, amortization and impairment expenses of the quarter, partly offset by the investment we made to our network as well as by the net positive impact of approximately \$74.0 million from the exchange rates variation at the balance sheet date.

### Right-of-use assets

Right-of-use assets stood at \$2.8 billion as at July 21, 2019, following the adoption of IFRS 16, partly offset by depreciation, amortization and impairment expenses of the quarter.

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

Long-term debt and current portion of long-term debt decreased by \$452.8 million, from \$7.0 billion as at April 28, 2019 to \$6.5 billion as at July 21, 2019, mainly as a result of the adoption of IFRS 16, as our finance lease obligations are now part of the Lease liabilities, as well as the repayment of \$150.0 million made on our senior unsecured notes, partly offset by the impact of the strengthening of the Canadian dollar and Euro against the US dollar, which was approximately \$68.0 million.

### Lease liabilities and current portion of lease liabilities

Long-term lease liabilities and current portion of lease liabilities stood at \$2.9 billion as at July 21, 2019, following the adoption of IFRS 16, partly offset by the principal portion of the lease payment made during the quarter.

### Equity

Equity attributable to shareholders of the Corporation amounted to \$9.4 billion as at July 21, 2019, up \$486.6 million compared with April 28, 2019, mainly reflecting net earnings of the first quarter of fiscal 2020, partly offset by other comprehensive loss, as well as dividends declared during the first quarter of fiscal year 2020 and the impact of share repurchases. For the 12-week period ended July 21, 2019, we recorded a return on equity<sup>2</sup> of 22.0%.

As at July 21, 2019, non-controlling interests amounted to \$247.2 million, a decrease of \$10.7 million compared to April 28, 2019, mainly reflecting non-controlling interests' shares in CAPL's losses and distributions.

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<sup>1</sup> Please refer to the section “Summary Analysis of Consolidated Results for the First Quarter of Fiscal 2020” of this Management Discussion & Analysis for additional information on this performance measure not defined by IFRS. This performance measure, for the 52-week period ended April 28, 2019, has been adjusted for the estimated impact of IFRS 16, the previously reported return on capital employed was 14.1%.

<sup>2</sup> Please refer to the section “Summary Analysis of Consolidated Results for the First Quarter of Fiscal 2020” of this Management Discussion & Analysis for additional information on this performance measure not defined by IFRS

## Liquidity and Capital Resources

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

Our revolving credit facilities are detailed as follow:

### *Term revolving unsecured operating credit, maturing in December 2023 (“operating credit D”)*

Credit agreement consisting of a revolving unsecured facility of a maximum amount of \$2,525.0 million. As at July 21, 2019, our operating credit D was not used and standby letters of credit in the amount of \$12.6 million were outstanding.

### *CAPL US-dollar-denominated senior secured revolving credit facility, without recourse to the Corporation, maturing in April 2024*

CAPL has a credit agreement consisting of a US-dollar-denominated senior secured revolving credit facility of a maximum amount of \$750.0 million, maturing on April 25, 2024, under which swing-line loans may be drawn up to \$35.0 million and standby letters of credit may be issued up to an aggregate of \$65.0 million. This facility is without recourse to the Corporation.

As at July 21, 2019, the effective interest rate was 4.660% (4.550% as at July 22, 2018) and CAPL was in compliance with the restrictive provisions and ratios imposed by the credit agreement.

### *Available liquidities*

As at July 21, 2019, excluding CAPL’s US dollar-denominated senior secured revolving credit facility, a total of approximately \$2.5 billion was available under our revolving unsecured operating credit facility and we were in compliance with the restrictive covenants and ratios imposed by the credit agreement at that date. Thus, as at the same date, excluding CAPL’s cash and revolving credit facility, we had access to approximately \$3.6 billion through our available cash and revolving unsecured operating credit facility.

## Selected Consolidated Cash Flow Information

(in millions of US dollars)	12-week periods ended		
	July 21, 2019	July 22, 2018	Variation
<b>Operating activities</b>			
Net cash provided by operating activities	<b>865.8</b>	714.5	151.3
<b>Investing activities</b>			
Purchase of property and equipment, intangible assets and other assets	<b>(246.8)</b>	(202.0)	(44.8)
Proceeds from disposal of property and equipment and other assets	<b>8.9</b>	54.2	(45.3)
Business acquisitions	<b>(7.0)</b>	-	(7.0)
Restricted cash	<b>5.6</b>	(5.5)	11.1
<b>Net cash used in investing activities</b>	<b>(239.3)</b>	(153.3)	(86.0)
<b>Financing activities</b>			
Repayment of senior unsecured notes	<b>(150.0)</b>	-	(150.0)
Principal elements of lease payments and net decrease in other debts	<b>(79.0)</b>	(8.3)	(70.7)
Net decrease in term revolving unsecured operating credit D	<b>(40.0)</b>	(458.8)	418.8
Share repurchase	<b>(14.4)</b>	-	(14.4)
CAPL distributions paid to non-controlling interests	<b>(14.3)</b>	(14.0)	(0.3)
Net (decrease) increase in CAPL senior secured revolving credit facility	<b>(9.2)</b>	5.1	(14.3)
Settlement of derivative financial instruments	-	3.0	(3.0)
<b>Net cash used in financing activities</b>	<b>(306.9)</b>	(473.0)	166.1
<b>Credit ratings</b>			
S&P Global Ratings – Corporate credit rating	<b>BBB</b>	BBB	
Moody's - Senior unsecured notes credit rating	<b>Baa2</b>	Baa2	

### Operating activities

During the first quarter of fiscal 2020, net cash from our operations reached \$865.8 million, up \$151.3 million compared with the first quarter of fiscal 2019, mainly due to higher net earnings as well as the impact of the payment on principal elements of leases now classified as financing activities.

### Investing activities

During the first quarter of fiscal 2020, net investments in property and equipment, intangible assets and other assets amounted to \$237.9 million.

The investments were primarily for the replacement of equipment in some of our stores in order to enhance our offering of products and services, for our rebranding project, for the addition of new stores, for the ongoing improvement of our network, as well as for information technology.

### Financing activities

During the first quarter of fiscal 2020, we repaid \$150.0 million on our senior unsecured notes. We also repaid \$40.0 million on our revolving unsecured operating credit D and net amounts of \$79.0 million on the principal element of our lease liabilities and other debts.

In addition, during the same period, CAPL distributions to non-controlling interests amounted to \$14.3 million.

## Contractual Obligations and Commercial Commitments

Other than the impact of IFRS 16, there were no major changes to our contractual obligations and commercial commitments during the 12-week period ended July 21, 2019. For more information, please refer to our 2019 Annual Report and to the notes related to IFRS 16 in our unaudited interim condensed consolidated financial statements.

## Internal Controls over Financial Reporting

We maintain a system of internal controls over financial reporting designed to safeguard assets and ensure that financial information is reliable. We also maintain a system of disclosure controls and procedures designed to ensure, in all material respects, the reliability, completeness and timeliness of the information we disclose in this MD&A and other public disclosure documents. Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in reports filed with securities regulatory agencies is recorded and/or disclosed on a timely basis, as required by law, and is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. As at July 21, 2019, our management, following its assessment, certifies the design and operating effectiveness of the Corporation's disclosure controls and procedures.

As a result of the adoption of IFRS 16, we adjusted our internal controls and implemented processes to enable the adoption of the new standard.

We undertake ongoing evaluations of the effectiveness of our internal controls over financial reporting and implement control enhancements, when appropriate. As at April 28, 2019, our management and our external auditors reported that these internal controls were effective.

## Selected Quarterly Financial Information

Our 52-week reporting cycle is divided into quarters of 12 weeks each except for the third quarter, which comprises 16 weeks. When a fiscal year, such as fiscal 2017, contains 53 weeks, the fourth quarter comprises 13 weeks. The following is a summary of selected consolidated financial information derived from our interim consolidated financial statements for each of the eight most recently completed quarters.

We have adopted IFRS 16 retrospectively from April 29, 2019, but have not restated comparatives for fiscal year 2019, as permitted under the specific transition provisions in the standard. Therefore, the cumulative effect of initially applying the new standard was recognised in the opening balance sheet on April 29, 2019 and comparatives for the 2019 fiscal year continue to be reported under IAS 17.

(in millions of US dollars except for per share data)	12-week period ended	52-week period ended					52-week period ended		
	July 21, 2019	April 28, 2019					April 29, 2018		
Quarter	1 <sup>st</sup>	4 <sup>th</sup>	3 <sup>rd</sup>	2 <sup>nd</sup>	1 <sup>st</sup>	4 <sup>th</sup>	3 <sup>rd</sup>	2 <sup>nd</sup>	
Weeks	12 weeks	12 weeks	16 weeks	12 weeks	12 weeks	12 weeks	16 weeks	12 weeks	
<b>Revenues</b>	<b>14,163.0</b>	13,113.3	16,515.0	14,702.8	14,786.5	13,614.8	15,791.8	12,140.6	
Operating income before depreciation, amortization and impairment	1,058.8	651.7	1,140.2	864.8	902.9	705.2	714.9	846.3	
Depreciation, amortization and impairment	307.1	241.5	305.2	222.5	301.5	240.8	290.2	209.3	
Operating income	751.7	410.2	835.0	642.3	601.4	464.4	424.7	637.0	
Share of earnings of joint ventures and associated companies	6.6	3.6	7.3	5.4	7.1	5.9	9.2	8.3	
Net financial expenses	87.0	78.6	90.1	73.7	77.7	75.6	110.9	89.6	
<b>Net earnings including non-controlling interests</b>	<b>536.0</b>	289.9	611.8	477.0	442.6	395.2	489.3	433.5	
Net loss (earnings) attributable to non-controlling interests	2.8	3.2	0.3	(3.9)	13.0	(4.2)	(6.9)	(1.0)	
<b>Net earnings attributable to shareholders of the Corporation</b>	<b>538.8</b>	293.1	612.1	473.1	455.6	391.0	482.4	432.5	
<b>Net earnings per share</b>									
Basic	\$0.96	\$0.52	\$1.08	\$0.84	\$0.81	\$0.69	\$0.86	\$0.76	
Diluted	\$0.95	\$0.52	\$1.08	\$0.84	\$0.81	\$0.69	\$0.85	\$0.76	

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

## Outlook

For the remaining portion of fiscal 2020, we want to continue building on our success and drive to attain our very ambitious objective to double our business again in the next five years. We will continue to work on optimizing our global business functions while maintaining our super local focus on regional business units that understand the needs and appetites of our customers. We will keep developing and building upon our global brand, Circle K, throughout our network, leveraging all of our learnings as well as our scale, delivering on local demand while remaining true to our mission – to make our customers' lives a little easier every day.

We will, as always, look for and seize opportunities to grow the business, relying on our customary financial discipline – embedded in our DNA – and always focusing on creating value for our shareholders and employees.

September 4, 2019

## CONSOLIDATED STATEMENTS OF EARNINGS

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

For the 12-week periods ended	July 21, 2019	July 22, 2018
	\$	\$
<b>Revenues</b>	<b>14,163.0</b>	14,786.5
Cost of sales	<b>11,854.0</b>	12,569.4
<b>Gross profit</b>	<b>2,309.0</b>	2,217.1
Operating, selling, administrative and general expenses	<b>1,240.1</b>	1,312.5
Restructuring costs	-	1.5
Loss on disposal of property and equipment and other assets	<b>10.1</b>	0.2
Depreciation, amortization and impairment	<b>307.1</b>	301.5
<b>Total operating expenses</b>	<b>1,557.3</b>	1,615.7
<b>Operating income</b>	<b>751.7</b>	601.4
Share of earnings of joint ventures and associated companies	<b>6.6</b>	7.1
Financial expenses (Note 6)	<b>84.0</b>	79.4
Financial revenues	<b>(3.5)</b>	(2.7)
Foreign exchange loss	<b>6.5</b>	1.0
<b>Net financial expenses</b>	<b>87.0</b>	77.7
Earnings before income taxes	<b>671.3</b>	530.8
Income taxes	<b>135.3</b>	88.2
<b>Net earnings including non-controlling interests</b>	<b>536.0</b>	442.6
Net loss attributable to non-controlling interests	<b>2.8</b>	13.0
<b>Net earnings attributable to shareholders of the Corporation</b>	<b>538.8</b>	455.6
Net earnings per share (Note 8)		
Basic	<b>0.96</b>	0.81
Diluted	<b>0.95</b>	0.81
Weighted average number of shares – basic (in thousands)	<b>564,184</b>	564,223
Weighted average number of shares – diluted (in thousands)	<b>565,030</b>	564,945
Number of shares outstanding at the end of period (in thousands)	<b>563,674</b>	564,225

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

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in millions of US dollars, unaudited)

For the 12-week periods ended	July 21, 2019	July 22, 2018
	\$	\$
<b>Net earnings including non-controlling interests</b>	<b>536.0</b>	<b>442.6</b>
<b>Other comprehensive income (loss)</b>		
<b>Items that may be reclassified subsequently to earnings</b>		
<b>Translation adjustments</b>		
Change in cumulative translation adjustments <sup>(1)</sup>	42.9	(82.9)
Change in fair value and net interest on cross-currency interest rate swaps designated as a hedge of the Corporation's net investment in certain of its foreign operations <sup>(2)</sup>	21.5	(42.9)
<b>Cash flow hedges</b>		
Change in fair value of financial instruments <sup>(2)</sup>	(0.2)	0.7
Loss realized on financial instruments transferred to earnings <sup>(2)</sup>	-	0.8
<b>Items that will never be reclassified to earnings</b>		
Net actuarial loss <sup>(3)</sup>	(1.8)	(7.3)
Loss on other assets measured at fair value through Other comprehensive income	(0.2)	-
Other comprehensive income (loss)	62.2	(131.6)
<b>Comprehensive income including non-controlling interests</b>	<b>598.2</b>	<b>311.0</b>
Comprehensive loss attributable to non-controlling interests	2.8	13.0
<b>Comprehensive income attributable to shareholders of the Corporation</b>	<b>601.0</b>	<b>324.0</b>

(1) For the 12-week periods ended July 21, 2019 and July 22, 2018, these amounts include a gain of \$111.9 (net of income taxes of \$17.1) and a loss of \$112.5 (net of income taxes of \$17.2), respectively. These losses and gains arise from the translation of long-term debts denominated in foreign currencies.

(2) For the 12-week periods ended July 21, 2019 and July 22, 2018, these amounts are net of income taxes of \$0.2 and nil, respectively.

(3) For the 12-week periods ended July 21, 2019 and July 22, 2018, these amounts are net of income taxes of \$0.5 and \$2.1, respectively.

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

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(in millions of US dollars, unaudited)

	Attributable to the shareholders of the Corporation						Non-controlling interests	Equity
	Capital stock	Contributed surplus	Retained earnings	Accumulated other comprehensive loss (Note 9)	Total			
	\$	\$	\$	\$	\$	\$	\$	
<b>Balance, beginning of period</b>	706.8	19.5	9,053.5	(856.6)	8,923.2	257.9	9,181.1	
Adoption of IFRS 16 (Note 2)			(9.5)		(9.5)	-	(9.5)	
<b>Adjusted balance, beginning of period</b>	706.8	19.5	9,044.0	(856.6)	8,913.7	257.9	9,171.6	
Comprehensive income:								
Net earnings (loss)			538.8		538.8	(2.8)	536.0	
Other comprehensive income				62.2	62.2	-	62.2	
Comprehensive income (loss)					601.0	(2.8)	598.2	
Dividends declared			(53.6)		(53.6)		(53.6)	
Distributions to non-controlling interests						(14.3)	(14.3)	
Assets exchange agreement (Note 5)			(6.4)		(6.4)	6.4	-	
Stock option-based compensation expense		1.3			1.3		1.3	
Repurchase and cancellation of shares (Note 10)	(1.3)		(44.9)		(46.2)		(46.2)	
Exercise of stock options	0.5	(0.5)			-		-	
<b>Balance, end of period</b>	706.0	20.3	9,477.9	(794.4)	9,409.8	247.2	9,657.0	

	Attributable to the shareholders of the Corporation						Non-controlling interests	Equity
	Capital stock	Contributed surplus	Retained earnings	Accumulated other comprehensive loss (Note 9)	Total			
	\$	\$	\$	\$	\$	\$	\$	
<b>Balance, beginning of period</b>	704.0	17.7	7,405.0	(566.3)	7,560.4	327.0	7,887.4	
Adoption of IFRS 15			(4.1)		(4.1)	-	(4.1)	
<b>Adjusted balance, beginning of period</b>	704.0	17.7	7,400.9	(566.3)	7,556.3	327.0	7,883.3	
Comprehensive income:								
Net earnings (loss)			455.6		455.6	(13.0)	442.6	
Other comprehensive loss				(131.6)	(131.6)	-	(131.6)	
Comprehensive income (loss)					324.0	(13.0)	311.0	
Dividends declared			(43.3)		(43.3)		(43.3)	
Distributions to non-controlling interests						(14.0)	(14.0)	
Stock option-based compensation expense		1.4			1.4		1.4	
Exercise of stock options	0.5	(0.5)			-		-	
<b>Balance, end of period</b>	704.5	18.6	7,813.2	(697.9)	7,838.4	300.0	8,138.4	

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

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions of US dollars, unaudited)

For the 12-week periods ended	July 21, 2019	July 22, 2018
	\$	\$
<b>Operating activities</b>		
Net earnings including non-controlling interests	536.0	442.6
Adjustments to reconcile net earnings including non-controlling interests to net cash provided by operating activities		
Depreciation, amortization and impairment and amortization of financing costs	309.8	306.4
Deferred income taxes	19.0	(14.4)
Loss on disposal of property and equipment and other assets	10.1	0.2
Share of earnings of joint ventures and associated companies, net of dividends received	(2.8)	(2.7)
Other	(6.8)	1.4
Changes in non-cash working capital	0.5	(19.0)
<b>Net cash provided by operating activities</b>	<b>865.8</b>	<b>714.5</b>
<b>Investing activities</b>		
Purchase of property and equipment, intangible assets and other assets	(246.8)	(202.0)
Proceeds from disposal of property and equipment and other assets	8.9	54.2
Business acquisitions (Note 3)	(7.0)	-
Change in restricted cash	5.6	(5.5)
<b>Net cash used in investing activities</b>	<b>(239.3)</b>	<b>(153.3)</b>
<b>Financing activities</b>		
Repayment of senior unsecured notes (Note 7)	(150.0)	-
Principal elements of lease payments and net decrease in other debts (Notes 2, 4 and 7)	(79.0)	(8.3)
Net decrease in term revolving unsecured operating credit D (Note 7)	(40.0)	(458.8)
Share repurchases (Note 10)	(14.4)	-
CAPL distributions paid to non-controlling interests (Note 5)	(14.3)	(14.0)
Net (decrease) increase in CAPL senior secured revolving credit facility (Note 7)	(9.2)	5.1
Settlement of derivative financial instruments	-	3.0
<b>Net cash used by financing activities</b>	<b>(306.9)</b>	<b>(473.0)</b>
Effect of exchange rate fluctuations on cash and cash equivalents	11.4	(15.0)
<b>Net increase in cash and cash equivalents</b>	<b>331.0</b>	<b>73.2</b>
Cash and cash equivalents, beginning of period	706.4	666.2
Cash and cash equivalents, end of period	<b>1,037.4</b>	<b>739.4</b>
<b>Supplemental information:</b>		
Interest paid	83.6	84.7
Interest and dividends received	9.4	5.4
Income taxes paid	27.3	49.4

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

## CONSOLIDATED BALANCE SHEETS

(in millions of US dollars, unaudited)

	As at July 21, 2019	As at April 28, 2019
	\$	\$
<b>Assets</b>		
Current assets		
Cash and cash equivalents	1,037.4	706.4
Restricted cash	30.9	36.5
Accounts receivable	2,083.1	1,863.9
Inventories	1,502.1	1,467.7
Prepaid expenses	54.9	83.7
Other short-term financial assets (Note 12)	1.8	-
Income taxes receivable	34.2	163.1
	4,744.4	4,321.3
Property and equipment	10,833.6	11,129.9
Right-of-use assets (Notes 2 and 4)	2,780.7	-
Intangible assets	834.0	944.4
Goodwill	5,718.0	5,683.1
Other assets	333.8	306.6
Investment in joint ventures and associated companies	138.7	136.0
Deferred income taxes	48.4	86.4
	25,431.6	22,607.7
<b>Liabilities</b>		
Current liabilities		
Accounts payable and accrued liabilities	4,078.9	3,917.1
Short-term provisions	157.8	160.0
Other short-term financial liabilities (Note 12)	106.9	123.6
Income taxes payable	25.4	70.6
Current portion of long-term debt (Note 7)	1,094.7	1,310.7
Current portion of lease liabilities (Notes 2 and 4)	398.5	-
	5,862.2	5,582.0
Long-term debt (Note 7)	5,403.9	5,640.7
Lease liabilities (Notes 2 and 4)	2,513.3	-
Long-term provisions	589.0	590.1
Pension benefit liability	94.7	92.6
Other long-term financial liabilities (Note 12)	120.6	135.1
Deferred credits and other liabilities	176.6	349.0
Deferred income taxes	1,014.3	1,037.1
	15,774.6	13,426.6
<b>Equity</b>		
Capital stock (Note 10)	706.0	706.8
Contributed surplus	20.3	19.5
Retained earnings	9,477.9	9,053.5
Accumulated other comprehensive loss (Note 9)	(794.4)	(856.6)
Equity attributable to shareholders of the Corporation	9,409.8	8,923.2
Non-controlling interests (Note 5)	247.2	257.9
	9,657.0	9,181.1
	25,431.6	22,607.7

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

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in millions of US dollars unless otherwise noted, except per share amounts)

### 1. CONSOLIDATED FINANCIAL STATEMENTS PRESENTATION

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

These interim financial statements have been prepared in accordance with the same accounting policies and methods as the audited annual consolidated financial statements for the year ended April 28, 2019, except for that pertaining to leases as a result of the adoption of IFRS 16 disclosed in Note 2. The interim financial statements do not include all the information required for complete financial statements and should be read in conjunction with the audited annual consolidated financial statements and notes thereto in the Corporation’s 2019 Annual Report. The results of operations for the interim periods presented do not necessarily reflect results expected for the full fiscal year. The Corporation’s business follows a seasonal pattern. The busiest period is the first half-year of each fiscal year, which includes summer’s sales.

On September 4, 2019, the Corporation’s interim financial statements were approved by the Board of Directors.

### 2. ACCOUNTING POLICIES

#### **New accounting policy adopted during the current year**

##### *Leases*

In January 2016, the IASB issued IFRS 16, *Leases*, which replaces IAS 17, *Leases*. As of April 29, 2019, the Corporation has adopted the new standard which requires lessees to recognize and record on the balance sheet a lease liability reflecting future lease payments and a right-of-use asset for virtually all lease contracts except with respect to lease contracts that meet limited exception criteria.

The Corporation has adopted IFRS 16 retrospectively from April 29, 2019, but has not restated comparative figures for fiscal year 2019, as permitted under the specific transition provisions in the standard. Therefore, the cumulative effect of initially applying the new standard was recognized in the opening balance sheet on April 29, 2019 and comparative figures for fiscal year 2019 continue to be reported under IAS 17 and related interpretations, including IFRIC 4, *Determining whether an agreement contains a lease*.

IFRS 16 introduces new or amended requirements with respect to lease accounting. It introduces significant changes to the lessee accounting by removing the distinction between operating and finance lease and requiring the recognition of a right-of-use asset and a lease liability at commencement for all leases, except for short-term leases and leases of low value assets. In contrast to lessee accounting, the requirement for lessor accounting have remained largely unchanged.

##### Impact of the new definition of a lease

The Corporation has made use of the practical expedient available upon transition to IFRS 16 not to reassess whether a contract is or contains a lease. Accordingly, the Corporation will continue to apply the definition of a lease in accordance with IAS 17 and IFRIC 4 to those leases entered in or modified before April 29, 2019.

The change in definition of a lease mainly relates to the concept of control. IFRS 16 determines whether a contract contains a lease on the basis of whether the customer has the right to control the use of an identified asset for a period of time in exchange for consideration.

The Corporation assesses whether a contract is or contains a lease in accordance with the definition of a lease and related guidance set out in IFRS 16 to all lease contracts entered into or modified on or after April 29, 2019.

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in millions of US dollars unless otherwise noted, except per share amounts)

### Impact on accounting policies when the Corporation is the lessee

*Leases previously classified as operating leases and lease contracts entered into or modified on or after April 29, 2019*

IFRS 16 changes how the Corporation accounts for leases previously classified as operating leases under IAS 17, which were not recognized in the Corporation's consolidated balance sheet.

Applying IFRS 16, for all leases (except those meeting limited exception criteria, see below), the Corporation:

- Recognizes right-of-use assets and lease liabilities in the consolidated balance sheet;
- Recognizes depreciation of right-of-use assets and interest on lease liabilities in the consolidated statement of earnings; and
- Separates the total amount paid in cash into a principal portion (presented within financing activities) and an interest portion (presented within operating activities) in the consolidated statement of cash flows.

The lease liability is initially measured at the net present value of future lease payments, discounted using the implicit interest rate of the lease, if that rate can be determined, or the Corporation's incremental borrowing rate. Future lease payments included in the measurement of the lease liability comprise of:

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payment that are based on an index or a rate;
- Amounts expected to be payable by the lessee under residual value guarantees;
- The exercise price of a purchase option if the Corporation is reasonably certain to exercise that option; and
- Payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made. The interest expense is charged to Financial expenses on the consolidated statement of earnings over the lease period so as to produce a constant periodic interest rate on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- The amount of the initial measurement of lease liability;
- Any lease payments made at or before the commencement date less any lease incentives received;
- Any initial direct costs; and
- Any restoration costs of the underlying asset.

Right-of-use assets are subsequently measured at cost less accumulated depreciation, amortization and impairment and are depreciated over the shorter period of the lease term and useful life of the underlying asset.

Under IFRS 16, right-of-use assets are tested for impairment in accordance with IAS 36 *Impairment of Assets*. This replaces the previous requirement to recognize a provision for onerous lease contracts.

Lease incentives are recognized as part of the measurement of the right-of-use asset and lease liability whereas under IAS 17 they resulted in the recognition of a lease incentive liability, amortized as a reduction of rental expenses on a straight-line basis.

Variable lease payments that are not based on an index or a rate are not included in the measurement of both the lease liabilities and the right-of-use assets. The related payments are recognized as an expense in the period in which the conditions that trigger those payments occur and are recorded as Operating, selling, administrative and general expenses in the consolidated statement of earnings.

For short-term leases (lease term of 12 months or less) and leases of low-value assets (such as personal computers and office furniture), the Corporation has opted to recognize a lease expense on a straight-line basis over the lease term as permitted by IFRS 16. This expense is presented within Operating, selling, administrative and general expenses in the consolidated statement of earnings.

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in millions of US dollars unless otherwise noted, except per share amounts)

The Corporation remeasures the lease liability (and makes a corresponding adjustment to the related right-of use asset) whenever:

- The lease term, assessment of a purchase option or termination penalties have changed, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate; and
- Change in the future lease payments resulting from changes in an index or rate or change in amounts expected to be payable under residual value guarantees, in which cases the lease liability is remeasured by discounting the revised lease payments using the same discount rate used when initially setting up the liability.

In determining the lease term, the Corporation considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods subject to termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the Corporation's control.

### *Leases previously classified as finance leases*

The main difference between IFRS 16 and IAS 17 with respect to assets formerly held under a finance lease is the measurement of residual value guarantees provided by a lessee to a lessor. IFRS 16 requires that the Corporation recognizes as part of its lease liability only the amount expected to be payable under a residual value guarantee, rather than the maximum amount guaranteed as required by IAS 17. This difference did not have a material effect on the Corporation's interim financial statements.

### Impact on accounting policies when the Corporation is the lessor

The Corporation enters into lease agreements as a lessor with respect to properties. IFRS 16 does not change substantially how a lessor accounts for leases. Under IFRS 16, a lessor continues to classify leases as either finance leases or operating leases and account for those two types differently. Whenever the terms of the lease transfer substantially all the risks and reward of the ownership of the underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. Whenever it is determined that a lease where the Corporation is the lessor is a finance lease, the present value of the amounts due from the lessee are recognized as the Corporation's net investment in the lease which is recorded under Other assets on the consolidated balance sheet. The net investment in the lease is subsequently measured by increasing the carrying amount to reflect interest revenue (using the effective interest method) and by reducing the carrying amount of the net investment to reflect the lease payments received. Payments received in relation with operating leases are recognized as Other revenues on a straight-line basis over the term of the relevant lease in the consolidated statement of earnings.

Under IFRS 16, when the Corporation is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The intermediate lessor is required to classify the sublease as a finance or operating lease by reference to the right-of-use asset arising from the head lease (and not by reference to the underlying asset as it was the case under IAS 17).

### Impact of the adoption of the new standard on the Corporation's interim financial statements

Upon adoption of IFRS 16, the Corporation recognized lease liabilities in relation to leases which had previously been classified as operating leases under the principles of IAS 17. These liabilities were measured at the net present value of the remaining lease payments that are not paid at adoption date, discounted using the Corporation's incremental borrowing rate as of April 29, 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on April 29, 2019 was 3.31%.

	<u>As at April 29, 2019</u>
	\$
Operating lease commitments disclosed as at April 28, 2019	3,260.7
Discounted using the Corporation's incremental borrowing rate as at April 29, 2019	2,769.3
Add: finance lease liabilities recognized as at April 28, 2019	328.3
(Less): short-term leases recognized on a straight-line basis as expense	(132.5)
(Less): low-value assets leases recognized on a straight-line basis as expense	(2.0)
Add/(less): adjustments relating to changes in the index or rate affecting variable payments	(7.9)
Other	(3.0)
<b>Lease liabilities recognized as at April 29, 2019</b>	<b>2,952.2</b>
Of which are:	
Current lease liabilities	382.9
Non-current lease liabilities	2,569.3

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in millions of US dollars unless otherwise noted, except per share amounts)

The associated rights-of-use assets were measured at the amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized in the consolidated balance sheet as at April 28, 2019.

As at April 29, 2019, the recognized right-of-use assets relate to the following underlying asset classes:

	<u>As at April 29, 2019</u>
	\$
Properties	2,789.8
Motor vehicles	37.6
Equipment	7.6
	<u>2,835.0</u>

The adoption of IFRS 16 affected the following items in the opening balance sheet on April 29, 2019:

	<u>Balance, beginning of period</u>	<u>Adoption of IFRS 16</u>	<u>Adjusted balance, beginning of period</u>
	\$	\$	\$
<b>Assets</b>			
Current assets			
Prepaid expenses	83.7	(26.4)	57.3
Property and equipment <sup>(a)</sup>	11,129.9	(306.5)	10,823.4
Right-of-use assets	-	2,835.0	2,835.0
Intangible assets	944.4	(104.5)	839.9
Other assets	306.6	27.7	334.3
<b>Total assets</b>	<b>22,607.7</b>	<b>2,425.3</b>	<b>25,033.0</b>
<b>Liabilities</b>			
Current liabilities			
Accounts payable and accrued liabilities	3,917.1	(24.6)	3,892.5
Current portion of long-term debt	1,310.7	(40.5)	1,270.2
Current portion of lease liabilities	-	382.9	382.9
Long-term debt	5,640.7	(287.8)	5,352.9
Lease liabilities	-	2,569.3	2,569.3
Long-term provisions	590.1	(3.0)	587.1
Deferred credits and other liabilities	349.0	(158.3)	190.7
Deferred income taxes	1,037.1	(3.2)	1,033.9
<b>Total liabilities</b>	<b>13,426.6</b>	<b>2,434.8</b>	<b>15,861.4</b>
<b>Equity</b>			
Retained earnings	9,053.5	(9.5)	9,044.0
<b>Total equity</b>	<b>9,181.1</b>	<b>(9.5)</b>	<b>9,171.6</b>

(a) Adoption of IFRS 16 had an impact of \$143.2 on Land, \$105.2 on Buildings and building components and \$58.1 on Equipment.

In applying IFRS 16 for the first time, the Corporation has used the following practical expedients permitted by the standard for certain of its leases:

- The use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- The use of the provision for onerous leases as an alternative to performing an impairment review;
- The accounting for operating leases with a remaining lease term of less than 12 months as at April 29, 2019 as short-term leases;
- The right to exclude initial direct costs from the measurement of the right-of-use asset at the date of initial application; and
- The use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The Corporation has also selected to use the practical expedient permitting not to separate non-lease components, and to instead account for any lease and associated non-lease components as a single lease component. Non-lease components include, but are not limited to, utility charges and common area maintenance charges when those charges are fixed over the term of the lease.

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in millions of US dollars unless otherwise noted, except per share amounts)

### 3. BUSINESS ACQUISITIONS

During the 12-week period ended July 21, 2019, the Corporation acquired eight company-operated stores through distinct transactions. The Corporation owns the land and building for three sites and leases the land and the building for the remaining five sites. These transactions were settled for a total consideration of \$7.0 using available cash and existing credit facilities and generated goodwill for an amount of \$2.8.

Acquisition costs of \$0.2 in connection with these acquisitions and other unrealized and ongoing acquisitions are included in Operating, selling, administrative and general expenses for the 12-week period ended July 21, 2019.

### 4. LEASES

Information about leases for which the Corporation is a lessee is presented below:

#### Right-of-use assets

As at July 21, 2019, the right-of-use assets were attributable to the following underlying asset classes:

	<u>As at July 21, 2019</u>
	\$
Properties	2,736.4
Motor vehicles	36.8
Equipment	7.5
	<u>2,780.7</u>

Additions to the right-of-use assets during the 12-week period ended July 21, 2019 amounted to \$14.8.

#### Amounts recognized in the consolidated statement of earnings

<u>For the 12-week period ended</u>	<u>July 21, 2019</u>
	\$
Depreciation and amortization of right-of-use assets by class of underlying asset:	
Properties	90.1
Motor vehicles	1.4
Equipment	0.1
Interest expense on lease liabilities	21.9
Expenses relating to short-term leases	2.2
Expenses relating to leases of low-value assets	0.2
Expenses relating to variable lease payments not included in the measurement of lease liabilities	4.0
Income from subleasing right-of-use assets	12.2

#### Amounts recognized in the consolidated statement of cash flows

<u>For the 12-week period ended</u>	<u>July 21, 2019</u>
	\$
Total cash outflow for leases	106.4

As at July 21, 2019, the Corporation leases mainly lands, buildings, building components, equipment and motor vehicles. Lease terms are negotiated on an individual basis and contain a wide range of terms and conditions. The lease terms, for the majority of leases in North America, vary between 5 and 20 years, which include the initial base term and renewal option(s) when applicable. In Europe, the lease terms range from less than 12 months contracts to contracts with maturities up to more than 50 years and also include options to renew at market prices when applicable. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Some of property leases contain variable payment term that are linked to sales generated from a store. For individual stores, up to 100% of lease payments are on the basis of variable payment terms and there is a wide range of sales percentages applied. Variable payment terms are used for a variety of reasons, including minimizing the fixed costs base for newly established stores. Variable lease payments that depends on sales are recognized in earnings in the period in which the conditions that triggers those payments occurs.

Extension and termination options are included in a number of leases across the Corporation. These terms are used to maximize operational flexibility in terms of managing contracts. The majority of extension and termination options held are exercisable only by the Corporation and not by the respective lessor.

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in millions of US dollars unless otherwise noted, except per share amounts)

### 5. CROSSAMERICA PARTNERS LP (“CAPL”)

As at July 21, 2019, the Corporation owns 100% of the equity interests of the sole member of the General Partner, 100% of the incentive distribution rights (“IDRs”) and 21.73% of the outstanding common units of CAPL.

CAPL’s accounting periods do not coincide with the Corporation’s accounting periods. The consolidated statement of earnings, comprehensive income, changes in equity and cash flows for the 12-week period ended July 21, 2019 include those of CAPL for the period beginning April 1, 2019 and ending June 30, 2019, adjusted for significant transactions, if any. The consolidated balance sheet as at July 21, 2019 includes the balance sheet of CAPL as at June 30, 2019, adjusted for significant transactions, if any.

The table below highlights the results of CAPL’s operations and certain of its financial metrics which are in accordance with IFRS:

<b>Statements of Earnings for the periods from<sup>(1)</sup></b>	<b>April 1, 2019 to June 30, 2019</b>	<b>April 1, 2018 to June 30, 2018</b>
	\$	\$
Revenues	613.0	675.3
Gross profit	53.5	48.2
Total operating expenses (excluding depreciation, amortization and impairment)	21.7	29.8
Depreciation, amortization and impairment	22.9	88.3
Net financial expenses	11.3	7.0
Loss before income taxes	(2.4)	(76.9)
Income tax expense (recovery)	1.2	(5.3)
Net loss	(3.6)	(71.6)
	<b>April 1, 2019 to June 30, 2019</b>	<b>April 1, 2018 to June 30, 2018</b>
	\$	\$
Net cash provided by operating activities	23.6	15.0
Net cash provided by (used in) investing activities	0.9	(4.5)
Net cash used in financing activities, including \$3.9 and \$3.9 of distributions paid to the Corporation, respectively	(28.5)	(9.6)
	<b>June 30, 2019</b>	<b>March 31, 2019</b>
	\$	\$
Cash and cash equivalents	2.3	6.3
Current assets (other than cash and cash equivalents)	44.8	49.5
Long-term assets	1,204.6	1,089.6
Current liabilities	81.3	64.7
Long-term liabilities	789.3	676.0

(1) Adjusted for significant transactions, if any.

### Asset exchange agreement

On December 17, 2018, the Corporation entered into an asset exchange agreement with CAPL under which 192 of the Circle K U.S. company-operated stores will be exchanged against the real estate property held by CAPL for 56 U.S. company operated stores leased and operated by the Corporation pursuant to a master lease that CAPL had previously purchased jointly with or from CST Brands Inc., and 17 company-operated stores owned and operated by CAPL in the U.S. Upper Midwest. The aggregate value of this agreement is approximately \$185.0.

In May 2019, the Corporation closed the first transaction of the asset exchange agreement between CAPL and the Corporation’s wholly owned operations. In this first transaction, 60 Circle K U.S. stores have been exchanged against 17 company-operated stores owned and operated by CAPL and the real estate for 8 properties held by CAPL, for a total value of approximately \$58.0. The transaction had no impact on the Corporation’s interim financial statements with the exception of a reclassification of \$6.4 between equity attributable to the shareholders of the Corporation and equity attributable to the non-controlling interests. Following the exchange transaction, the Corporation performed a re-evaluation of its deferred tax assets and liabilities which generated an income tax expense of \$4.5, of which, \$3.5 is attributable to shareholders of the Corporation. The remaining tranches are expected to be completed by the end of the first quarter of calendar year 2020.

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(in millions of US dollars unless otherwise noted, except per share amounts)

### 6. FINANCIAL EXPENSES

For the 12-week periods ended	July 21, 2019	July 22, 2018
	\$	\$
Interest on long-term debt	53.6	65.5
Interest on lease liabilities (Interest on finance lease obligations) (Note 4)	21.9	5.9
Accretion of provisions	3.8	3.8
Interest on bank overdrafts and bank loans	0.7	0.6
Net interest on defined benefit plans	0.4	0.4
Other finance costs	3.6	3.2
	<u>84.0</u>	<u>79.4</u>

### 7. LONG-TERM DEBT

	As at July 21, 2019	As at April 28, 2019
	\$	\$
US-dollar-denominated senior unsecured notes, maturing from December 2019 to July 2047 <sup>(a)</sup>	3,233.8	3,379.9
Canadian-dollar-denominated senior unsecured notes, maturing from November 2019 to June 2025	1,834.2	1,774.5
Euro-denominated senior unsecured notes, maturing in May 2026	838.2	831.2
CAPL US-dollar-denominated senior secured revolving credit facility, without recourse to the Corporation, maturing in April 2024 <sup>(b)</sup>	507.1	514.8
NOK-denominated senior unsecured notes, maturing in February 2026	78.5	77.4
US-dollar-denominated term revolving unsecured operating credit D, maturing in December 2023 <sup>(c)</sup>	-	40.0
Other debts (Obligations related to buildings and equipment under finance leases, payable on various dates, and other debts)	6.8	333.6
	<u>6,498.6</u>	<u>6,951.4</u>
Current portion of long-term debt	1,094.7	1,310.7
Long-term portion of long-term debt	<u>5,403.9</u>	<u>5,640.7</u>

#### (a) US-dollar-denominated senior unsecured notes

On May 28, 2019, the Corporation repaid, without penalty, \$150.0 on its \$300.0 US-dollar-denominated senior unsecured notes issued on December 14, 2017 and maturing on December 13, 2019.

On August 13, 2019, subsequent to the end of the first quarter of fiscal 2020, the Corporation repaid, without penalty, the remaining \$150.0 of these \$300.0 US-dollar-denominated senior unsecured notes.

#### (b) CAPL US-dollar-denominated senior secured revolving credit facility, without recourse to the Corporation

As at July 21, 2019, the effective interest rate was 4.66% and CAPL was in compliance with the restrictive provisions and ratios imposed by the credit agreement.

#### (c) Term revolving unsecured operating credit D

As at July 21, 2019, the Corporation was in compliance with the restrictive provisions and ratios imposed by the credit agreement.

### 8. NET EARNINGS PER SHARE

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

	12-week period ended July 21, 2019		12-week period ended July 22, 2018			
	Net earnings \$	Weighted average number of shares (in thousands)	Net earnings per share \$	Net earnings \$	Weighted average number of shares (in thousands)	Net earnings per share \$
Basic net earnings attributable to Class A and B shareholders	538.8	564,184	0.96	455.6	564,223	0.81
Dilutive effect of stock options	-	846	(0.01)	-	722	-
Diluted net earnings available for Class A and B shareholders	<u>538.8</u>	<u>565,030</u>	<u>0.95</u>	455.6	564,945	0.81

When they have an antidilutive effect, stock options must be excluded from the calculation of the diluted net earnings per share. For the 12-week periods ended July 21, 2019 and July 22, 2018, 123,334 and 683,244 stock options were excluded, respectively.

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 9. ACCUMULATED OTHER COMPREHENSIVE LOSS

As at July 21, 2019

	Attributable to shareholders of the Corporation					
	Items that may be reclassified to earnings			Will never be reclassified to earnings		
	Cumulative translation adjustments	Net investment hedge	Cash flow hedge	Cumulative net actuarial loss	Other assets measured at fair value through Other comprehensive income	Accumulated other comprehensive loss
	\$	\$	\$	\$	\$	\$
Balance, before income taxes	(453.2)	(332.4)	(7.4)	(9.2)	(0.2)	(802.4)
Less: Income taxes	-	(5.7)	1.1	(3.4)	-	(8.0)
<b>Balance, net of income taxes</b>	<b>(453.2)</b>	<b>(326.7)</b>	<b>(8.5)</b>	<b>(5.8)</b>	<b>(0.2)</b>	<b>(794.4)</b>

As at July 22, 2018

	Attributable to shareholders of the Corporation					
	Items that may be reclassified to earnings			Will never be reclassified to earnings		
	Cumulative translation adjustments	Net investment hedge	Cash flow hedge	Cumulative net actuarial loss	Other assets measured at fair value through Other comprehensive income	Accumulated other comprehensive loss
	\$	\$	\$	\$	\$	\$
Balance, before income taxes	(370.3)	(309.3)	(12.5)	(12.5)	-	(704.6)
Less: Income taxes	-	(2.7)	(0.5)	(3.5)	-	(6.7)
<b>Balance, net of income taxes</b>	<b>(370.3)</b>	<b>(306.6)</b>	<b>(12.0)</b>	<b>(9.0)</b>	<b>-</b>	<b>(697.9)</b>

### 10. CAPITAL STOCK

#### Issued and outstanding shares

As at July 21, 2019, the Corporation had 126,903,950 issued and outstanding Class A multiple-voting shares (126,908,950 as at April 28, 2019), with each share comprising 10 votes, and 436,769,666 issued and outstanding Class B subordinate voting shares (437,501,910 as at April 28, 2019), with each share comprising 1 vote.

The changes in the number of outstanding shares are as follows:

	<u>July 21, 2019</u>
<b>Class A multiple voting shares</b>	
Balance, beginning of year	126,908,950
Conversion into Class B shares	<u>(5,000)</u>
Balance, end of year	<u>126,903,950</u>
<b>Class B subordinate voting shares</b>	
Balance, beginning of year	437,501,910
Issued on conversion of Class A shares	5,000
Repurchased and cancelled shares <sup>(a)</sup>	<u>(764,174)</u>
Issuance of shares on stock options exercised	26,930
Balance, end of year	<u>436,769,666</u>

#### (a) Share repurchase program

During the first quarter of fiscal 2020, the Corporation repurchased 764,174 Class B subordinate voting shares under its share repurchase program, for a net amount of \$46.2, out of which \$31.8 is recorded in Accounts payable and accrued liabilities as at July 21, 2019.

In addition, subsequent to the end of the quarter, the Corporation repurchased 740,892 Class B subordinate voting shares under its share repurchase program, for a net amount of \$45.1.

All shares repurchased were cancelled.

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### Stock options

For the 12-week period ended July 21, 2019, a total of 28,264 stock options were exercised (8,100 for the 12-week period ended July 22, 2018).

For the 12-week period ended July 21, 2019, a total of 123,334 stock options were granted (163,593 for the 12-week period ended July 22, 2018). The description of the Corporation's stock-based compensation plan is included in Note 25 of the audited annual consolidated financial statements presented in the Corporation's 2019 Annual Report.

The weighted average fair value of stock options granted for the 12-week period ended July 21, 2019 was CA \$20.96 per option, which was estimated at the grant date using the Black-Scholes option pricing model on the basis of the following weighted average assumptions for the stock options granted during the period:

- Expected quarterly dividend of CA \$0.125 per share;
- Expected volatility of 23%;
- Risk-free interest rate of 1.56%;
- Expected life of 8 years.

### 11. SEGMENTED INFORMATION

The Corporation operates convenience stores in the United States, in Europe and in Canada. It operates in one reportable segment, the sale of goods for immediate consumption, road transportation fuel and other products mainly through company-operated and franchised stores. The Corporation operates its convenience store chain under several banners, including Circle K, Corner Store, Couche-Tard, Holiday, Ingo and Mac's. Revenues from external customers mainly fall into three categories: merchandise and services, road transportation fuel and other.

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

	12-week period ended July 21, 2019				12-week period ended July 22, 2018			
	United States	Europe	Canada	Total	United States	Europe	Canada	Total
	\$	\$	\$	\$	\$	\$	\$	\$
<b>External customer revenues<sup>(a)</sup></b>								
Merchandise and services	2,677.1	353.1	575.6	3,605.8	2,634.7	368.7	544.4	3,547.8
Road transportation fuel	7,247.5	1,919.8	1,201.4	10,368.7	7,652.9	1,952.5	1,291.8	10,897.2
Other	28.6	155.1	4.8	188.5	16.3	319.0	6.2	341.5
	<b>9,953.2</b>	<b>2,428.0</b>	<b>1,781.8</b>	<b>14,163.0</b>	<b>10,303.9</b>	<b>2,640.2</b>	<b>1,842.4</b>	<b>14,786.5</b>
<b>Gross Profit</b>								
Merchandise and services	909.0	146.5	189.5	1,245.0	880.6	156.3	187.9	1,224.8
Road transportation fuel	695.6	222.2	81.5	999.3	586.6	246.5	100.0	933.1
Other	28.6	31.3	4.8	64.7	16.2	36.8	6.2	59.2
	<b>1,633.2</b>	<b>400.0</b>	<b>275.8</b>	<b>2,309.0</b>	<b>1,483.4</b>	<b>439.6</b>	<b>294.1</b>	<b>2,217.1</b>
<b>Total long-term assets<sup>(b)</sup></b>	<b>14,040.9</b>	<b>3,926.1</b>	<b>2,596.6</b>	<b>20,563.6</b>	<b>12,455.1</b>	<b>3,607.8</b>	<b>2,138.6</b>	<b>18,201.5</b>

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

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

### 12. FAIR VALUE

The fair value of Trade accounts receivable and vendor rebates receivable, Credit and debit cards receivable and Accounts payable and accrued liabilities is comparable to their carrying amounts given their short maturity. The carrying values of the term revolving unsecured operating credit D and the CAPL senior secured revolving credit facility approximate their fair values given that their credit spreads are similar to the credit spread the Corporation would obtain under similar conditions at the reporting date.

## NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### Fair value hierarchy

Fair value measurements are categorized in accordance with the following levels:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included in Level 1 but which are observable for the asset or liability, either directly or indirectly; and

Level 3: Inputs for the asset or liability which are not based on observable market data.

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

#### Financial instruments at fair value on the consolidated balance sheets:

- The fair value of the indexed deposit contract, which is mainly based on the fair market value of the Corporation's Class B shares, was \$59.8 as at July 21, 2019 (\$49.5 as at April 28, 2019) (Level 2). As at July 21, 2019, they are presented as Accounts receivable for an amount of \$20.8 (\$9.8 as at April 28, 2019) and Other assets for an amount of \$39.0 (\$39.7 as at April 28, 2019) on the consolidated balance sheets; and
- The fair value of the cross-currency interest rate swaps, which is determined based on market rates, was \$226.5 as at July 21, 2019 (\$250.1 as at April 28, 2019) (Level 2). As at July 21, 2019, they are presented as Other short term financial liabilities for an amount of \$105.9 (\$115.0 as at April 28, 2019) and Other long-term financial liabilities for an amount of \$120.6 (\$135.1 as at April 28, 2019) on the consolidated balance sheets; and
- The fair value of the fixed-to-floating interest rate swaps, which is determined based on market rates, was \$1.0 as at July 21, 2019 (\$3.9 as at April 28, 2019) (Level 2). They are presented as Other short-term financial liabilities on the consolidated balance sheets; and
- The fair value of the fuel swaps, which is determined based on market rates, was \$1.8 as at July 21, 2019 (\$4.7 as at April 28, 2019) (Level 2). They are presented as Other short-term financial assets as at July 21, 2019 and as Other short-term financial liabilities as at April 28, 2019 on the consolidated balance sheets.

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

- The table below presents the fair value, which is based on observable market data (Level 2), and the carrying value of the financial instruments which are not measured at fair value on the consolidated balance sheets:

	As at July 21, 2019		As at April 28, 2019	
	Carrying value	Fair value	Carrying value	Fair value
	\$	\$	\$	\$
US-dollar-denominated senior unsecured notes	3,233.8	3,279.4	3,379.9	3,347.6
Canadian-dollar-denominated senior unsecured notes	1,834.2	1,894.0	1,774.5	1,815.0
Euro-denominated senior unsecured notes	838.2	900.9	831.2	869.2
NOK-denominated senior unsecured notes	78.5	86.0	77.4	86.0

## 13. SUBSEQUENT EVENTS

### Dividends

During its September 4, 2019 meeting, the Board of Directors declared a quarterly dividend of CA 12.5¢ per share, before the share split described below, for the first quarter of fiscal 2020 to shareholders on record as at September 13, 2019, and approved its payment for September 27, 2019. This is an eligible dividend within the meaning of the *Income Tax Act* (Canada).

### Class A multiple-voting shares and Class B subordinate voting shares split

During its September 4, 2019 meeting, the Board of Directors approved a two-for-one split of all the Corporation's issued and outstanding Class A multiple-voting shares and Class B subordinate voting shares on record as at September 20, 2019 and payable on September 27, 2019. This share split was approved by regulatory authorities.

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### Investment in Fire & Flower Holdings Corp.

On August 7, 2019, subsequent to the end of the quarter, the Corporation closed an investment in Fire & Flower Holdings Corp. ("Fire & Flower"), a leading independent cannabis retailer based in Alberta, Canada. The Corporation invested approximately \$26.0 in the form of unsecured convertible debentures to obtain a 9.9% ownership interest in Fire & Flower upon conversion. The Corporation has also been issued Common Share purchase warrants, that, if exercised in full in accordance with the terms thereof, would subsequently increase its ownership interest to 50.1%.