

## Management's Discussion and Analysis

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The following Management's Discussion and Analysis ("MD&A") for Loblaw Companies Limited and its subsidiaries (collectively, the "Company" or "Loblaw") should be read in conjunction with the Company's third quarter 2021 unaudited interim period condensed consolidated financial statements and the accompanying notes included in this Quarterly Report, the audited annual consolidated financial statements and the accompanying notes for the year ended January 2, 2021 and the related annual MD&A included in the Company's 2020 Annual Report – Financial Review ("2020 Annual Report").

The Company's third quarter 2021 unaudited interim period condensed consolidated financial statements and the accompanying notes have been prepared in accordance with International Financial Reporting Standards ("IFRS" or "GAAP"). These unaudited interim period condensed consolidated financial statements include the accounts of the Company and other entities that the Company controls and are reported in Canadian dollars.

Management uses non-GAAP financial measures to exclude the impact of certain expenses and income that must be recognized under GAAP when analyzing consolidated and segment underlying operating performance, as the excluded items are not necessarily reflective of the Company's underlying operating performance and make comparisons of underlying financial performance between periods difficult. The Company excludes additional items if it believes doing so would result in a more effective analysis of underlying operating performance. The exclusion of certain items does not imply that they are non-recurring. See Section 11 "Non-GAAP Financial Measures" for more information on the Company's non-GAAP financial measures.

A glossary of terms used throughout this Quarterly Report can be found at the back of the Company's 2020 Annual Report.

The information in this MD&A is current to November 16, 2021, unless otherwise noted.

## **1. Forward-Looking Statements**

This Quarterly Report, including this MD&A, contains forward-looking statements about the Company's objectives, plans, goals, aspirations, strategies, financial condition, results of operations, cash flows, performance, prospects, opportunities and legal and regulatory matters. Specific forward-looking statements in this Quarterly Report include, but are not limited to, statements with respect to the Company's anticipated future results, events and plans, strategic initiatives and restructuring, regulatory changes including further healthcare reform, future liquidity, planned capital investments, and the status and impact of information technology ("IT") systems implementations. These specific forward-looking statements are contained throughout this Quarterly Report including, without limitation, Section 5 "Liquidity and Capital Resources", Section 10 "Outlook" and Section 11 "Non-GAAP Financial Measures". Forward-looking statements are typically identified by words such as "expect", "anticipate", "believe", "foresee", "could", "estimate", "goal", "intend", "plan", "seek", "strive", "will", "may", "should" and similar expressions, as they relate to the Company and its management.

Forward-looking statements reflect the Company's estimates, beliefs and assumptions, which are based on management's perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances. The Company's expectation of operating and financial performance in 2021 is based on certain assumptions including assumptions about the COVID-19 pandemic, healthcare reform impacts, anticipated cost savings and operating efficiencies and anticipated benefits from strategic initiatives. The Company's estimates, beliefs and assumptions are inherently subject to significant business, economic, competitive and other uncertainties and contingencies regarding future events, including the COVID-19 pandemic and as such, are subject to change. The Company can give no assurance that such estimates, beliefs and assumptions will prove to be correct.

Numerous risks and uncertainties could cause the Company's actual results to differ materially from those expressed, implied or projected in the forward-looking statements, including those described in the Company's MD&A in the 2020 Annual Report, and the Company's 2020 Annual Information Form ("AIF") for the year ended January 2, 2021. Such risks and uncertainties include:

- the duration and impact of the COVID-19 pandemic on the business, operations and financial condition of the Company, as well as on vendor operations, consumer behaviour and the economy in general;
- the inability of the Company's IT infrastructure to support the requirements of the Company's business, or the occurrence of any internal or external security breaches, denial of service attacks, viruses, worms and other known or unknown cybersecurity or data breaches;
- failure to execute the Company's e-commerce initiatives or to adapt its business model to the shifts in the retail landscape caused by digital advances;
- failure to effectively respond to consumer trends or heightened competition, whether from current competitors or new entrants to the marketplace;
- changes to the regulation of generic prescription drug prices, the reduction of reimbursements under public drug benefit plans and the elimination or reduction of professional allowances paid by drug manufacturers;
- failure to realize benefits from investments in the Company's new IT systems;
- failure to maintain an effective supply chain and consequently an appropriate assortment of available product at store level;
- failure to achieve desired results in labour negotiations, including the terms of future collective bargaining agreements;
- public health events including those related to food and drug safety;
- errors made through medication dispensing or errors related to patient services or consultation;
- adverse outcomes of legal and regulatory proceedings and related matters;
- the inability of the Company to manage inventory to minimize the impact of obsolete or excess inventory or control shrink;
- failure to realize the anticipated benefits associated with the Company's strategic priorities and major initiatives, including revenue growth, anticipated cost savings and operating efficiencies, or organizational changes that may impact the relationships with franchisees and Associates;
- failure to attract and retain talent for key roles that may impact the Company's ability to effectively operate and achieve financial performance goals;
- reliance on the performance and retention of third party service providers, including those associated with the Company's supply chain and apparel business and located in both advanced and developing markets;
- changes in economic conditions, including economic recession or changes in the rate of inflation or deflation, employment rates and household debt, political uncertainty, interest rates, currency exchange rates or derivative and commodity prices; and
- changes to any of the laws, rules, regulations or policies applicable to the Company's business.

This is not an exhaustive list of the factors that may affect the Company's forward-looking statements. Other risks and uncertainties not presently known to the Company or that the Company presently believes are not material could also cause actual results or events to differ materially from those expressed in its forward-looking statements. Additional risks and uncertainties are discussed in the Company's materials filed with the Canadian securities regulatory authorities ("securities regulators") from time to time, including, without limitation, the section entitled "Risks" in the Company's 2020 AIF (for the year ended January 2, 2021). Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect the Company's expectations only as of the date of this MD&A. Except as required by law, the Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**2. Key Financial Performance Indicators<sup>(1)</sup>**

The Company has identified key financial performance indicators to measure the progress of short and long term objectives. Certain key financial performance indicators are set out below:

As at or for the periods ended October 9, 2021 and October 3, 2020 (millions of Canadian dollars except where otherwise indicated)	<b>2021 (16 weeks)</b>	2020 <sup>(4)</sup> (16 weeks)
<b>Consolidated:</b>		
Revenue growth	2.4 %	6.9 %
Operating income	\$ 863	\$ 718
Adjusted EBITDA <sup>(2)</sup>	1,674	1,518
Adjusted EBITDA margin <sup>(2)</sup>	10.4 %	9.7 %
Net earnings	\$ 488	\$ 360
Net earnings attributable to shareholders of the Company	434	345
Net earnings available to common shareholders of the Company <sup>(i)</sup>	431	342
Adjusted net earnings available to common shareholders of the Company <sup>(2)</sup>	540	459
Diluted net earnings per common share (\$)	\$ 1.27	\$ 0.96
Adjusted diluted net earnings per common share <sup>(2)</sup> (\$)	\$ 1.59	\$ 1.28
Cash and cash equivalents and short term investments	\$ 2,373	\$ 1,844
Cash flows from operating activities	1,316	1,063
Free cash flow <sup>(2)</sup>	455	121
<b>Financial Measures:</b>		
Retail debt to rolling year retail adjusted EBITDA <sup>(2)</sup>	2.6 x	3.0 x
Rolling year adjusted return on equity <sup>(2)</sup>	16.7 %	12.7 %
Rolling year adjusted return on capital <sup>(2)</sup>	9.8 %	7.5 %
<b>Retail Segment:</b>		
Food retail same-store sales growth	0.2 %	6.9 %
Drug retail same-store sales growth	4.4 %	6.1 %
Operating income	\$ 816	\$ 674
Adjusted gross profit <sup>(2)</sup>	4,856	4,534
Adjusted gross profit % <sup>(2)</sup>	30.7 %	29.3 %
Adjusted EBITDA <sup>(2)</sup>	\$ 1,617	\$ 1,468
Adjusted EBITDA margin <sup>(2)</sup>	10.2 %	9.5 %
<b>Financial Services Segment:</b>		
Earnings before income taxes	\$ 31	\$ 21
Annualized yield on average quarterly gross credit card receivables	12.8 %	13.4 %
Annualized credit loss rate on average quarterly gross credit card receivables	2.7 %	3.7 %

(i) Net earnings available to common shareholders of the Company are net earnings attributable to shareholders of the Company net of dividends declared on the Company's Second Preferred Shares, Series B.

### 3. Consolidated Results of Operations

As at or for the periods ended  
October 9, 2021 and October 3, 2020  
(millions of Canadian dollars except  
where otherwise indicated)

	2021		2020 <sup>(4)</sup>		2021		2020 <sup>(4)</sup>	
	(16 weeks)	(16 weeks)	\$ Change	% Change	(40 weeks)	(40 weeks)	\$ Change	% Change
<b>Revenue</b>	<b>\$ 16,050</b>	\$ 15,671	\$ 379	2.4 %	<b>\$ 40,413</b>	\$ 39,428	\$ 985	2.5 %
<b>Operating income</b>	<b>863</b>	718	145	20.2 %	<b>2,232</b>	1,663	569	34.2 %
Adjusted EBITDA <sup>(2)</sup>	<b>1,674</b>	1,518	156	10.3 %	<b>4,263</b>	3,691	572	15.5 %
Adjusted EBITDA margin <sup>(2)</sup>	<b>10.4 %</b>	9.7 %			<b>10.5 %</b>	9.4 %		
<b>Depreciation and amortization</b>	<b>\$ 817</b>	\$ 795	\$ 22	2.8 %	<b>\$ 2,041</b>	\$ 1,987	\$ 54	2.7 %
<b>Net interest expense and other financing charges</b>	<b>203</b>	228	(25)	(11.0)%	<b>524</b>	576	(52)	(9.0)%
<b>Income taxes</b>	<b>172</b>	130	42	32.3 %	<b>451</b>	289	162	56.1 %
Adjusted income taxes <sup>(2)</sup>	<b>212</b>	173	39	22.5 %	<b>553</b>	405	148	36.5 %
Adjusted effective tax rate <sup>(2)</sup>	<b>26.2 %</b>	26.6 %			<b>26.5 %</b>	26.6 %		
Net earnings attributable to non-controlling interests	<b>\$ 54</b>	\$ 15	\$ 39	260.0 %	<b>\$ 129</b>	\$ 38	\$ 91	239.5 %
<b>Net earnings attributable to shareholders of the Company</b>	<b>\$ 434</b>	\$ 345	\$ 89	25.8 %	<b>\$ 1,128</b>	\$ 760	\$ 368	48.4 %
<b>Net earnings available to common shareholders of the Company<sup>(i)</sup></b>	<b>431</b>	342	89	26.0 %	<b>1,119</b>	751	368	49.0 %
Adjusted net earnings available to common shareholders of the Company <sup>(2)</sup>	<b>540</b>	459	81	17.6 %	<b>1,396</b>	1,068	328	30.7 %
<b>Diluted net earnings per common share (\$)</b>	<b>\$ 1.27</b>	\$ 0.96	\$ 0.31	32.3 %	<b>\$ 3.26</b>	\$ 2.09	\$ 1.17	56.0 %
Adjusted diluted net earnings per common share <sup>(2)</sup> (\$)	<b>\$ 1.59</b>	\$ 1.28	\$ 0.31	24.2 %	<b>\$ 4.07</b>	\$ 2.97	\$ 1.10	37.0 %
Diluted weighted average common shares outstanding (in millions)	<b>340.1</b>	358.0			<b>343.1</b>	359.5		

(i) Net earnings available to common shareholders of the Company are net earnings attributable to shareholders of the Company net of dividends declared on the Company's Second Preferred Shares, Series B.

Loblaw experienced strong demand in stores and online, as economies re-opened and eat-at-home trends remained elevated. Seasonal shopping for back-to-school and Thanksgiving was robust, demonstrating an enthusiastic return to certain pre-pandemic routines. This was also evident in the Company's Pharmacy businesses. Beauty sales climbed with the gradual return to social and work activities. In addition, drug sales grew, supported by demand for pharmacy services, including patient health consultations, vaccination administration and testing.

Loblaw's focus on its core retail business drove another strong quarter of operational and financial improvement – characterized by increases in customer traffic and market share in Loblaw's Food and Drug businesses. Customers have responded positively to the Company's data driven mass and personalized promotions, enabling the Company to deliver value where consumers and their families need it most. Online sales remain above pre-pandemic levels and are on track to exceed \$3 billion in 2021, improving on last year's performance.

#### **Net Earnings Available to Common Shareholders of the Company and Diluted Net Earnings Per Common Share**

Net earnings available to common shareholders of the Company in the third quarter of 2021 were \$431 million (\$1.27 per common share). When compared to the third quarter of 2020, this represented an increase of \$89 million (\$0.31 per common share). The increase included improvements in the underlying operating performance of \$81 million and the favourable change in adjusting items totaling \$8 million, as described below:

- the improvement in underlying operating performance of \$81 million (\$0.23 per common share) was primarily due to the following:
  - an improvement in the underlying operating performance in the Retail segment driven by an increase in adjusted gross profit<sup>(2)</sup>, partially offset by an increase in selling, general and administrative ("SG&A") and depreciation and amortization;
  - an improvement in the underlying operating performance in the Financial Services segment; and
  - an improvement in interest expense primarily driven by a reduction in interest expense from lease liabilities and lower interest expense in the Financial Services segment.
- the favourable change in adjusting items totaling \$8 million (nil per common share) was primarily due to the following:
  - year-over-year favourable change in fair value adjustment on fuel and foreign currency contracts of \$6 million (\$0.02 per common share); and
  - favourable impact of gain on the sale of non-operating properties of \$5 million (\$0.02 per common share);which has been partially offset by,
  - year-over-year unfavourable change in restructuring and other related costs of \$3 million (\$0.02 per common share).
- diluted net earnings per common share also included the favourable impact of the repurchase of common shares over the last 12 months (\$0.08 per common share).

Adjusted net earnings available to common shareholders of the Company<sup>(2)</sup> in the third quarter of 2021 were \$540 million. When compared to the third quarter of 2020, this represented an increase of \$81 million. Adjusted net earnings per common share<sup>(2)</sup> in the third quarter of 2021 were \$1.59. When compared to the third quarter of 2020, this represented an increase of \$0.31 or 24.2%. The increase includes the favourable impact of the repurchase of common shares. The two year adjusted diluted net earnings per common share<sup>(2)</sup> Compound Average Growth Rate ("CAGR")<sup>(5)</sup> was 13.7%.

Year-to-date net earnings available to common shareholders of the Company were \$1,119 million (\$3.26 per common share), an increase of \$368 million (\$1.17 per common share) or 49.0% compared to the same period in 2020. The increase included improvements in the underlying operating performance of \$328 million and the favourable year-over-year impact of adjusting items totaling \$40 million, as described below:

- the improvement in underlying operating performance of \$328 million (\$0.91 per common share) was primarily due to the following:
  - an improvement in the underlying operating performance in the Retail segment was driven by an increase in adjusted gross profit<sup>(2)</sup>, partially offset by an increase in SG&A and depreciation and amortization;
  - an improvement in the underlying operating performance in the Financial Services segment; and
  - an improvement in interest expense primarily driven by a reduction in interest expense from lease liabilities and lower interest expense in the Financial Services segment.
- the favourable year-over-year impact of adjusting items totaling \$40 million (\$0.07 per common share) was primarily due to the following:
  - the year-over-year favourable impact of fair value adjustments on fuel and foreign currency contracts of \$23 million (\$0.06 per common share);
  - the year-over-year favourable change in net gain on the sale of non-operating properties of \$9 million (\$0.03 per common share); and
  - the year-over-year favourable change in restructuring and other related costs of \$6 million (\$0.01 per common share).
- diluted net earnings per common share also includes the favourable impact of the repurchase of common shares (\$0.19 per common share).

Year-to-date adjusted net earnings available to common shareholders of the Company<sup>(2)</sup> were \$1,396 million, an increase of \$328 million or 30.7% compared to the same period in 2020. Adjusted diluted net earnings per common share<sup>(2)</sup> were \$4.07 per common share, an increase of \$1.10 or 37.0%. The increase includes the favourable impact of the repurchase of common shares. The two year year-to-date adjusted diluted net earnings per common share<sup>(2)</sup> CAGR<sup>(5)</sup> was 16.9%.

## Revenue

	For the periods ended October 9, 2021 and October 3, 2020 (millions of Canadian dollars except where otherwise indicated)							
	2021 (16 weeks)	2020 (16 weeks)	\$ Change	% Change	2021 (40 weeks)	2020 (40 weeks)	\$ Change	% Change
Retail	\$ 15,831	\$ 15,464	\$ 367	2.4 %	\$ 39,783	\$ 38,816	\$ 967	2.5 %
Financial Services	297	278	19	6.8 %	822	777	45	5.8 %
Consolidation and Eliminations	(78)	(71)	(7)	(9.9)%	(192)	(165)	(27)	(16.4)%
Revenue	\$ 16,050	\$ 15,671	\$ 379	2.4 %	\$ 40,413	\$ 39,428	\$ 985	2.5 %

Revenue was \$16,050 million in the third quarter of 2021. When compared to the third quarter of 2020, this represented an increase of \$379 million, or 2.4%. The increase was primarily driven by an increase in Retail segment sales of \$367 million due to positive same-store sales growth and a net increase in Retail square footage. Furthermore, there was an improvement in Financial Services segment sales of \$19 million compared to the third quarter of 2020.

Year-to-date revenue was \$40,413 million in 2021, an increase of \$985 million, or 2.5%, compared to the same period in 2020, primarily driven by an increase in Retail segment sales of \$967 million due to positive same-store sales growth and a net increase in Retail square footage. Furthermore, there was an improvement in Financial Services segment revenue of \$45 million compared to the same period in 2020.

**Operating Income** Operating income was \$863 million in the third quarter of 2021. When compared to the third quarter of 2020, this represented an increase of \$145 million. The increase included improvements in the underlying operating performance of \$134 million and a favourable change in adjusting items totaling \$11 million, as described below:

- the improvement in underlying operating performance of \$134 million was primarily due to the following:
  - an improvement in the underlying operating performance of the Retail segment due to an increase in adjusted gross profit<sup>(2)</sup>, partially offset by an increase in SG&A and depreciation and amortization; and
  - an improvement in the underlying operating performance in the Financial Services segment.
- the favourable change in adjusting items totaling \$11 million was primarily due to the following:
  - the year-over-year favourable impact of fair value adjustments on fuel and foreign currency contracts of \$8 million; and
  - the year-over-year favourable change in net gain on the sale of non-operating properties of \$6 million; which has been partially offset by,
  - the year-over-year unfavourable change in restructuring and other related costs of \$3 million.

Year-to-date operating income was \$2,232 million, an increase of \$569 million compared to 2020. The increase in operating income was driven by improvements in the underlying operating performance of \$515 million and a favourable impact of certain adjusting items totaling \$54 million as described below:

- improvements in the underlying operating performance of \$515 million, primarily due to the following:
  - an improvement in the underlying operating performance of the Retail segment due to an increase in adjusted gross profit<sup>(2)</sup>, partially offset by an increase in SG&A and depreciation and amortization; and
  - an improvement in the underlying operating performance of the Financial Services segment.
- the favourable year-over-year impact of certain adjusting items totaling \$54 million including:
  - the year-over-year favourable impact of fair value adjustments on fuel and foreign currency contracts of \$31 million;
  - the year-over-year favourable change in net gain on sale of non-operating properties of \$11 million; and
  - the year-over-year favourable change in restructuring and other related costs of \$9 million.

### Adjusted EBITDA<sup>(2)</sup>

	2021		2020 <sup>(4)</sup>		2021		2020 <sup>(4)</sup>	
	(16 weeks)	(16 weeks)	\$ Change	% Change	(40 weeks)	(40 weeks)	\$ Change	% Change
Retail	\$ 1,617	\$ 1,468	\$ 149	10.1 %	\$ 4,078	\$ 3,594	\$ 484	13.5 %
Financial Services	57	50	7	14.0 %	185	97	88	90.7 %
Adjusted EBITDA <sup>(2)</sup>	\$ 1,674	\$ 1,518	\$ 156	10.3 %	\$ 4,263	\$ 3,691	\$ 572	15.5 %

Adjusted EBITDA<sup>(2)</sup> was \$1,674 million in the third quarter of 2021. When compared to the third quarter of 2020, this represented an increase of \$156 million. The increase in adjusted EBITDA<sup>(2)</sup> was primarily due to an increase in the Retail segment of \$149 million and an increase in the Financial Services segment of \$7 million.

Year-to-date adjusted EBITDA<sup>(2)</sup> was \$4,263 million in 2021, an increase of \$572 million compared to 2020. The increase was primarily due to an increase in the Retail segment of \$484 million and an increase in the Financial Services segment of \$88 million.

**Depreciation and Amortization** Depreciation and amortization was \$817 million in the third quarter of 2021, an increase of \$22 million compared to the third quarter of 2020. Year-to-date depreciation and amortization was \$2,041 million in 2021, an increase of \$54 million compared to the same period in 2020. The increase in depreciation and amortization in the third quarter of 2021 and year-to-date was primarily driven by an increase in depreciation of IT and leased assets and an increase in depreciation in the Financial Services segment due to the launch of the *PC Money*<sup>TM</sup> Account. Depreciation and amortization in the third quarter of 2021 and year-to-date included the amortization of intangible assets related to the acquisition of Shoppers Drug Mart Corporation ("Shoppers Drug Mart") of \$155 million (2020 – \$155 million) and \$389 million (2020 – \$392 million), respectively.

**Net Interest Expense and Other Financing Charges** Net interest expense and other financing charges were \$203 million in the third quarter of 2021. When compared to the third quarter of 2020, this represented a decrease of \$25 million. Year-to-date net interest expense and other financing charges were \$524 million. When compared to the same period in 2020, this represented a decrease of \$52 million. The decreases in net interest expense and other financing charges were primarily driven by a reduction in interest expense from lease liabilities and lower interest expense in the Financial Services segment.

### Income Taxes

	For the periods ended October 9, 2021 and October 3, 2020 (millions of Canadian dollars except where otherwise indicated)							
	2021 (16 weeks)	2020 <sup>(4)</sup> (16 weeks)	\$ Change	% Change	2021 (40 weeks)	2020 <sup>(4)</sup> (40 weeks)	\$ Change	% Change
Income taxes	\$ 172	\$ 130	\$ 42	32.3 %	\$ 451	\$ 289	\$ 162	56.1 %
Add impact of the following								
Tax impact of items included in adjusted earnings before taxes	40	43	(3)	(7.0)%	102	116	(14)	(12.1)%
Adjusted income taxes <sup>(2)</sup>	\$ 212	\$ 173	\$ 39	22.5 %	\$ 553	\$ 405	\$ 148	36.5 %
Effective tax rate	26.1 %	26.5 %			26.4 %	26.6 %		
Adjusted effective tax rate <sup>(2)</sup>	26.2 %	26.6 %			26.5 %	26.6 %		

Income tax expense in the third quarter of 2021 was \$172 million (2020 – \$130 million) and the effective tax rate was 26.1% (2020 – 26.5%). The decrease to the effective tax rate was primarily attributable to higher earnings of lower tax rate entities. Year-to-date income tax expense was \$451 million (2020 – \$289 million) and the effective tax rate was 26.4% (2020 – 26.6%). The decrease to the effective tax rate was primarily attributable to higher earnings of lower tax rate entities.

Adjusted income tax expense<sup>(2)</sup> in the third quarter of 2021 was \$212 million (2020<sup>(4)</sup> – \$173 million) and the adjusted effective tax rate<sup>(2)</sup> was 26.2% (2020<sup>(4)</sup> – 26.6%). The decrease to the adjusted effective tax rate was primarily attributable to higher earnings of lower tax rate entities. Year-to-date adjusted income tax expense<sup>(2)</sup> was \$553 million (2020<sup>(4)</sup> – \$405 million) and the adjusted effective tax rate<sup>(2)</sup> was 26.5% (2020<sup>(4)</sup> – 26.6%). The decrease to the year-to-date adjusted effective tax rate<sup>(2)</sup> was primarily attributable to higher earnings of lower tax rate entities.

The Company has been reassessed by the Canada Revenue Agency and the Ontario Ministry of Finance on the basis that certain income earned by Glenhuron Bank Limited (“Glenhuron”), a wholly owned Barbadian subsidiary of the Company that was wound up in 2013, should be treated, and taxed, as income in Canada. The reassessments, which were received between 2015 and 2019, are for the 2000 to 2013 taxation years. On September 7, 2018, the Tax Court of Canada (“Tax Court”) released its decision relating to the 2000 to 2010 taxation years. The Tax Court ruled that certain income earned by Glenhuron should be taxed in Canada based on a technical interpretation of the applicable legislation. On October 4, 2018, the Company filed a Notice of Appeal with the Federal Court of Appeal. On October 15, 2019, the matter was heard by the Federal Court of Appeal, and on April 23, 2020, the Federal Court of Appeal released its decision in the Glenhuron case in favour of the Company and reversed the decision of the Tax Court. On October 29, 2020, the Supreme Court of Canada (“Supreme Court”) granted the Crown leave to appeal and on May 13, 2021, the Supreme Court heard the Crown’s appeal, reserving judgment until a later date. The Company has not reversed any portion of the \$367 million of charges recorded during the third quarter of 2018, of which \$176 million was recorded in interest and \$191 million was recorded in income taxes.

**Net earnings attributable to non-controlling interests** Net earnings attributable to non-controlling interests were \$54 million in the third quarter of 2021. Non-controlling interests represent the franchise’s earnings in Food Retail. When compared to the third quarter of 2020, this represented an increase of \$39 million, or 260.0%. Year-to-date net earnings attributable to non-controlling interests were \$129 million which represents an increase of \$91 million or 239.5%. The increases in non-controlling interests were primarily driven by higher franchise earnings in comparison to the same period in 2020.

#### 4. Reportable Operating Segments Results of Operations

The Company has two reportable operating segments, with all material operations carried out in Canada:

- The Retail segment consists primarily of corporate and franchise-owned retail food stores and Associate-owned drug stores. The Retail segment also includes in-store pharmacies and other health and beauty products, apparel and other general merchandise and supports the *PC Optimum™* Program. This segment is comprised of several operating segments that are aggregated primarily due to similarities in the nature of products and services offered for sale in the retail operations and the customer base; and
- The Financial Services segment provides credit card and everyday banking services, the *PC Optimum™* Program, insurance brokerage services, and telecommunication services.

##### 4.1 Retail Segment

For the periods ended October 9, 2021 and October 3, 2020 (millions of Canadian dollars except where otherwise indicated)	2021		2020 <sup>(4)</sup>		2021		2020 <sup>(4)</sup>	
	(16 weeks)	(16 weeks)	\$ Change	% Change	(40 weeks)	(40 weeks)	\$ Change	% Change
Sales	\$ 15,831	\$ 15,464	\$ 367	2.4 %	\$39,783	\$ 38,816	\$ 967	2.5 %
Operating income	816	674	142	21.1 %	2,077	1,582	495	31.3 %
Adjusted gross profit <sup>(2)</sup>	4,856	4,534	322	7.1 %	12,182	11,468	714	6.2 %
Adjusted gross profit % <sup>(2)</sup>	30.7 %	29.3 %			30.6 %	29.5 %		
Adjusted EBITDA <sup>(2)</sup>	\$ 1,617	\$ 1,468	\$ 149	10.1 %	\$ 4,078	\$ 3,594	\$ 484	13.5 %
Adjusted EBITDA margin <sup>(2)</sup>	10.2 %	9.5 %			10.3 %	9.3 %		
Depreciation and amortization	\$ 807	\$ 789	\$ 18	2.3 %	\$ 2,011	\$ 1,971	\$ 40	2.0 %

For the periods ended October 9, 2021 and October 3, 2020 (millions of Canadian dollars except where otherwise indicated)	2021		2020		2021		2020	
	(16 weeks)	(16 weeks)	(16 weeks)	(16 weeks)	(40 weeks)	(40 weeks)	(40 weeks)	(40 weeks)
	Sales	Same- store sales						
Food retail	\$ 11,382	0.2 %	\$ 11,215	6.9 %	\$ 28,739	0.1 %	\$ 28,294	8.7 %
Drug retail	4,449	4.4 %	4,249	6.1 %	11,044	4.1 %	10,522	5.3 %
Pharmacy	2,226	4.8 %	2,128	10.3 %	5,496	7.8 %	5,052	5.4 %
Front store	2,223	4.1 %	2,121	2.4 %	5,548	0.7 %	5,470	5.1 %

**Sales** Retail segment sales were \$15,831 million in the third quarter of 2021. When compared to the third quarter of 2020, this represented an increase of \$367 million, or 2.4%, primarily driven by the following factors:

- Food retail same-store sales grew by 0.2% (2020 – 6.9%) for the quarter. Sales were impacted by lower eat-at-home trends after strong growth last year, offset by higher industry inflation levels. The two year Food Retail sales CAGR<sup>(5)</sup> was 4.5%.
  - Sales growth in food was flat;
  - Sales growth in pharmacy was modest;
  - The Company's internal measures of inflation were slightly higher than the average quarterly national food price inflation of 2.6% (2020 – 1.8%), as measured by The Consumer Price Index for Food Purchased from Stores;
  - Food Retail basket size decreased and traffic increased in the quarter, as compared to the third quarter of 2020.

- Drug retail same-store sales grew by 4.4% (2020 – 6.1%). Pharmacy same-store sales growth benefited from strong sales in fee related services. Front store same-store sales growth benefited from the economic re-opening in the third quarter of 2021. The two year Drug Retail sales CAGR<sup>(5)</sup> was 5.5%.
  - Pharmacy same-store sales growth was 4.8% (2020 – 10.3%). The number of prescriptions dispensed increased by 2.4% (2020 – 5.0%). On a same-store basis, the number of prescriptions dispensed increased by 2.4% (2020 – 5.0%) and year-over-year, the average prescription value increased by 0.7% (2020 – 4.9%); and
  - Front store same-store sales increased by 4.1% (2020 – 2.4%).

In the last 12 months, 15 food and drug stores were opened, and fourteen food and drug stores were closed, resulting in a net increase in Retail square footage of 0.3 million square feet, or 0.4%.

On a year-to-date basis, Retail segment sales were \$39,783 million, an increase of \$967 million, or 2.5% when compared to the same period in 2020. Year-to-date Food retail sales of \$28,739 million increased by \$445 million, or 1.6%. The Food same-store sales increased by 0.1% (2020 – 8.7%) compared to the same period in 2020. The two year Food Retail sales CAGR<sup>(5)</sup> was 5.6%. Drug retail sales of \$11,044 million increased by \$522 million, or 5.0%. Year-to-date Drug retail same-store sales growth was 4.1% (2020 – 5.3%), with pharmacy same-store sales growth of 7.8% (2020 – 5.4%) and front store sale growth of 0.7% (2020 – 5.1%). The two year Drug Retail sales CAGR<sup>(5)</sup> was 5.2%.

**Operating Income** Operating income was \$816 million in the third quarter of 2021. When compared to the third quarter of 2020, this represented an increase of \$142 million. The increase in operating income was driven by an increase in underlying operating performance of \$131 million, and the favourable change in adjusting items totaling \$11 million, as described below:

- the improvement in underlying operating performance of \$131 million was primarily due to an increase in adjusted gross profit<sup>(2)</sup> described below, partially offset by an increase in SG&A, and depreciation and amortization; and
- the favourable change in adjusting items totaling \$11 million which was primarily due to the following:
  - the year-over-year favourable impact of fair value adjustments on fuel and foreign currency contracts of \$8 million; and
  - the year-over-year favourable change in net gain on sale of non-operating properties of \$6 million; which has been partially offset by,
  - the year-over-year unfavourable change in restructuring and other related costs of \$3 million.

Year-to-date operating income was \$2,077 million in 2021, an increase of \$495 million compared to the same period in 2020. The increase was driven by improvements in the underlying operating performance of \$441 million and the favourable change in adjusting items totaling \$54 million, as described below:

- the improvements in the underlying operating performance of \$441 million was primarily due to an increase in adjusted gross profit<sup>(2)</sup> as described below, partially offset by an increase in SG&A and depreciation and amortization; and
- the favourable change in adjusting items totaling \$54 million was primarily due to the following:
  - the year-over-year favourable impact of fair value adjustments on fuel and foreign currency contracts of \$31 million;
  - the year-over-year favourable change in net gain on the sale of non-operating properties of \$11 million; and
  - the year-over-year favourable change in restructuring and other related costs of \$9 million.

**Adjusted Gross Profit<sup>(2)</sup>** Adjusted gross profit<sup>(2)</sup> in the third quarter of 2021 was \$4,856 million. When compared to the third quarter of 2020, this represented an increase of \$322 million. Adjusted gross profit percentage<sup>(2)</sup> of 30.7% increased by 140 basis points when compared to the third quarter of 2020, from favourable changes in sales mix in both Food and Drug Retail and underlying improvements in business initiatives.

Year-to-date adjusted gross profit<sup>(2)</sup> was \$12,182 million in 2021. When compared to the same period in 2020, this represented an increase of \$714 million. Adjusted gross profit percentage<sup>(2)</sup> of 30.6% increased by 110 basis points compared to the same period in 2020, from favourable changes in sales mix in both Food and Drug Retail and underlying improvements in business initiatives.

**Adjusted EBITDA<sup>(2)</sup>** Adjusted EBITDA<sup>(2)</sup> was \$1,617 million in the third quarter of 2021. When compared to the third quarter of 2020, this represented an increase of \$149 million. The increase was driven by higher adjusted gross profit<sup>(2)</sup> of \$322 million, partially offset by an unfavourable increase in SG&A of \$173 million. SG&A as a percentage of sales was 20.5%, an increase of 70 basis points compared to the third quarter of 2020. The unfavourable increase of 70 basis points was primarily due to the normalization of post-lockdown operating conditions and higher costs incurred in Drug Retail from providing fee related services, partially offset by a reduction in COVID-19 costs.

Year-to-date adjusted EBITDA<sup>(2)</sup> was \$4,078 million in 2021, an increase of \$484 million compared to the same period in 2020. The increase was driven by higher adjusted gross profit<sup>(2)</sup> of \$714 million, partially offset by an increase in SG&A of \$230 million. SG&A as a percentage of sales, was 20.4%, an increase of 10 basis points compared to the same period in 2020, due to the normalization of post-lockdown operating conditions and higher costs incurred in Drug Retail from providing fee related services, partially offset by a reduction in COVID-19 related costs.

**Depreciation and Amortization** Depreciation and amortization in the third quarter of 2021 was \$807 million. When compared to the third quarter of 2020, this represented an increase of \$18 million. Year-to-date depreciation and amortization was \$2,011 million, an increase of \$40 million compared to the same period in 2020. The increase in depreciation and amortization in the third quarter of 2021 and year-to-date was primarily driven by an increase in IT and leased assets. Included in depreciation and amortization is the amortization of intangible assets related to the acquisition of Shoppers Drug Mart of \$155 million (2020 – \$155 million) and \$389 million (2020 – \$392 million), respectively.

**Network Optimization** Subsequent to the end of the third quarter of 2021, the Company finalized network optimization plans that will result in banner conversions, closures and right-sizing of approximately 20 unprofitable retail locations across a range of banners and formats, the majority of which will be banner conversions and 3 will be closures within Food retail. The Company expects to record charges of approximately \$25 million to \$35 million resulting from this network optimization. These charges will be recorded as incurred and are expected to include equipment, severance, lease related and other costs. The Company expects to realize approximately \$25 million in annualized EBITDA run-rate savings related to these plans. This store optimization project will be substantially complete by the end of 2022. As the Company places emphasis on optimizing its store and office network, there may be additional charges of this nature in the fourth quarter of 2021 and into 2022.

#### 4.2 Financial Services Segment

For the periods ended October 9, 2021 and October 3, 2020 (millions of Canadian dollars except where otherwise indicated)	2021				2020			
	(16 weeks)	(16 weeks)	\$ Change	% Change	(40 weeks)	(40 weeks)	\$ Change	% Change
Revenue	\$ 297	\$ 278	\$ 19	6.8 %	\$ 822	\$ 777	\$ 45	5.8 %
Earnings before income taxes	31	21	10	47.6 %	107	14	93	664.3 %

(millions of Canadian dollars except where otherwise indicated)	As at October 9, 2021	As at October 3, 2020	\$ Change	% Change
Average quarterly net credit card receivables	\$ 3,050	\$ 3,179	\$ (129)	(4.1)%
Credit card receivables	3,154	3,008	146	4.9 %
Allowance for credit card receivables	205	247	(42)	(17.0)%
Annualized yield on average quarterly gross credit card receivables	12.8 %	13.4 %		
Annualized credit loss rate on average quarterly gross credit card receivables	2.7 %	3.7 %		

**Revenue** Revenue was \$297 million in the third quarter of 2021. When compared to the third quarter of 2020, this represented an increase of \$19 million. The increase was primarily driven by a higher interchange income due to an increase in customer spending.

Year-to-date revenue was \$822 million in 2021. When compared to the same period in 2020, this represented an increase of \$45 million. The increase was primarily driven by:

- higher sales attributable to *The Mobile Shop*<sup>TM</sup> due to the temporary partial shutdown of *The Mobile Shop*<sup>TM</sup> kiosks during the second and third quarter of 2020; and
- higher interchange income due to an increase in customer spending;

which has been partially offset by,

- lower interest income and credit card related fees attributable to lower average credit card receivables.

**Earnings before income taxes** Earnings before income taxes were \$31 million in the third quarter of 2021. When compared to the third quarter of 2020, this represented an increase of \$10 million. The increase was primarily driven by:

- higher revenue as described above;
- lower contractual charge-off; and
- lower funding costs due to lower average credit card receivables;

which has been partially offset by,

- higher loyalty program costs and operating costs.

Year-to-date earnings before income taxes were \$107 million in 2021. When compared to the same period in 2020, this represented an increase of \$93 million. The increase was primarily driven by:

- higher revenue, as described above;
- the reduction of expected credit loss provision in the current year, and the lapping of an increase in the expected credit loss provision from the prior year;
- lower contractual charge-off;
- lower funding costs due to lower average credit card receivables; and
- reversal of certain commodity taxes remitted;

which has been partially offset by,

- higher loyalty program costs and operating costs.

**Credit Card Receivables** As at October 9, 2021, credit card receivables were \$3,154 million. When compared to October 3, 2020, this represented an increase of \$146 million. This increase was primarily driven by the increase in customer spending, partially offset by higher payment rates. The allowance for credit card receivables was \$205 million, a decrease of \$42 million compared to October 3, 2020.

## 5. Liquidity and Capital Resources

### 5.1 Cash Flows

#### Major Cash Flow Components

For the periods ended October 9, 2021 and October 3, 2020 (millions of Canadian dollars except where otherwise indicated)	<b>2021</b> (16 weeks)	2020 (16 weeks)	\$ Change	% Change	<b>2021</b> (40 weeks)	2020 (40 weeks)	\$ Change	% Change
Cash and cash equivalents, beginning of period	<b>\$ 1,888</b>	\$ 2,197	\$ (309)	(14.1)%	<b>\$ 1,668</b>	\$ 1,133	\$ 535	47.2 %
Cash flows from (used in):								
Operating activities	<b>\$ 1,316</b>	\$ 1,063	\$ 253	23.8 %	<b>\$ 3,803</b>	\$ 3,811	\$ (8)	(0.2)%
Investing activities	<b>(628)</b>	(331)	(297)	(89.7)%	<b>(1,022)</b>	(1,101)	79	7.2 %
Financing activities	<b>(796)</b>	(1,431)	635	44.4 %	<b>(2,671)</b>	(2,342)	(329)	(14.0)%
Effect of foreign currency exchange rate changes on cash and cash equivalents	—	1	(1)	(100.0)%	<b>2</b>	(2)	4	200.0 %
Change in cash and cash equivalents	<b>\$ (108)</b>	\$ (698)	\$ 590	84.5 %	<b>\$ 112</b>	\$ 366	\$ (254)	(69.4)%
Cash and cash equivalents, end of period	<b>\$ 1,780</b>	\$ 1,499	\$ 281	18.7 %	<b>\$ 1,780</b>	\$ 1,499	\$ 281	18.7 %

**Cash Flows from Operating Activities** Cash flows from operating activities in the third quarter of 2021 were \$1,316 million, an increase of \$253 million compared to the third quarter of 2020. The increase in cash flows from operating activities was primarily driven by higher cash earnings, a favourable change in non-cash working capital and a comparably lower increase in customer spending under credit card receivables during the current quarter, partially offset by an increase in income taxes paid.

Year-to-date cash flows from operating activities were \$3,803 million, a decrease of \$8 million compared to the same period in 2020. The decrease in cash flows from operating activities was primarily driven by a decrease in credit card receivables due to a reduction in customer spending in the prior year as a result of COVID-19 and higher income taxes paid in the current year, partially offset by higher cash earnings and a favourable change in non-cash working capital.

**Cash Flows used in Investing Activities** Cash flows used in investing activities in the third quarter of 2021 were \$628 million, an increase of \$297 million compared to the third quarter of 2020. The increase in cash flows used in investing activities was primarily driven by an increase in short term investments in the current quarter, partially offset by the higher initial investment in Maple Corporation ("Maple") in the third quarter of 2020.

Year-to-date cash flows used in investing activities were \$1,022 million, a decrease of \$79 million compared to the same period in 2020. The decrease in cash flows used in investing activities was primarily driven by the higher initial investment in Maple in the prior year.

## Capital Investments and Store Activity

As at or for the periods ended October 9, 2021 and October 3, 2020	2021 (40 weeks)	2020 (40 weeks)	% Change
Corporate square footage (in millions)	35.5	35.6	(0.3)%
Franchise square footage (in millions)	16.8	16.5	1.8 %
Associate-owned drug store square footage (in millions)	18.9	18.8	0.5 %
Total retail square footage (in millions)	71.2	70.9	0.4 %
Number of corporate stores	550	551	(0.2)%
Number of franchise stores	546	540	1.1 %
Number of Associate-owned drug stores	1,343	1,347	(0.3)%
Total number of stores	2,439	2,438	— %
Percentage of corporate real estate owned	7 %	7 %	
Percentage of franchise real estate owned	4 %	4 %	
Percentage of Associate-owned drug store real estate owned	1 %	1 %	
Average store size (square feet)			
Corporate	64,500	64,600	(0.2)%
Franchise	30,800	30,600	0.7 %
Associate-owned drug store	14,100	14,000	0.7 %

**Capital Investments** Capital investments in the third quarter of 2021 were \$330 million, a decrease of \$66 million or 16.7% compared to the third quarter of 2020. Year-to-date capital investments were \$791 million, a decrease of \$15 million or 1.9% compared to the same period in 2020.

**Cash Flows used in Financing Activities** Cash flows used in financing activities in the third quarter of 2021 were \$796 million, a decrease of \$635 million compared to the third quarter of 2020. The decrease in cash flows used in financing activities was primarily driven by the repayments of \$350 million of Medium Term Notes and \$250 million of *Eagle Credit Card Trust*<sup>®</sup> (“Eagle”) notes during the third quarter of 2020 and the Company repurchasing fewer common shares under its Normal Course Issuer Bid (“NCIB”) during the current quarter.

Year-to-date cash flows used in financing activities were \$2,671 million, an increase of \$329 million compared to the same period in 2020. The increase in cash flows used in financing activities was primarily driven by fewer repurchases of common shares under the Company’s NCIB in the prior year, partially offset by the timing of the dividend payment in the fourth quarter of 2020.

The Company’s significant long term debt transactions are set out in Section 5.3 “Components of Total Debt”.

**Free Cash Flow<sup>(2)</sup>**

For the periods ended October 9, 2021 and October 3, 2020 (millions of Canadian dollars except where otherwise indicated)	<b>2021</b>	2020		2021		2020		
	<b>(16 weeks)</b>	(16 weeks)	\$ Change	% Change	<b>(40 weeks)</b>	(40 weeks)	\$ Change	% Change
Cash flows from operating activities	<b>\$ 1,316</b>	\$ 1,063	\$ 253	23.8 %	<b>\$ 3,803</b>	\$ 3,811	\$ (8)	(0.2)%
Less:								
Capital investments	<b>330</b>	396	(66)	(16.7)%	<b>791</b>	806	(15)	(1.9)%
Interest paid	<b>91</b>	106	(15)	(14.2)%	<b>264</b>	265	(1)	(0.4)%
Lease payments, net	<b>440</b>	440	—	— %	<b>1,052</b>	1,099	(47)	(4.3)%
Free cash flow <sup>(2)(i)</sup>	<b>\$ 455</b>	\$ 121	\$ 334	276.0 %	<b>\$ 1,696</b>	\$ 1,641	\$ 55	3.4 %

(i) During the third quarter of 2021, the consolidated free cash flow<sup>(2)</sup> includes \$498 million from the Retail segment (2020 – \$225 million) and \$43 million used in the Financial Services segment (2020 – \$104 million). On a year-to-date basis, the consolidated free cash flow<sup>(2)</sup> includes \$1,544 million from the Retail segment (2020 – \$940 million) and \$152 million from the Financial Services segment (2020 – \$701 million).

Free cash flow<sup>(2)</sup> in the third quarter of 2021 was \$455 million, an increase of \$334 million compared to the third quarter of 2020. The increase in free cash flow<sup>(2)</sup> was primarily driven by higher cash earnings, a favourable change in non-cash working capital, a comparably lower increase in customer spending under credit card receivables during the current quarter and a decrease in capital investments, partially offset by an increase in income taxes paid.

Year-to-date free cash flow<sup>(2)</sup> was \$1,696 million in 2021, an increase of \$55 million compared to the same period in 2020. The increase in free cash flow<sup>(2)</sup> was primarily driven by higher cash earnings and a favourable change in non-cash working capital, partially offset by a decrease in credit card receivables due to a reduction in customer spending in the prior year as a result of COVID-19 and higher income taxes paid in the current year.

## 5.2 Liquidity and Capital Structure

The Company expects that cash and cash equivalents, short term investments, future operating cash flows and the amounts available to be drawn against committed credit facilities will enable the Company to finance its capital investment program and fund its ongoing business requirements over the next 12 months, including working capital, pension plan funding requirements and financial obligations.

President's Choice Bank ("PC Bank") expects to obtain long term financing for its credit card portfolio through the issuance of *Eagle* notes and Guaranteed Investment Certificates ("GICs").

The Company manages its capital structure on a segmented basis to ensure that each of the reportable operating segments is employing a capital structure that is appropriate for the industry in which it operates. The following table presents total debt, as monitored by management, by reportable operating segment:

(millions of Canadian dollars)	As at October 9, 2021			As at October 3, 2020			As at January 2, 2021		
	Retail	Financial Services	Total	Retail	Financial Services	Total	Retail	Financial Services	Total
Bank indebtedness	\$ 166	\$ —	\$ 166	\$ 193	\$ —	\$ 193	\$ 86	\$ —	\$ 86
Demand deposits from customers	—	59	59	—	—	—	—	24	24
Short term debt	—	300	300	—	500	500	—	575	575
Long term debt due within one year	574	307	881	—	683	683	—	597	597
Long term debt	4,298	1,992	6,290	4,784	1,747	6,531	4,811	1,638	6,449
Certain other liabilities <sup>(i)</sup>	116	—	116	71	—	71	117	—	117
Total debt excluding lease liabilities	\$ 5,154	\$ 2,658	\$ 7,812	\$ 5,048	\$ 2,930	\$ 7,978	\$ 5,014	\$ 2,834	\$ 7,848
Lease liabilities due within one year	1,366	—	1,366	1,331	—	1,331	1,379	—	1,379
Lease liabilities	7,490	—	7,490	7,542	—	7,542	7,522	—	7,522
Total debt including total lease liabilities	\$14,010	\$2,658	\$16,668	\$13,921	\$2,930	\$16,851	\$13,915	\$2,834	\$16,749

(i) As at October 9, 2021, certain other liabilities include financial liabilities of \$46 million related to the sale of five retail properties to Choice Properties Real Estate Trust (October 3, 2020 – nil; January 2, 2021 – \$46 million).

**Retail** The Company manages its capital structure with the objective of maintaining Retail segment credit metrics consistent with those of investment grade retailers. The Company monitors the Retail segment's debt to retail adjusted EBITDA<sup>(2)</sup> ratio as a measure of the leverage being employed.

	As at October 9, 2021	As at October 3, 2020 <sup>(4)</sup>	As at January 2, 2021 <sup>(4)</sup>
Retail debt to rolling year retail adjusted EBITDA <sup>(2)</sup>	2.6 x	3.0 x	2.9 x

The Retail debt to rolling year retail adjusted EBITDA<sup>(2)</sup> ratio as at October 9, 2021 decreased compared to October 3, 2020 and January 2, 2021, primarily due to an improvement in adjusted EBITDA<sup>(2)</sup>.

**President's Choice Bank** PC Bank's capital management objectives are to maintain a consistently strong capital position while considering the economic risks generated by its credit card receivables portfolio and to meet all regulatory requirements as defined by the Office of the Superintendent of Financial Institutions ("OSFI").

**Covenants and Regulatory Requirements** The Company is required to comply with certain financial covenants for various debt instruments. As at October 9, 2021 and throughout the third quarter, the Company was in compliance with such covenants. As at October 9, 2021 and throughout the third quarter, PC Bank has met all applicable regulatory requirements.

### 5.3 Components of Total Debt

**Debentures** There were no debentures issued or repaid on a year-to-date basis in 2021.

In the third quarter of 2020, the Company redeemed \$350 million aggregate principal amount of 5.22% Medium Term Notes, Series 2-B on June 18, 2020. On a year-to-date basis in 2020, the Company issued \$350 million aggregate principal amount of senior unsecured notes bearing interest at 2.284% per annum with a maturity date of May 7, 2030. In connection with this issuance, the Company settled a bond forward with a notional value of \$350 million, resulting in a realized fair value loss of \$34 million before income taxes, which was cumulatively recorded in other comprehensive loss as unrealized prior to settlement. The loss will be reclassified to the statements of earnings over the life of the aforementioned notes. This settlement also resulted in a net effective interest rate of 3.34% on the notes issued.

**Committed Credit Facility** The Company has a \$1.0 billion committed credit facility with a maturity date of October 7, 2023, provided by a syndicate of lenders. This committed credit facility contains certain financial covenants. As at October 9, 2021, there were no amounts drawn under this facility (October 3, 2020 and January 2, 2021 – no amounts were drawn).

**Independent Securitization Trusts** The Company, through PC Bank, participates in various securitization programs that provide a source of funds for the operation of its credit card business. PC Bank maintains and monitors a co-ownership interest in credit card receivables with independent securitization trusts, including *Eagle* and Other Independent Securitization Trusts, in accordance with its financing requirements.

The following table summarizes the amounts securitized to independent securitization trusts:

(millions of Canadian dollars)	As at October 9, 2021	As at October 3, 2020	As at January 2, 2021
Securitized to independent securitization trusts:			
Securitized to <i>Eagle Credit Card Trust</i> <sup>®</sup>	\$ 1,350	\$ 1,050	\$ 1,050
Securitized to Other Independent Securitization Trusts	300	500	575
<b>Total securitized to independent securitization trusts</b>	<b>\$ 1,650</b>	<b>\$ 1,550</b>	<b>\$ 1,625</b>

Under its securitization programs, PC Bank is required to maintain, at all times, a credit card receivable pool balance equal to a minimum of 107% of the outstanding securitized liability. PC Bank was in compliance with this requirement as at October 9, 2021 and throughout the three quarters of 2021.

During the third quarter of 2021, *Eagle* issued \$300 million of senior and subordinated term notes with a maturity date of June 17, 2026. These notes have a weighted average interest rate of 1.61%. In connection with this issuance, \$175 million of bond forward agreements were settled during the second quarter of 2021. This resulted in a realized fair value loss of \$1 million before income taxes, which was cumulatively recorded in other comprehensive loss as unrealized prior to the settlement of the agreement. The loss will be reclassified to the statements of earnings over the life of the *Eagle* notes. This settlement resulted in a net effective interest rate of 1.65% on the *Eagle* notes issued.

During the third quarter of 2020, *Eagle* issued \$300 million of senior and subordinated term notes with a maturity date of July 17, 2025 at a weighted average interest rate of 1.34%. In connection with this issuance, \$200 million of bond forward agreements were settled, resulting in a realized fair value loss of \$11 million before income taxes, which was cumulatively recorded in other comprehensive loss as unrealized prior to settlement. The loss will be reclassified to the statements of earnings over the life of the aforementioned *Eagle* notes. This settlement also resulted in a net effective interest rate of 2.07% on the *Eagle* notes issued. In addition, \$250 million of senior and subordinated term notes at a weighted average interest rate of 2.23%, previously issued by *Eagle*, matured and were repaid on September 17, 2020. As a result, during the third quarter of 2020, there was a net change in the balances related to *Eagle* notes of \$50 million.

**Independent Funding Trusts** As at October 9, 2021, the independent funding trusts had drawn \$574 million (October 3, 2020 – \$494 million; January 2, 2021 – \$512 million) from the revolving committed credit facility that is the source of funding to the independent funding trusts. The Company provides credit enhancement in the form of a standby letter of credit for the benefit of the independent funding trusts. As at October 9, 2021, the Company provided a credit enhancement of \$64 million (October 3, 2020 and January 2, 2021 – \$64 million) for the benefit of the independent funding trusts representing not less than 10% (October 3, 2020 and January 2, 2021 – not less than 10%) of the principal amount of loans outstanding.

The revolving committed credit facility relating to the independent funding trusts has a maturity date of May 27, 2022.

#### 5.4 Financial Condition

##### Rolling Year Adjusted Return on Equity<sup>(2)</sup> and Rolling Year Adjusted Return on Capital<sup>(2)</sup>

	As at October 9, 2021	As at October 3, 2020 <sup>(4)</sup>	As at January 2, 2021 <sup>(4)</sup>
Rolling year adjusted return on equity <sup>(2)</sup>	<b>16.7 %</b>	12.7 %	13.7 %
Rolling year adjusted return on capital <sup>(2)</sup>	<b>9.8 %</b>	7.5 %	8.1 %

Rolling year adjusted return on equity<sup>(2)</sup> as at October 9, 2021 increased compared to October 3, 2020 and January 2, 2021 primarily due to an increase in the underlying operating performance of both the Retail segment and Financial Services segment.

Rolling year adjusted return on capital<sup>(2)</sup> as at October 9, 2021 increased compared to October 3, 2020 and January 2, 2021 primarily due to an increase in tax-effected adjusted operating income<sup>(2)</sup> and an increase in cash and cash equivalents and short term investments.

#### 5.5 Credit Ratings

The following table sets out the current credit ratings of the Company:

Credit Ratings (Canadian Standards)	Dominion Bond Rating Service		Standard & Poor's	
	Credit Rating	Trend	Credit Rating	Outlook
Issuer rating	BBB (high)	Stable	BBB	Stable
Medium term notes	BBB (high)	Stable	BBB	n/a
Other notes and debentures	BBB (high)	Stable	BBB	n/a
Second Preferred Shares, Series B	Pfd-3 (high)	Stable	P-3 (high)	n/a

During the third quarter of 2021, Dominion Bond Rating Service confirmed the credit ratings and trend of the Company, and Standard and Poor's confirmed the credit ratings and outlook of the Company.

## 5.6 Share Capital

**Common Shares (authorized – unlimited)** Common shares issued are fully paid and have no par value. The activities in the common shares issued and outstanding during the periods were as follows:

	<b>October 9, 2021 (16 weeks)</b>		October 3, 2020 (16 weeks)		<b>October 9, 2021 (40 weeks)</b>		October 3, 2020 (40 weeks)	
(millions of Canadian dollars except where otherwise indicated)	<b>Number of Common Shares</b>	<b>Common Share Capital</b>	Number of Common Shares	Common Share Capital	<b>Number of Common Shares</b>	<b>Common Share Capital</b>	Number of Common Shares	Common Share Capital
Issued and outstanding, beginning of period	<b>338,090,294</b>	<b>\$6,692</b>	357,785,905	\$ 7,038	<b>347,361,480</b>	<b>\$ 6,837</b>	360,064,475	\$ 7,065
Issued for settlement of stock options	<b>500,839</b>	<b>32</b>	107,427	7	<b>1,407,615</b>	<b>88</b>	586,434	34
Purchased and cancelled <sup>(i)</sup>	<b>(3,426,200)</b>	<b>(68)</b>	(5,045,210)	(100)	<b>(13,604,162)</b>	<b>(269)</b>	(7,802,787)	(154)
Issued and outstanding, end of period	<b>335,164,933</b>	<b>\$6,656</b>	352,848,122	\$ 6,945	<b>335,164,933</b>	<b>\$6,656</b>	352,848,122	\$ 6,945
Shares held in trust, beginning of period	<b>(175,656)</b>	<b>\$ (3)</b>	(843,469)	\$ (16)	<b>(672,784)</b>	<b>\$ (13)</b>	(1,113,302)	\$ (21)
Purchased for future settlement of RSUs and PSUs	—	—	—	—	—	—	(145,000)	(3)
Released for settlement of RSUs and PSUs	<b>55,338</b>	<b>1</b>	106,692	2	<b>552,466</b>	<b>11</b>	521,525	10
Shares held in trust, end of period	<b>(120,318)</b>	<b>\$ (2)</b>	(736,777)	\$ (14)	<b>(120,318)</b>	<b>\$ (2)</b>	(736,777)	\$ (14)
Issued and outstanding, net of shares held in trust, end of period	<b>335,044,615</b>	<b>\$6,654</b>	352,111,345	\$ 6,931	<b>335,044,615</b>	<b>\$6,654</b>	352,111,345	\$ 6,931
Weighted average outstanding, net of shares held in trust	<b>336,670,985</b>		355,524,589		<b>340,554,074</b>		356,855,392	

(i) Includes 15,395 shares cancelled during the third quarter of 2021 in a private transaction and are excluded from the Company's NCIB.

The following table summarizes the Company's cash dividends declared for the periods as indicated:

	<b>October 9, 2021<sup>(i)</sup></b> <b>(16 weeks)</b>	October 3, 2020 (16 weeks)	<b>October 9, 2021</b> <b>(40 weeks)</b>	October 3, 2020 (40 weeks)
<b>Dividends declared per share (\$)</b>				
Common Share	<b>\$ 0.365</b>	\$ 0.315	<b>\$ 1.035</b>	\$ 0.945
Second Preferred Share, Series B	<b>\$ 0.33125</b>	\$ 0.33125	<b>\$ 0.99375</b>	\$ 0.99375

(i) The third quarter dividends for 2021 of \$0.365 per share declared on Common Shares had a payment date of October 1, 2021. The third quarter dividends for 2021 of \$0.33125 per share declared on Second Preferred Shares, Series B had a payment date of September 30, 2021.

(millions of Canadian dollars)	<b>October 9, 2021</b> <b>(16 weeks)</b>	October 3, 2020 (16 weeks)	<b>October 9, 2021</b> <b>(40 weeks)</b>	October 3, 2020 (40 weeks)
<b>Dividends declared</b>				
Common Share	<b>\$ 121</b>	\$ 111	<b>\$ 351</b>	\$ 336
Second Preferred Share, Series B	<b>3</b>	3	<b>9</b>	9
Total dividends declared	<b>\$ 124</b>	\$ 114	<b>\$ 360</b>	\$ 345

Subsequent to the end of the third quarter of 2021, the Board of Directors declared a quarterly dividend of \$0.365 per common share, payable on December 30, 2021 to shareholders of record on December 15, 2021 and a quarterly dividend of \$0.33125 per share on the Second Preferred Shares, Series B payable on December 31, 2021 to shareholders of record on December 15, 2021.

**Normal Course Issuer Bid** Activities under the Company's NCIB during the periods were as follows:

(millions of Canadian dollars except where otherwise indicated)	<b>October 9, 2021</b> <b>(16 weeks)</b>	October 3, 2020 (16 weeks)	<b>October 9, 2021</b> <b>(40 weeks)</b>	October 3, 2020 (40 weeks)
Common shares repurchased under the NCIB for cancellation (number of shares)	<b>3,410,805</b>	5,045,210	<b>13,588,767</b>	7,802,787
Cash consideration paid	<b>\$ 300</b>	\$ 350	<b>\$ 1,000</b>	\$ 538
Premium charged to retained earnings	<b>232</b>	250	<b>731</b>	384
Reduction in common share capital	<b>68</b>	100	<b>269</b>	154
Common shares repurchased under the NCIB and held in trust (number of shares)	—	—	—	145,000
Cash consideration paid	<b>\$ —</b>	\$ —	<b>\$ —</b>	\$ 10
Premium charged to retained earnings	—	—	—	7
Reduction in common share capital	—	—	—	3

During the first quarter of 2020, the Toronto Stock Exchange ("TSX") accepted an amendment to the Company's NCIB. The amendment permitted the Company to purchase its common shares from George Weston Limited ("Weston") under its NCIB, pursuant to an automatic disposition plan agreement among the Company's broker, the Company and Weston ("ADP Agreement"), in order for Weston to maintain its proportionate ownership interest in the Company. The maximum number of common shares that may be purchased pursuant to the NCIB will be reduced by the number of common shares purchased from Weston.

In the second quarter of 2021, the Company renewed its NCIB to purchase on the TSX or through alternative trading systems up to 17,106,459 of the Company's common shares, representing approximately 5% of issued and outstanding common shares. In accordance with the rules of the TSX, the Company may purchase its common shares from time to time at the then market price of such shares. The Company will continue to be permitted to purchase its common shares from Weston in accordance with the exemption granted by the TSX. Purchases from Weston will be made pursuant to the ADP Agreement. As at October 9, 2021, the Company had purchased 8,216,903 common shares for cancellation under its current NCIB.

During the third quarter of 2021, 3,410,805 common shares (2020 – 5,045,210) were purchased under the NCIB for cancellation, for aggregate consideration of \$300 million (2020 – \$350 million), including 1,542,706 common shares (2020 – 2,439,210) purchased from Weston, for aggregate consideration of \$136 million (2020 – \$169 million). On a year-to-date basis, 13,588,767 common shares (2020 – 7,802,787) were purchased under the NCIB for cancellation, for aggregate consideration of \$1,000 million (2020 – \$538 million), including 6,479,854 common shares (2020 – 3,794,287) purchased from Weston, for aggregate consideration of \$474 million (2020 – \$261 million).

### 5.7 Off-Balance Sheet Arrangements

The Company uses off-balance sheet arrangements including letters of credit, guarantees and cash collateralization in connection with certain obligations. There were no significant changes to these off-balance sheet arrangements during the third quarter of 2021. For a discussion of the Company's significant off-balance sheet arrangements see Section 7.7 "Off-Balance Sheet Arrangements" of the Company's 2020 Annual Report.

### 6. Financial Derivative Instruments

The Company uses derivative instruments to offset certain of its financial risks. The Company uses bond forwards to manage its anticipated exposure to fluctuations in interest rates on future debt issuances.

**Bond Forwards** During the second quarter of 2021, PC Bank settled a bond forward of \$175 million. The purpose of the bond forward was to hedge the interest rate risk for the \$300 million *Eagle* notes that were issued in the third quarter of 2021. The Company has concluded that this hedge was effective as at the settlement date (see Section 5.3, Components of Total Debt "Independent Securitization Trusts" of this MD&A).

During the second quarter of 2020, the Company has settled the bond forward that was entered into in the first quarter of 2020. The purpose of the bond forward was to hedge the interest rate risk in the appropriate Government of Canada yield curve that corresponded to the term of the May 7, 2030 senior unsecured notes bearing interest at 2.284% per annum. The Company has concluded that this hedge was effective as at the settlement date.

During the third quarter of 2020, PC Bank settled bond forward of \$200 million. The purpose of the bond forward was to hedge the interest rate risk for the \$300 million *Eagle* notes that were issued in the third quarter of 2020. The Company has concluded that this hedge was effective as at the settlement date (see Section 5.3, Components of Total Debt "Independent Securitization Trusts" of this MD&A).

The Company also uses futures, options and forward contracts to manage its anticipated exposure to fluctuations in commodity prices and exchange rates in its underlying operations. For further details on the impact of these instruments during the third quarter of 2021 see Section 11 "Non-GAAP financial Measures" of the MD&A.

## 7. Results by Quarter

Under an accounting convention common in the retail industry, the Company follows a 52-week reporting cycle which periodically necessitates a fiscal year of 53 weeks. Fiscal year 2020 was 53 weeks and fiscal year 2019 was 52 weeks. The 52-week reporting cycle is divided into four quarters of 12 weeks each except for the third quarter, which is 16 weeks in duration. When a fiscal year such as 2020 contains 53 weeks, the fourth quarter is 13 weeks in duration.

**Summary of Consolidated Quarterly Results** The following is a summary of selected consolidated financial information derived from the Company's unaudited interim period condensed consolidated financial statements for each of the eight most recently completed quarters:

(millions of Canadian dollars except where otherwise indicated)	Third Quarter		Second Quarter		First Quarter		Fourth Quarter	
	2021	2020 <sup>(4)</sup>	2021	2020 <sup>(4)</sup>	2021	2020 <sup>(4)</sup>	2020 <sup>(4)</sup>	2019 <sup>(4)</sup>
	(16 weeks)	(16 weeks)	(12 weeks)	(12 weeks)	(12 weeks)	(12 weeks)	(13 weeks)	(12 weeks)
<b>Revenue</b>	<b>\$ 16,050</b>	<b>\$ 15,671</b>	\$ 12,491	\$ 11,957	\$ 11,872	\$ 11,800	\$ 13,286	\$ 11,590
<b>Adjusted EBITDA<sup>(2)</sup></b>	<b>1,674</b>	<b>1,518</b>	1,371	1,008	1,218	1,165	1,313	1,113
<b>Net earnings available to common shareholders of the Company</b>	<b>431</b>	<b>342</b>	375	169	313	240	345	254
Adjusted net earnings available to common shareholders of the Company <sup>(2)</sup>	<b>540</b>	<b>459</b>	464	260	392	349	431	326
<b>Net earnings per common share:</b>								
<b>Basic (\$)</b>	<b>\$ 1.28</b>	<b>\$ 0.96</b>	\$ 1.10	\$ 0.47	\$ 0.91	\$ 0.67	\$ 0.98	\$ 0.70
<b>Diluted (\$)</b>	<b>\$ 1.27</b>	<b>\$ 0.96</b>	\$ 1.09	\$ 0.47	\$ 0.90	\$ 0.66	\$ 0.98	\$ 0.70
Adjusted diluted net earnings per common share <sup>(2)</sup> (\$)	<b>\$ 1.59</b>	<b>\$ 1.28</b>	\$ 1.35	\$ 0.72	\$ 1.13	\$ 0.97	\$ 1.22	\$ 0.90
Food retail same- store sales growth/ (decline)	<b>0.2 %</b>	<b>6.9 %</b>	(0.1)%	10.0 %	0.1%	9.6 %	8.6 %	1.9 %
Drug retail same- store sales growth/ (decline)	<b>4.4 %</b>	<b>6.1 %</b>	9.6 %	(1.1)%	(1.7)%	10.7 %	3.7 %	3.9 %

**Revenue** Revenue for the last eight quarters was impacted by various factors including the following:

- COVID-19 pandemic related impacts;
- seasonality, which was greatest in the fourth quarter and least in the first quarter. Revenue was unusually high throughout 2020 and into 2021 due to COVID-19;
- the impact of the 13th/53rd week in the fourth quarter of fiscal year 2020;
- the timing of holidays;
- macro-economic conditions impacting food and drug retail prices; and
- changes in net retail square footage. Over the past eight quarters, net retail square footage increased by 0.6 million square feet to 71.2 million square feet.

### **Net Earnings Available to Common Shareholders of the Company and Diluted Net Earnings Per Common Share**

Net earnings available to common shareholders of the Company and diluted net earnings per common share for the last eight quarters were impacted by the following items:

- COVID-19 pandemic related impacts;
- seasonality, which was greatest in the fourth quarter and least in the first quarter;
- the impact of the 13th/53rd week in the fourth quarter of fiscal year 2020;
- the timing of holidays;
- the impact of the Company's store closure plan;
- improvements in the underlying operating performance of the Company; and
- the impact of adjusting items, as set out in Section 11 "Non-GAAP Financial Measures", including:
  - restructuring and other related charges;
  - fair value adjustment on non-operating properties;
  - fair value adjustment on fuel and foreign currency;
  - the gain and loss on sale of non-operating properties.

### **8. Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining a system of disclosure controls and procedures to provide reasonable assurance that all material information relating to the Company and its subsidiaries is gathered and reported to senior management on a timely basis so that appropriate decisions can be made regarding public disclosure.

Management is also responsible for establishing and maintaining adequate internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS.

In designing such controls, it should be recognized that due to inherent limitations, any control, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and may not prevent or detect misstatements. Additionally, management is required to use judgment in evaluating controls and procedures.

**Changes in Internal Control over Financial Reporting** There were no changes in the Company's internal control over financial reporting in the third quarter of 2021 that materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

### **9. Enterprise Risks and Risk Management**

A detailed full set of risks inherent in the Company's business are included in the Company's AIF for the year ended January 2, 2021 and the Company's MD&A in the Company's 2020 Annual Report, which are hereby incorporated by reference. The Company's 2020 Annual Report and AIF are available online on [www.sedar.com](http://www.sedar.com). Those risks and risk management strategies remain unchanged.

### **10. Outlook<sup>(3)</sup>**

The COVID-19 pandemic continues to impact Loblaw's businesses in 2021, including the challenge of lapping elevated 2020 sales.

On a full year basis, the Company continues to expect:

- its core Retail segment business to grow earnings faster than sales;
- growth in PC Financial<sup>®</sup> profitability;
- to invest approximately \$1.2 billion in capital expenditures, net of proceeds from property disposals; and
- to return capital to shareholders by allocating a significant portion of free cash flow to share repurchases.

Based on its year to date operating and financial performance and momentum exiting the third quarter, the Company expects year-over-year adjusted diluted net earnings per common share<sup>(2)</sup> growth in the low-to-mid thirty percent range, excluding the impact of the 53rd week in the fourth quarter of fiscal year 2020 and the charges associated with the Company's network optimization announced today.

In the third quarter, COVID-19 related costs were approximately \$19 million (2020 – approximately \$85 million). The COVID-19 costs incurred in the four weeks after the end of the third quarter of 2021 amounted to approximately \$4 million.

## 11. Non-GAAP Financial Measures

The Company uses the following non-GAAP financial measures: Retail segment gross profit; Retail segment adjusted gross profit; Retail segment adjusted gross profit percentage; adjusted earnings before income taxes, net interest expense and other financing charges and depreciation and amortization (“adjusted EBITDA”); adjusted EBITDA margin; adjusted operating income; adjusted net interest expense and other financing charges; adjusted income taxes; adjusted effective tax rate; adjusted net earnings available to common shareholders; adjusted diluted net earnings per common share, free cash flow; retail debt to rolling year retail adjusted EBITDA; rolling year adjusted return on equity; and rolling year adjusted return on capital. The Company believes these non-GAAP financial measures provide useful information to both management and investors in measuring the financial performance and financial condition of the Company for the reasons outlined below.

Management uses these and other non-GAAP financial measures to exclude the impact of certain expenses and income that must be recognized under GAAP when analyzing underlying consolidated and segment operating performance, as the excluded items are not necessarily reflective of the Company’s underlying operating performance and make comparisons of underlying financial performance between periods difficult. The Company excludes additional items if it believes doing so would result in a more effective analysis of underlying operating performance. The exclusion of certain items does not imply that they are non-recurring.

These measures do not have a standardized meaning prescribed by GAAP and therefore they may not be comparable to similarly titled measures presented by other publicly traded companies and should not be construed as an alternative to other financial measures determined in accordance with GAAP.

**Retail Segment Gross Profit, Retail Segment Adjusted Gross Profit and Retail Segment Adjusted Gross Profit Percentage** The following tables reconcile adjusted gross profit by segment to gross profit by segment, which is reconciled to revenue and cost of merchandise inventories sold measures as reported in the condensed consolidated statements of earnings for the periods ended as indicated. The Company believes that Retail segment gross profit and Retail segment adjusted gross profit are useful in assessing the Retail segment’s underlying operating performance and in making decisions regarding the ongoing operations of the business.

Retail segment adjusted gross profit percentage is calculated as Retail segment adjusted gross profit divided by Retail segment revenue.

For the periods ended October 9, 2021 and October 3, 2020 (millions of Canadian dollars)	2021 (16 weeks)				2020 (16 weeks)			
	Retail	Financial Services	Eliminations	Total	Retail	Financial Services	Eliminations	Total
Revenue	\$ 15,831	\$ 297	\$ (78)	\$ 16,050	\$ 15,464	\$ 278	\$ (71)	\$ 15,671
Cost of merchandise inventories sold	10,975	52	—	11,027	10,930	52	—	10,982
Gross profit	\$ 4,856	\$ 245	\$ (78)	\$ 5,023	\$ 4,534	\$ 226	\$ (71)	\$ 4,689
Adjusted gross profit	\$ 4,856	\$ 245	\$ (78)	\$ 5,023	\$ 4,534	\$ 226	\$ (71)	\$ 4,689

For the periods ended October 9, 2021 and October 3, 2020 (millions of Canadian dollars)	2021 (40 weeks)				2020 (40 weeks)			
	Retail	Financial Services	Eliminations	Total	Retail	Financial Services	Eliminations	Total
Revenue	\$ 39,783	\$ 822	\$ (192)	\$ 40,413	\$ 38,816	\$ 777	\$ (165)	\$ 39,428
Cost of merchandise inventories sold	27,601	130	—	27,731	27,348	99	—	27,447
Gross profit	\$ 12,182	\$ 692	\$ (192)	\$ 12,682	\$ 11,468	\$ 678	\$ (165)	\$ 11,981
Adjusted gross profit	\$ 12,182	\$ 692	\$ (192)	\$ 12,682	\$ 11,468	\$ 678	\$ (165)	\$ 11,981

**Adjusted Operating Income, Adjusted EBITDA and Adjusted EBITDA Margin** The following tables reconcile adjusted operating income and adjusted EBITDA to operating income, which is reconciled to net earnings attributable to shareholders of the Company as reported in the condensed consolidated statements of earnings for the periods ended as indicated. The Company believes that adjusted EBITDA is useful in assessing the performance of its ongoing operations and its ability to generate cash flows to fund its cash requirements, including the Company's capital investment program.

Adjusted EBITDA margin is calculated as adjusted EBITDA divided by revenue.

For the periods ended October 9, 2021 and October 3, 2020 (millions of Canadian dollars)	2021 (16 weeks)			2020 <sup>(4)</sup> (16 weeks)		
	Retail	Financial Services	Consolidated	Retail	Financial Services	Consolidated
Net earnings attributable to shareholders of the Company			\$ 434			\$ 345
Add impact of the following:						
Non-controlling interests			54			15
Net interest expense and other financing charges			203			228
Income taxes			172			130
Operating income	\$ 816	\$ 47	\$ 863	\$ 674	\$ 44	\$ 718
Add (deduct) impact of the following:						
Amortization of intangible assets acquired with Shoppers Drug Mart	\$ 155	\$ —	\$ 155	\$ 155	\$ —	\$ 155
Restructuring and other related costs	9	—	9	6	—	6
Gain on sale of non-operating properties	(7)	—	(7)	(1)	—	(1)
Fair value adjustment on fuel and foreign currency contracts	(8)	—	(8)	—	—	—
Adjusting Items	\$ 149	\$ —	\$ 149	\$ 160	\$ —	\$ 160
Adjusted operating income	\$ 965	\$ 47	\$ 1,012	\$ 834	\$ 44	\$ 878
Depreciation and amortization	807	10	817	789	6	795
Less: Amortization of intangible assets acquired with Shoppers Drug Mart	(155)	—	(155)	(155)	—	(155)
Adjusted EBITDA	\$ 1,617	\$ 57	\$ 1,674	\$ 1,468	\$ 50	\$ 1,518

For the periods ended October 9, 2021 and October 3, 2020 (millions of Canadian dollars)	2021 (40 weeks)			2020 <sup>(4)</sup> (40 weeks)		
	Retail	Financial Services	Consolidated	Retail	Financial Services	Consolidated
Net earnings attributable to shareholders of the Company			\$ 1,128			\$ 760
Add impact of the following:						
Non-controlling interests			129			38
Net interest expense and other financing charges			524			576
Income taxes			451			289
Operating income	\$ 2,077	\$ 155	\$ 2,232	\$ 1,582	\$ 81	\$ 1,663
Add (deduct) impact of the following:						
Amortization of intangible assets acquired with Shoppers Drug Mart	\$ 389	\$ —	\$ 389	\$ 392	\$ —	\$ 392
Restructuring and other related costs	21	—	21	30	—	30
Fair value adjustment on fuel and foreign currency contracts	(19)	—	(19)	12	—	12
Gain on sale of non-operating properties	(12)	—	(12)	(1)	—	(1)
Adjusting Items	\$ 379	\$ —	\$ 379	\$ 433	\$ —	\$ 433
Adjusted operating income	\$ 2,456	\$ 155	\$ 2,611	\$ 2,015	\$ 81	\$ 2,096
Depreciation and amortization	2,011	30	2,041	1,971	16	1,987
Less: Amortization of intangible assets acquired with Shoppers Drug Mart	(389)	—	(389)	(392)	—	(392)
Adjusted EBITDA	\$ 4,078	\$ 185	\$ 4,263	\$ 3,594	\$ 97	\$ 3,691

In addition to the items described in the Retail segment adjusted gross profit section above, adjusted EBITDA was impacted by the following:

**Amortization of intangible assets acquired with Shoppers Drug Mart** The acquisition of Shoppers Drug Mart in 2014 included approximately \$6,050 million of definite life intangible assets, which are being amortized over their estimated useful lives. Annual amortization associated with the acquired intangibles will be approximately \$500 million until 2024 and will decrease thereafter.

**Restructuring and other related costs** The Company continuously evaluates strategic and cost reduction initiatives related to its store infrastructure, distribution networks and administrative infrastructure with the objective of ensuring a low cost operating structure. Only restructuring activities that are publicly announced related to these initiatives are considered adjusting items.

In the third quarter of 2021, the Company recorded \$9 million of restructuring and other related charges related to the previously announced closure of two distribution centres in Laval and Ottawa. The year-to-date restructuring and other related charges were \$21 million. The Company is investing to build a modern and efficient expansion to its Cornwall distribution centre to serve its food and drug retail businesses in Ontario and Quebec. Volumes from the distribution centres in Laval and Ottawa will be transferred to Cornwall and the Company expects to incur additional restructuring costs throughout 2021 and through to 2022 related to these closures.

**Fair value adjustment on fuel and foreign currency contracts** The Company is exposed to commodity price and U.S. dollar exchange rate fluctuations. In accordance with the Company's commodity risk management policy, the Company enters into exchange traded futures contracts and forward contracts to minimize cost volatility relating to fuel prices and the U.S. dollar exchange rate. These derivatives are not acquired for trading or speculative purposes. Pursuant to the Company's derivative instruments accounting policy, changes in the fair value of these instruments, which include realized and unrealized gains and losses, are recorded in operating income. Despite the impact of accounting for these commodity and foreign currency derivatives on the Company's reported results, the derivatives have the economic impact of largely mitigating the associated risks arising from price and exchange rate fluctuations in the underlying commodities and U.S. dollar commitments.

**Gain/loss on sale of non-operating properties** In the third quarter of 2021, the Company record a gain related to the sale of non-operating properties of \$7 million . Year-to-date, the Company disposed of non-operating properties to a third party and recorded a gain of \$12 million related to the sale.

**Adjusted Net Interest Expense and Other Financing Charges** The following table reconciles adjusted net interest expense and other financing charges to net interest expense and other financing charges as reported in the condensed consolidated statements of earnings for the periods ended as indicated. The Company believes that adjusted net interest expense and other financing charges is useful in assessing the Company's underlying financial performance and in making decisions regarding the financial operations of the business.

For the periods ended October 9, 2021 and October 3, 2020 (millions of Canadian dollars)	2021 (16 weeks)	2020 (16 weeks)	2021 (40 weeks)	2020 (40 weeks)
Net interest expense and other financing charges	\$ 203	\$ 228	\$ 524	\$ 576
Adjusted net interest expense and other financing charges	\$ 203	\$ 228	\$ 524	\$ 576

**Adjusted Income Taxes and Adjusted Effective Tax Rate** The following table reconciles adjusted income taxes to income taxes as reported in the condensed consolidated statements of earnings for the periods ended as indicated. The Company believes that adjusted income taxes is useful in assessing the Company's underlying operating performance and in making decisions regarding the ongoing operations of its business.

Adjusted effective tax rate is calculated as adjusted income taxes divided by the sum of adjusted operating income less adjusted net interest expense and other financing charges.

For the periods ended October 9, 2021 and October 3, 2020 (millions of Canadian dollars except where otherwise indicated)	2021 (16 weeks)	2020 <sup>(4)</sup> (16 weeks)	2021 (40 weeks)	2020 <sup>(4)</sup> (40 weeks)
Adjusted operating income <sup>(i)</sup>	\$ 1,012	\$ 878	\$ 2,611	\$ 2,096
Adjusted net interest expense and other financing charges <sup>(i)</sup>	203	228	524	576
Adjusted earnings before taxes	\$ 809	\$ 650	\$ 2,087	\$ 1,520
Income taxes	\$ 172	\$ 130	\$ 451	\$ 289
Add (deduct) impact of the following:				
Tax impact of items included in adjusted earnings before taxes <sup>(ii)</sup>	40	43	102	116
Adjusted income taxes	\$ 212	\$ 173	\$ 553	\$ 405
Effective tax rate	26.1 %	26.5 %	26.4 %	26.6 %
Adjusted effective tax rate	26.2 %	26.6 %	26.5 %	26.6 %

(i) See reconciliations of adjusted operating income and adjusted net interest expense and other financing charges in the tables above.

(ii) See the adjusted operating income, adjusted EBITDA and adjusted EBITDA margin table and the adjusted net interest expense and other financing charges table above for a complete list of items included in adjusted earnings before taxes.

### Adjusted Net Earnings Available to Common Shareholders and Adjusted Diluted Net Earnings Per Common Share

The following table reconciles adjusted net earnings available to common shareholders of the Company and adjusted net earnings attributable to shareholders of the Company to net earnings attributable to shareholders of the Company and then to net earnings available to common shareholders of the Company for the periods ended as indicated. The Company believes that adjusted net earnings available to common shareholders and adjusted diluted net earnings per common share are useful in assessing the Company's underlying operating performance and in making decisions regarding the ongoing operations of its business.

For the periods ended October 9, 2021 and October 3, 2020 (millions of Canadian dollars except where otherwise indicated)	2021 (16 weeks)	2020 <sup>(4)</sup> (16 weeks)	2021 (40 weeks)	2020 <sup>(4)</sup> (40 weeks)
Net earnings attributable to shareholders of the Company	\$ 434	\$ 345	\$ 1,128	\$ 760
Prescribed dividends on preferred shares in share capital	(3)	(3)	(9)	(9)
Net earnings available to common shareholders of the Company	\$ 431	\$ 342	\$ 1,119	\$ 751
Net earnings attributable to shareholders of the Company	\$ 434	\$ 345	\$ 1,128	\$ 760
Adjusting items (refer to the following table)	109	117	277	317
Adjusted net earnings attributable to shareholders of the Company	\$ 543	\$ 462	\$ 1,405	\$ 1,077
Prescribed dividends on preferred shares in share capital	(3)	(3)	(9)	(9)
Adjusted net earnings available to common shareholders of the Company	\$ 540	\$ 459	\$ 1,396	\$ 1,068
Diluted weighted average common shares outstanding (millions)	340.1	358.0	343.1	359.5

The following table reconciles adjusted net earnings available to common shareholders of the Company and adjusted diluted net earnings per common share to net earnings available to common shareholders of the Company and diluted net earnings per common share for the periods ended as indicated.

For the periods ended October 9, 2021 and October 3, 2020 (millions of Canadian dollars/ Canadian dollars)	2021 (16 weeks)		2020 <sup>(4)</sup> (16 weeks)		2021 (40 weeks)		2020 <sup>(4)</sup> (40 weeks)	
	Net Earnings Available to Common Shareholders of the Company	Diluted Net Earnings Per Common Share	Net Earnings Available to Common Shareholders of the Company	Diluted Net Earnings Per Common Share	Net Earnings Available to Common Shareholders of the Company	Diluted Net Earnings Per Common Share	Net Earnings Available to Common Shareholders of the Company	Diluted Net Earnings Per Common Share
<b>As reported</b>	\$ 431	\$ 1.27	\$ 342	\$ 0.96	\$ 1,119	\$ 3.26	\$ 751	\$ 2.09
Add (deduct) impact of the following:								
Amortization of intangible assets acquired with Shoppers Drug Mart	\$ 113	\$ 0.33	\$ 113	\$ 0.31	\$ 285	\$ 0.83	\$ 287	\$ 0.80
Restructuring and other related costs	8	0.03	5	0.01	16	0.05	22	0.06
Gain on sale of non-operating properties	(6)	(0.02)	(1)	—	(10)	(0.03)	(1)	—
Fair value adjustment on fuel and foreign currency contracts	(6)	(0.02)	—	—	(14)	(0.04)	9	0.02
Adjusting items	\$ 109	\$ 0.32	\$ 117	\$ 0.32	\$ 277	\$ 0.81	\$ 317	\$ 0.88
<b>Adjusted<sup>(i)</sup></b>	\$ 540	\$ 1.59	\$ 459	\$ 1.28	\$ 1,396	\$ 4.07	\$ 1,068	\$ 2.97

(i) The comparative for Adjusted Diluted Net Earnings per Common Share has been restated due to rounding.

**Free Cash Flow<sup>(2)</sup>** The following table reconciles free cash flow to cash flows from operating activities as reported in the condensed consolidated statements of cash flows for the periods ended as indicated. The Company believes that free cash flow is the appropriate measure in assessing the Company's cash available for additional financing and investing activities.

For the periods ended October 9, 2021 and October 3, 2020 (millions of Canadian dollars)	2021 (16 weeks)	2020 (16 weeks)	2021 (40 weeks)	2020 (40 weeks)
Cash flows from operating activities	\$ 1,316	\$ 1,063	\$ 3,803	\$ 3,811
Less:				
Capital investments	330	396	791	806
Interest paid	91	106	264	265
Lease payments, net	440	440	1,052	1,099
<b>Free cash flow<sup>(2)(i)</sup></b>	<b>\$ 455</b>	<b>\$ 121</b>	<b>\$ 1,696</b>	<b>\$ 1,641</b>

(i) During the third quarter of 2021, the consolidated free cash flow<sup>(2)</sup> includes \$498 million from the Retail segment (2020 – \$225 million) and \$43 million used in the Financial Services segment (2020 – \$104 million). On a year-to-date basis, the consolidated free cash flow<sup>(2)</sup> includes \$1,544 million from the Retail segment (2020 – \$940 million) and \$152 million from the Financial Services segment (2020 – \$701 million).

**Retail Debt to Rolling Year Retail Adjusted EBITDA, Rolling Year Adjusted Return on Equity and Rolling Year Adjusted Return on Capital** The Company uses the following metrics to measure its leverage and profitability. The definitions of these ratios are presented below.

- **Retail Debt to Rolling Year Retail Adjusted EBITDA** Retail segment total debt divided by Retail segment adjusted EBITDA for the last four quarters.
- **Rolling Year Adjusted Return on Equity** Adjusted net earnings available to common shareholders of the Company for the last four quarters divided by average total equity attributable to common shareholders of the Company.
- **Rolling Year Adjusted Return on Capital** Tax-effected adjusted operating income for the last four quarters divided by average capital where capital is defined as total debt, plus equity attributable to shareholders of the Company, less cash and cash equivalents, and short term investments.

**Non-GAAP Financial Measures Policy Change Effective First Quarter of 2021** In 2020, management undertook a review of historical adjusting items as part of an effort to reduce the number of items it excludes from its non-GAAP financial measures. Management concluded that, in order to present adjusting items in a manner more consistent with that of its Canadian and U.S. peers, the Company will no longer adjust for fixed asset and other related impairments (net of recoveries), certain restructuring and other related costs, pension settlement costs, statutory income tax rate changes or other items.

Starting in the first quarter of 2021, restructuring and other related costs will be considered an adjusting item only if significant and if part of a publicly announced restructuring plan. Other unusual items will be assessed on a case by case basis based on their nature, magnitude and propensity to re-occur. This change took effect in the first quarter of 2021 with restatement of comparative periods at that time.

The below summary reconciles the non-GAAP financial measures as previously reported in 2020 and 2019 to those reported under the new policy starting in the first quarter of 2021:

(millions of Canadian dollars)	12 weeks ended March 21, 2020			12 weeks ended June 13, 2020			16 weeks ended October 3, 2020			13 weeks ended January 2, 2021			53 weeks ended January 2, 2021		
	Retail	Financial Services	Consolidated	Retail	Financial Services	Consolidated	Retail	Financial Services	Consolidated	Retail	Financial Services	Consolidated	Retail	Financial Services	Consolidated
Adjusted Operating income - previously reported	\$ 691	\$ 3	\$ 694	\$ 502	\$ 34	\$ 536	\$ 840	\$ 44	\$ 884	\$ 787	\$ 53	\$ 840	\$2,820	\$ 134	\$2,954
Add (deduct) impact of the following:															
Fixed asset and other related Impairments, net of recoveries	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ (17)	\$ —	\$ (17)	\$ (17)	\$ —	\$ (17)
Restructuring and other related costs	(4)	—	(4)	(8)	—	(8)	(6)	—	(6)	(2)	—	(2)	(20)	—	(20)
Adjusting Items	\$ (4)	\$ —	\$ (4)	\$ (8)	\$ —	\$ (8)	\$ (6)	\$ —	\$ (6)	\$ (19)	\$ —	\$ (19)	\$ (37)	\$ —	\$ (37)
Adjusted operating income - Restated	\$ 687	\$ 3	\$ 690	\$ 494	\$ 34	\$ 528	\$ 834	\$ 44	\$ 878	\$ 768	\$ 53	\$ 821	\$2,783	\$ 134	\$2,917
Depreciation and amortization	589	5	594	593	5	598	789	6	795	600	9	609	2,571	25	2,596
Less:															
Amortization of intangible assets acquired with Shoppers Drug Mart	(119)	—	(119)	(118)	—	(118)	(155)	—	(155)	(117)	—	(117)	(509)	—	(509)
Adjusted EBITDA - Restated	\$1,157	\$ 8	\$1,165	\$ 969	\$ 39	\$1,008	\$1,468	\$ 50	\$ 1,518	\$1,251	\$ 62	\$ 1,313	\$4,845	\$ 159	\$5,004

## Management's Discussion and Analysis

	12 weeks ended March 23, 2019			12 weeks ended June 15, 2019			16 weeks ended October 5, 2019			12 weeks ended December 28, 2019			52 weeks ended December 28, 2019		
(millions of Canadian dollars)	Retail	Financial Services	Consol- idated	Retail	Financial Services	Consol- idated	Retail	Financial Services	Consol- idated	Retail	Financial Services	Consol- idated	Retail	Financial Services	Consol- idated
Adjusted Operating income - previously reported	\$529	\$ 50	\$ 579	\$ 669	\$ 42	\$ 711	\$ 838	\$ 36	\$ 874	\$ 670	\$ 62	\$ 732	\$ 2,706	\$ 190	\$ 2,896
Add (deduct) impact of the following:															
Fixed asset and other related Impairments, net of recoveries	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ (75)	\$ —	\$ (75)	\$ (75)	\$ —	\$ (75)
Restructuring and other related costs	(12)	—	(12)	(16)	—	(16)	(21)	(1)	(22)	(23)	(1)	(24)	(72)	(2)	(74)
Pension annuities and buy-outs	(10)	—	(10)	—	—	—	—	—	—	—	—	—	(10)	—	(10)
Certain prior period items	—	—	—	15	—	15	—	—	—	7	—	7	22	—	22
Adjusting Items	\$ (22)	\$ —	\$ (22)	\$ (1)	\$ —	\$ (1)	\$ (21)	\$ (1)	\$ (22)	\$ (91)	\$ (1)	\$ (92)	\$ (135)	\$ (2)	\$ (137)
Adjusted operating income - Restated	\$507	\$ 50	\$ 557	\$ 668	\$ 42	\$ 710	\$ 817	\$ 35	\$ 852	\$ 579	\$ 61	\$ 640	\$ 2,571	\$ 188	\$ 2,759
Depreciation and amortization	575	5	580	575	5	580	771	4	775	581	8	589	2,502	22	2,524
Less: Amortization of intangible assets acquired with Shoppers Drug Mart	(119)	—	(119)	(116)	—	(116)	(157)	—	(157)	(116)	—	(116)	(508)	—	(508)
Adjusted EBITDA - Restated	\$963	\$ 55	\$ 1,018	\$ 1,127	\$ 47	\$ 1,174	\$ 1,431	\$ 39	\$ 1,470	\$ 1,044	\$ 69	\$ 1,113	\$ 4,565	\$ 210	\$ 4,775

Adjusted Net Earnings Available to Common Shareholders and Adjusted Diluted Net earnings per Common Share are presented below for:

	12 weeks ended March 21, 2020		12 weeks ended June 13, 2020		16 weeks ended October 3, 2020		13 weeks ended January 2, 2021		53 weeks ended January 2, 2021	
(millions of Canadian dollars/ Canadian dollars)	Net Earnings Available to Common Shareholders of the Company	Diluted Net Earnings Per Common Share								
<b>Adjusted - As previously reported</b>	\$ 352	\$ 0.97	\$ 266	\$ 0.74	\$ 464	\$ 1.30	\$ 445	\$ 1.26	\$ 1,527	\$ 4.26
Add (deduct) impact of the following:										
Fixed asset and other related impairments, net of recoveries	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ (13)	\$ (0.04)	\$ (13)	\$ (0.04)
Restructuring and other related costs	(3)	—	(6)	(0.02)	(5)	(0.02)	(1)	—	(15)	(0.04)
Adjusting items	\$ (3)	\$ —	\$ (6)	\$ (0.02)	\$ (5)	\$ (0.02)	\$ (14)	\$ (0.04)	\$ (28)	\$ (0.08)
<b>Adjusted - Restated</b>	\$ 349	\$ 0.97	\$ 260	\$ 0.72	\$ 459	\$ 1.28	\$ 431	\$ 1.22	\$ 1,499	\$ 4.18
	12 weeks ended March 23, 2019		12 weeks ended June 15, 2019		16 weeks ended October 5, 2019		12 weeks ended December 28, 2019		52 weeks ended December 28, 2019	
(millions of Canadian dollars/ Canadian dollars)	Net Earnings Available to Common Shareholders of the Company	Diluted Net Earnings Per Common Share								
<b>Adjusted - As previously reported</b>	\$ 290	\$ 0.78	\$ 373	\$ 1.01	\$ 458	\$ 1.25	\$ 395	\$ 1.09	\$ 1,516	\$ 4.12
Add (deduct) impact of the following:										
Fixed asset and other related impairments, net of recoveries	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ (56)	\$ (0.15)	\$ (56)	\$ (0.15)
Restructuring and other related costs	(9)	(0.02)	(12)	(0.03)	(15)	(0.04)	(18)	(0.05)	(54)	(0.15)
Pension annuities and buy-outs	(7)	(0.02)	—	—	—	—	—	—	(7)	(0.02)
Statutory corporate income tax rate change	—	—	4	0.01	—	—	—	—	4	0.01
Reserve release related to 2014 tax audit	—	—	—	—	8	0.02	—	—	8	0.02
Certain prior period items	—	—	11	0.03	—	—	5	0.01	16	0.04
Adjusting items	\$ (16)	\$ (0.04)	\$ 3	\$ 0.01	\$ (7)	\$ (0.02)	\$ (69)	\$ (0.19)	\$ (89)	\$ (0.25)
<b>Adjusted - Restated</b>	\$ 274	\$ 0.74	\$ 376	\$ 1.02	\$ 451	\$ 1.23	\$ 326	\$ 0.90	\$ 1,427	\$ 3.87

This policy change did not impact previously reported Retail segment gross profit, Retail segment adjusted gross profit and Retail segment adjusted gross profit percentage or adjusted net interest expense and other financing charges, as reported in the Company's 2020 annual and interim MD&A.

## 12. Additional Information

Additional information about the Company has been filed electronically with various securities regulators in Canada through the System for Electronic Document Analysis and Retrieval (SEDAR) and is available online at [sedar.com](http://sedar.com) and with OSFI as the primary regulator for the Company's subsidiary, PC Bank.

November 16, 2021  
Toronto, Canada

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### MD&A Endnotes

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- (1) For financial definitions and ratios refer to the Glossary of Terms on page 127 of the Company's 2020 Annual Report.
  - (2) See Section 11 "Non-GAAP Financial Measures", which includes the reconciliation of such non-GAAP measures to the most directly comparable GAAP measures.
  - (3) To be read in conjunction with Section 1 "Forward-Looking Statements".
  - (4) Certain figures have been restated due to the non-GAAP financial measures policy change. See section 11 "Non- GAAP Financial Measures" of the Company's 2021 Third Quarter Report to Shareholders.
  - (5) Compound Average Growth Rate ("CAGR") is the measure of annualized growth over a period longer than one year. CAGR as disclosed by the Company is the mean annual growth rate over a two year period, 2019 to 2021.
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