



COLLIERS INTERNATIONAL GROUP INC.

# Management's Discussion & Analysis

Second Quarter | June 30, 2025

**COLLIERS INTERNATIONAL GROUP INC.**

Management's discussion and analysis  
For the six months ended June 30, 2025  
(in US dollars)  
August 6, 2025

*The following management's discussion and analysis ("MD&A") should be read together with the unaudited interim consolidated financial statements and the accompanying notes of Colliers International Group Inc. ("we," "us," "our," the "Company" or "Colliers") for the three and six months ended June 30, 2025, and the Company's audited consolidated financial statements and MD&A for the year ended December 31, 2024. The consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("GAAP"). All financial information herein is presented in United States dollars.*

*The Company has prepared this MD&A with reference to National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators (the "CSA"). Under the U.S./Canada Multijurisdictional Disclosure System, the Company is permitted to prepare this MD&A in accordance with the disclosure requirements of Canada, which requirements are different from those of the United States. This MD&A provides information for the three and six months ended June 30, 2025, and up to and including August 6, 2025.*

*Additional information about the Company can be found on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and on EDGAR at [www.sec.gov](http://www.sec.gov).*

*This MD&A includes references to "internal revenue growth rate", "Adjusted EBITDA", "local currency revenue and Adjusted EBITDA growth rate", "Adjusted EPS", "assets under management ("AUM")" and "fee paying assets under management ("FPAUM")", which are financial measures that are not calculated in accordance with GAAP. For a reconciliation of these non-GAAP measures to the most directly comparable GAAP financial measures, see "Reconciliation of non-GAAP financial measures".*

**Consolidated review**

Our consolidated revenues for the three months ended June 30, 2025 were \$1.35 billion, an increase of 18% versus the prior year quarter (17% in local currency), led by growth in the Engineering segment. The GAAP diluted net earnings per share were \$0.08 as compared to \$0.73 in the prior year quarter, with the prior year quarter favourably impacted by a reversal of contingent acquisition consideration expense related to an acquisition. Adjusted earnings per share (see "Reconciliation of non-GAAP financial measures" below) were \$1.72 relative to \$1.36 in the prior year quarter. The increase was primarily attributable to (i) higher revenues, (ii) higher equity earnings from our non-consolidated investments in our Investment Management segment, and (iii) lower interest expense due to the transfer of certain warehouse fund assets to their respective Investment Management funds. GAAP diluted net earnings per share and adjusted earnings per share for the three months ended June 30, 2025 would have been lower by approximately \$0.01 and \$0.01, respectively, excluding foreign exchange impacts.

In March 2025, the Company acquired Ethos Urban Pty Ltd., a 160-person urban planning and design advisory firm in Australia.

In May 2025, the Company acquired Terra Consulting Group, a 70-person specialty telecommunications infrastructure engineering firm, bolstering its engineering capabilities in the US communication industry.

In May 2025, the Company acquired Higher Ground Consulting, a 65-person engineering consulting firm and Herold Engineering Limited, a 75-person engineering consulting firm, both in Canada.

In June 2025, the Company completed the acquisition of TrioInvest Inc., a provider of asset management, property management and advisory services in Canada.

In July 2025, the Company acquired Cambium Inc., a 235-person multi-service engineering firm in Canada.

In July 2025, the Company acquired a controlling interest in Astris Infrastructure, LLC, a global investment banking firm specializing in infrastructure and energy transition.

In July 2025, the Company acquired a controlling interest in RoundShield Partners LLP, a European credit investment management firm with \$5.4 billion in AUM.

### Results of operations – three months ended June 30, 2025

For the three months ended June 30, 2025, revenues were \$1.35 billion, up 18% relative to the prior year quarter (17% in local currency) driven by acquisitions and internal growth in Engineering and Real Estate Services segments. Acquisitions contributed 13% to local currency revenue growth and internally generated revenues were up 4%.

The GAAP operating earnings for the second quarter were \$99.2 million versus \$114.7 million in the prior year quarter. The operating earnings margin was 7.4% as compared to 10.1% in the prior year quarter. The decline in margin was attributable to (i) higher intangible asset amortization expense related to recent acquisitions as well as (ii) a reversal of contingent acquisition consideration expense in the prior year quarter, partly offset by higher revenues from both internal growth and acquisitions. Adjusted EBITDA (see “Reconciliation of non-GAAP financial measures” below) of \$180.2 million was up 16% versus \$155.6 million in the prior year quarter, on higher revenues and the favourable impact of acquisitions. The Adjusted EBITDA margin was 13.4% in the quarter relative to 13.7% in the prior year quarter with the decrease attributable to revenue mix, higher operating costs, and investments in recruiting.

Depreciation expense was \$18.7 million relative to \$15.5 million in the prior year quarter with the increase attributable to technology investments and the impact of recent business acquisitions.

Amortization expense was \$43.0 million, versus \$34.4 million recorded in the prior year quarter, primarily driven by recent acquisitions.

Net interest expense was \$15.5 million, versus \$19.4 million recorded in the prior year quarter. The decrease in the interest expense was driven by the transfer of certain warehouse fund assets to their respective Investment Management funds, which resulted in a reimbursement of interest expense to the Company during the quarter. The average interest rate on debt during the period was 4.2%, relative to 4.7% in the prior year quarter.

Consolidated income tax expense for the quarter was \$25.2 million, relative to \$24.4 million in the prior year quarter. The current quarter’s effective tax rate of 28.3% versus 25.3% in the prior year quarter. The prior year quarter’s tax rates were impacted by a reversal of contingent acquisition consideration expense.

Net earnings for the quarter were \$64.0 million versus \$71.9 million in the prior year quarter.

Real Estate Services revenues totalled \$785.4 million, up 4% (up 4% in local currency) versus the prior year quarter. Capital Markets revenues were up 17% (16% in local currency) with solid growth across all asset classes, led by the US, Western Europe and debt finance. Leasing revenues declined 5% (5% in local currency) globally and were impacted by tariff-driven uncertainties especially in industrial, which more than offset robust growth in office leasing. Outsourcing revenues were up 6% (6% in local currency) with growth across all services. Adjusted EBITDA was \$87.0 million, down 1% (1% in local currency) on revenue mix as well as continued investments in recruiting.

Engineering revenues totalled \$436.0 million, up 67% (65% in local currency) compared to the prior year quarter driven by the favourable impact of recent acquisitions and strong internal growth. Adjusted EBITDA was \$46.3 million, up 145% (142% in local currency) over the prior year quarter, with margin expansion driven equally by acquisitions and improved productivity and efficiency in core operations.

Investment Management revenues were \$126.1 million, flat (flat in local currency) relative to the prior year quarter. Revenues excluding pass-through performance fees were \$117.7 million, down 7% (down 7% in local currency) and were impacted by catch-up fees recognized in the prior year quarter. Adjusted EBITDA was \$50.0 million, down 1% (down 1% in local currency) compared to the prior year quarter. AUM was \$103.3 billion as of June 30, 2025 up from \$100.3 billion as of March 31, 2025 due to fundraising, capital deployment activity and modest valuation increases during the quarter. FPAUM as of June 30, 2025 was \$51.5 billion, up from \$50.2 billion as of March 31, 2025.

Unallocated global corporate costs as reported in Adjusted EBITDA were \$3.1 million relative to \$1.9 million in the prior year quarter.

### Results of operations – six months ended June 30, 2025

For the six months ended June 30, 2025, revenues were \$2.49 billion, up 16% relative to the prior year period (17% in local currency) on strong growth, led by Engineering. Acquisitions contributed 13% to local currency revenue growth and internally generated revenues were up 4%.

The GAAP operating earnings for the six months ended June 30, 2025 were \$130.8 million versus \$158.1 million in the prior year period. The operating earnings margin was 5.3% as compared to 7.4% in the prior year period, primarily attributable to a reversal of contingent acquisition consideration expense in the prior year period and higher intangible asset amortization expense related to recent acquisitions. Adjusted EBITDA (see “Reconciliation of non-GAAP financial measures” below) of \$296.3 million was up 12% versus \$264.3 million reported in the prior year period, on higher revenues and the favourable impact of acquisitions. The Adjusted EBITDA margin was 11.9% relative to 12.3% in the prior year period with the decrease attributable to revenue mix and continued investments in recruiting.

Depreciation expense was \$37.4 million relative to \$30.9 million in the prior year period with the increase attributable to technology investments and the impact of recent business acquisitions.

Amortization expense was \$87.7 million, versus \$69.5 million recorded in the prior year period, primarily driven by recent acquisitions.

Net interest expense was \$38.1 million, versus \$39.2 million recorded in the prior year period. The average interest rate on debt during the period was 4.4%, relative to 4.8% in the prior year period.

Consolidated income tax expense was \$30.0 million, relative to \$34.3 million in the prior year period. The current quarter’s effective tax rate was 29.1% versus 28.5% in the prior year period.

Net earnings were \$72.9 million versus \$86.1 million in the prior year period.

Real Estate Services revenues totalled \$1.42 billion, up 2% (up 3% in local currency) versus the prior year period. Capital Markets revenues were up 13% (13% in local currency) with solid growth across all asset classes and geographies. Leasing revenues declined 6% (5% in local currency) against a strong prior year comparative in certain specialty asset classes, as well as tariff-driven uncertainties which impacted the industrial asset class. Outsourcing revenues were up 4% (4% in local currency) with growth led by higher valuation activity. Adjusted EBITDA was \$126.1 million, down 5% (5% in local currency) on continued investments in recruiting in key markets globally as well as revenue mix.

Engineering revenues totalled \$813.9 million, up 63% (63% in local currency) compared to the prior year period driven by the favourable impact of recent acquisitions and strong internal growth. Adjusted EBITDA was \$70.3 million, up 120% (119% in local currency) over the prior year period.

Investment Management revenues were \$252.3 million, up 2% (1% in local currency) relative to the prior year period. Revenues excluding pass-through performance fees were down 4% (4% in local currency) on the timing of catch-up fees. Adjusted EBITDA was \$105.1 million, up 2% (2% in local currency) compared to the prior year period.

Unallocated global corporate costs as reported in Adjusted EBITDA were \$5.3 million relative to \$3.5 million in the prior year period.

**Summary of quarterly results**

The following table sets forth our quarterly consolidated results of operations data. The information in the table below has been derived from unaudited interim consolidated financial statements that, in management's opinion, have been prepared on a consistent basis and include all adjustments necessary for a fair presentation of information. The information below is not necessarily indicative of results for any future quarter.

**Summary of quarterly results - years ended December 31, 2025, 2024 and 2023**  
**(in thousands of US\$, except per share amounts)**

	Q1	Q2	Q3	Q4
<b>Year ended December 31, 2025</b>				
Revenues	\$ 1,141,170	\$ 1,347,649		
Operating earnings	31,604	99,183		
Net earnings	8,918	63,971		
Basic net earnings (loss) per common share	(0.08)	0.08		
Diluted net earnings (loss) per common share	(0.08)	0.08		
<b>Year ended December 31, 2024</b>				
Revenues	\$ 1,001,980	\$ 1,139,368	\$ 1,179,059	\$ 1,501,617
Operating earnings	43,327	114,748	109,737	121,400
Net earnings	14,136	71,927	69,377	81,496
Basic net earnings per common share	0.26	0.73	0.74	1.49
Diluted net earnings per common share	0.26	0.73	0.73	1.47
<b>Year ended December 31, 2023</b>				
Revenues	\$ 965,903	\$ 1,078,038	\$ 1,056,032	\$ 1,235,168
Operating earnings	22,144	75,262	70,899	132,630
Net earnings (loss)	(907)	35,001	29,376	81,221
Basic net earnings (loss) per common share	(0.47)	(0.15)	0.53	1.42
Diluted net earnings (loss) per common share	(0.47)	(0.16)	0.53	1.42
<b>Other data <sup>1</sup></b>				
Adjusted EBITDA - 2025	\$ 116,044	\$ 180,209		
Adjusted EBITDA - 2024	108,695	155,626	\$ 154,636	\$ 225,290
Adjusted EBITDA - 2023	104,623	147,080	144,912	198,378
Adjusted EPS - 2025	0.87	1.72		
Adjusted EPS - 2024	0.77	1.36	1.32	2.26
Adjusted EPS - 2023	0.86	1.31	1.19	2.00

<sup>1</sup> See "Reconciliation of non-GAAP financial measures"

**Seasonality and quarterly fluctuations**

The Company historically generates peak revenues and earnings in the month of December followed by a low in January and February as a result of the timing of closings on Capital Markets transactions. Revenues and earnings during the balance of the year are relatively even. Capital Markets operations comprised 16% of consolidated annual revenues for 2024. Variations can be caused by business acquisitions which alter the consolidated service mix.

## Outlook for 2025

The Company updated and increased its outlook for 2025 to reflect year to date operating results and the partial year impact of completed acquisitions, including RoundShield. On a consolidated basis, low-teens percentage revenue growth (previously high single-digit to low teens), mid-teens Adjusted EBITDA growth (previously low-teens) and mid to high-teens Adjusted EPS growth (previously low-teens) are expected. The updated outlook remains contingent on (i) lower global trade uncertainty, and (ii) lower interest rate volatility in the second half of the year.

The financial outlook is based on the Company's best available information as of the date of this MD&A, and remains subject to change based on numerous macroeconomic, geopolitical, international trade, health, social and related factors. The outlook does not include future acquisitions.

## Liquidity and capital resources

Net cash used by operating activities for the six months ended June 30, 2025 was \$39.9 million, versus net cash provided by operating activities of \$3.6 million in the prior year period, primarily due to the timing of working capital usage. We believe that cash from operations and other existing resources, including our \$2.25 billion multi-currency Revolving Credit Facility ("Revolving Credit Facility"), will continue to be adequate to satisfy the ongoing working capital needs of the Company.

For the six months ended June 30, 2025, capital expenditures were \$31.1 million (six months ended June 30, 2024 - \$29.4 million). Capital expenditures for the year ending December 31, 2025 are expected to be between \$100-\$115 million and expected to be funded by cash on hand.

Net indebtedness is considered a supplementary financial measure and as of June 30, 2025 was \$1.56 billion (\$1.33 billion as of December 31, 2024). Net indebtedness is calculated as the current and non-current portion of long-term debt (excluding warehouse credit facilities, in accordance with our debt agreements) less cash and cash equivalents. As of June 30, 2025, the Company's financial leverage ratio expressed in terms of net debt to pro forma Adjusted EBITDA, as defined in our debt agreements, was 2.3x (2.0x as of December 31, 2024), relative to a maximum of 3.5x permitted under our debt agreements. We were in compliance with the covenants contained in our debt agreements as of June 30, 2025 and, based on our outlook for 2025, we expect to remain in compliance with these covenants.

The Company's Revolving Credit Facility is sustainability-linked and includes pricing adjustments tied to achievements of performance targets over time aligned with Colliers' Elevate the Built Environment framework available on corporate.colliers.com. These targets include: (i) reducing greenhouse gas emissions consistent with the Science-Based Targets initiative ("SBTi"); (ii) increasing female representation in management roles and (iii) ensuring Colliers-occupied offices obtain the WELL Health-Safety certification. As of July 2025, the Company met a majority of its sustainability targets for 2024 and achieved a three basis point reduction in the borrowing cost on the Revolving Credit Facility. As of June 30, 2025, the Company had \$1.06 billion of unused credit under the Revolving Credit Facility.

Colliers Mortgage utilizes warehouse credit facilities for the purpose of funding warehouse receivables. Warehouse receivables represent mortgage loans receivable, the majority of which are offset by borrowings under warehouse credit facilities which fund loans that financial institutions have committed to purchase. The warehouse credit facilities are excluded from the financial leverage calculations under our debt agreements.

The Company's accounts receivable facility (the "AR Facility") (which includes selected US and Canadian trade accounts receivable) with two third-party financial institutions has committed availability of \$200 million for a term extending to June 2026. The AR Facility is recorded as a sale of accounts receivable, and accordingly sold receivables are derecognized from the consolidated balance sheet. The AR Facility results in a decrease to our borrowing costs. As of June 30, 2025, the Company's AR Facility was fully drawn.

During the six months ended June 30, 2025, the Company acquired real estate assets in the US in relation to seeding new funds. In addition, the Company divested two real estate assets in Europe which were held at December 31, 2024. The Company recorded the corresponding assets and liabilities on the consolidated balance sheet (see note 5 in our consolidated financial statements). We expect to enter into similar transactions from time to time in the future to facilitate the formation of new Investment Management funds.

The Company pays semi-annual dividends in cash after the end of the second and fourth quarters to shareholders of record on the last business day of the quarter. The Company's policy is to pay dividends on its common shares in the future, subject to the discretion of our Board of Directors. On May 13, 2025, the Company's Board of Directors declared a semi-annual dividend of \$0.15 per share to shareholders of record on June 30, 2025, paid on July 14, 2025. Total common share dividends paid by the Company during the six months ended June 30, 2025 were \$7.6 million (June 30, 2024 - \$7.1 million).

During the six months ended June 30, 2025, the Company invested cash in acquisitions as follows: \$59.7 million in acquisition of new businesses, \$19.9 million in purchases of redeemable non-controlling interest and \$31.4 million in contingent consideration payments. All acquisitions during the period were funded from borrowings on the Revolving Credit Facility and cash on hand (see note 4 in our consolidated financial statements). The Company expects to fund future acquisitions with borrowings on the Revolving Credit Facility and cash on hand.

Unless it contains an element of compensation, contingent consideration, in relation to acquisitions, is recorded at fair value each reporting period. The fair value recorded on the consolidated balance sheet as at June 30, 2025 was \$12.0 million (December 31, 2024 - \$36.7 million). Contingent consideration with a compensatory element is revalued at each reporting period and recognized on a straight-line basis over the term of the contingent consideration arrangement. The liability recorded on the consolidated balance sheet for the compensatory element of contingent consideration arrangements as at June 30, 2025 was \$47.3 million (December 31, 2024 - \$44.3 million). The contingent consideration is based on achieving specified earnings levels and is paid or payable after the end of the relevant contingency periods. As at June 30, 2025, the Company expects to make earnout payments in the range of \$110.7 million to \$241.1 million through March 2029, relative to a contractual maximum of \$321.0 million (December 31, 2024 - \$345.3 million).

The following table summarizes our contractual obligations as at June 30, 2025:

Contractual obligations (in thousands of US\$)	Payments due by period				
	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
Long-term debt	\$ 1,726,022	\$ 12,505	\$ 248,413	\$ 1,168,750	\$ 296,354
Interest on long-term debt <sup>(1)</sup>	59,477	13,145	24,208	13,540	8,584
Finance lease obligations	14,252	4,336	8,193	1,723	-
Contingent acquisition consideration <sup>(2)</sup>	11,977	3,332	978	7,542	125
Operating leases obligations	728,630	121,611	200,752	150,127	256,140
Purchase commitments	112,199	63,007	40,046	3,393	5,753
Mortgage warehouse credit facilities	97,103	97,103	-	-	-
Liabilities related to warehouse fund assets	199,412	84,478	114,934	-	-
Co-investment commitments	29,191	29,191	-	-	-
<b>Total contractual obligations</b>	<b>\$ 2,978,263</b>	<b>\$ 428,708</b>	<b>\$ 637,524</b>	<b>\$ 1,345,075</b>	<b>\$ 566,956</b>

(1) Figures do not include interest payments for borrowings under the Revolving Credit Facility. Assuming the Revolving Credit Facility is held until maturity, using current interest rate, we estimate that we will make \$314.7 million of interest payments, \$71.3 million of which will be made in the next 12 months.

(2) Estimated fair value as at June 30, 2025.

As at June 30, 2025, we had commercial commitments totaling \$19.2 million comprised of letters of credit outstanding due to expire within one year.

#### Redeemable non-controlling interests

In most operations where managers or employees are also non-controlling owners, the Company is party to shareholders' agreements. These agreements allow us to "call" the redeemable non-controlling interests ("RNCI") at a value determined with the use of a formula price, which is in most cases equal to a multiple of trailing two-year average earnings, less debt. Non-controlling

owners may also “put” their interest to the Company at the same price, with certain limitations including (i) the inability to “put” more than 25% to 50% of their holdings in any twelve-month period and (ii) the inability to “put” any holdings for at least one year after the date of our initial acquisition of the business or the date the non-controlling shareholder acquired their interest, as the case may be.

The total value of the RNCI (the “redemption amount”), as calculated in accordance with shareholders’ agreements, was \$958.2 million as of June 30, 2025 (December 31, 2024 - \$958.6 million). The amount recorded on our balance sheet under the caption “redeemable non-controlling interests” is the greater of (i) the redemption amount (as above) or (ii) the amount initially recorded as RNCI at the date of inception of the minority equity position. As at June 30, 2025, the RNCI recorded on the balance sheet was \$1.16 billion (December 31, 2024 - \$1.15 billion). The purchase prices of the RNCI may be paid in cash or in Subordinate Voting Shares of Colliers.

### **Critical accounting estimates**

Critical accounting estimates are those that we deem to be most important to the portrayal of our financial condition and results of operations, and that require management’s most difficult, subjective or complex judgments due to the need to make estimates about the effects of matters that are inherently uncertain. We have identified six critical accounting estimates, which are discussed below.

1. *Revenue recognition.* We earn revenues from Leasing and Capital Markets brokerage transaction commissions, advisory fees, debt finance fees, property management fees, project management fees, engineering and design fees, loan servicing fees and investment management fees (including carried interest). Some of the contractual terms related to the process of earning revenue from these sources, including potentially contingent events, can be complex and may require us to make judgments about the timing of when we should recognize revenue and whether revenue should be reported on a gross basis or net basis. Changes in judgments could result in a change in the period in which revenues are reported, or in the amounts of revenue and cost of revenue reported.
2. *Goodwill.* Goodwill impairment testing involves assessing whether events have occurred that would indicate potential impairment and making estimates concerning the fair values of reporting units and then comparing the fair value to the carrying amount of each unit. The determination of what constitutes a reporting unit requires significant management judgment. We have three reporting units, consistent with our three operating segments. Goodwill is attributed to the reporting units at the time of acquisition. Estimates of fair value can be impacted by changes in the business environment, prolonged economic downturns or declines in the market value of the Company’s own shares and therefore require significant management judgment in their determination. When events have occurred that would suggest a potential decrease in fair value, the determination of fair value is calculated with reference to a discounted cash flow model which requires management to make certain estimates. The most sensitive estimates are estimated future cash flows and the discount rate applied to future cash flows. Changes in these assumptions could result in a materially different fair value.
3. *Business combinations.* The determination of fair values of assets acquired and liabilities assumed in business combinations requires the use of estimates and management judgment, particularly in determining fair values of intangible assets acquired. For example, if different assumptions were used regarding the profitability and expected attrition rates of acquired customer relationships or forecasted committed capital and assets under management related to asset management contracts, different amounts of intangible assets and related amortization could be reported.
4. *Contingent acquisition consideration.* Contingent consideration is required to be measured at fair value at the acquisition date and at each balance sheet date until the contingency expires or is settled. The fair value at the acquisition date is a component of the purchase price; subsequent changes in fair value are reflected in earnings. Most acquisitions made by us have a contingent consideration feature, which is usually based on the acquired entity’s profitability (measured in terms of Adjusted EBITDA) during a one to five year period after the acquisition date. Significant estimates are required to measure the fair value of contingent consideration, including forecasting profits for the contingency period and the selection of an appropriate discount rate.
5. *Mortgage servicing rights (“MSRs”).* MSRs, or the rights to service mortgage loans for others, result from the sale or securitization of loans originated by the Company and are recognized as intangible assets on the consolidated balance sheet. The Company initially recognizes MSRs based on the fair value of these rights on the date the loans are sold. Subsequent to initial recognition, MSRs are amortized and carried at the lower of amortized cost or fair value. They are

amortized in proportion to and over the estimated period that net servicing income is expected to be received based on projections and timing of estimated future net cash flows.

6. *Allowance for credit loss reserves.* Colliers Mortgage is obligated to share in losses, if any, related to mortgages originated under the Fannie Mae Delegated Underwriting and Servicing ("DUS") Program. These obligations expose the Company to credit risk on mortgage loans for which the Company is providing underwriting, servicing, or other services under the DUS Program. Net losses on defaulted loans are shared with Fannie Mae based upon established loss-sharing ratios, and typically, the Company is subject to sharing up to one-third of incurred losses on loans originated under the DUS Program. As of June 30, 2025, the Company has funded and sold loans subject to such loss sharing obligations with an aggregate unpaid principal balance of approximately \$6.2 billion. As at June 30, 2025, the loss reserve was \$13.2 million (December 31, 2024 - \$13.6 million) and was included within Other liabilities on the consolidated balance sheet.

### Reconciliation of non-GAAP financial measures

In this MD&A, we make reference to certain financial measures that are not calculated in accordance with GAAP.

Adjusted EBITDA is defined as net earnings, adjusted to exclude: (i) income tax; (ii) other income; (iii) interest expense; (iv) depreciation and amortization, including amortization of mortgage servicing rights ("MSRs"); (v) gains attributable to MSRs; (vi) acquisition-related items (including contingent acquisition consideration fair value adjustments, contingent acquisition consideration-related compensation expense and transaction costs); (vii) restructuring costs and (viii) stock-based compensation expense, including related to the CEO's performance-based long-term incentive plan ("LTIP"). We use Adjusted EBITDA to evaluate our own operating performance and our ability to service debt, as well as an integral part of our planning and reporting systems. Additionally, we use this measure in conjunction with discounted cash flow models to determine the Company's overall enterprise valuation and to evaluate acquisition targets. We present Adjusted EBITDA as a supplemental measure because we believe such measure is useful to investors as a reasonable indicator of operating performance because of the low capital intensity of the Company's service operations. We believe this measure is a financial metric used by many investors to compare companies, especially in the services industry. This measure is not a recognized measure of financial performance of the consolidated Company under GAAP in the United States, and should not be considered as a substitute for operating earnings, net earnings or cash flow from operating activities, as determined in accordance with GAAP. Our method of calculating Adjusted EBITDA may differ from other issuers and accordingly, this measure may not be comparable to measures used by other issuers. A reconciliation of net earnings to Adjusted EBITDA appears below.

<i>(in thousands of US\$)</i>	Three months ended		Six months ended	
	June 30		June 30	
	2025	2024	2025	2024
<b>Net earnings</b>	\$ 63,971	\$ 71,927	\$ 72,889	\$ 86,063
Income tax	25,244	24,377	29,956	34,347
Other income, including equity earnings from non-consolidated investments	(5,547)	(932)	(10,121)	(1,583)
Interest expense, net	15,515	19,376	38,063	39,248
Operating earnings	99,183	114,748	130,787	158,075
Depreciation and amortization	61,686	49,845	125,088	100,353
Gains attributable to MSRs	(10,455)	(3,712)	(14,494)	(5,027)
Equity earnings from non-consolidated investments	3,318	796	7,052	1,232
Acquisition-related items	16,059	(15,221)	25,440	(13,281)
Restructuring costs	1,265	1,722	6,575	8,833
Stock-based compensation expense	9,153	7,446	15,805	14,134
<b>Adjusted EBITDA</b>	\$ 180,209	\$ 155,624	\$ 296,253	\$ 264,319

Adjusted EPS is defined as diluted net earnings per share adjusted for the effect, after income tax, of: (i) the non-controlling interest redemption increment; (ii) amortization expense related to intangible assets recognized in connection with acquisitions and MSRs; (iii) gains attributable to MSRs; (iv) acquisition-related items; (v) restructuring costs and (vi) stock-based compensation expense, including related to the CEO's LTIP. We believe this measure is useful to investors because it provides a supplemental way to understand the underlying operating performance of the Company and enhances the comparability of operating results from period to period. Adjusted EPS is not a recognized measure of financial performance under GAAP, and should not be considered

as a substitute for diluted net earnings per share from continuing operations, as determined in accordance with GAAP. Our method of calculating this non-GAAP measure may differ from other issuers and, accordingly, this measure may not be comparable to measures used by other issuers. A reconciliation of net earnings to adjusted net earnings and of diluted net earnings per share to adjusted EPS appears below.

<i>(in thousands of US\$)</i>	Three months ended		Six months ended	
	June 30 2025	2024	June 30 2025	2024
<b>Net earnings</b>	\$ 63,971	\$ 71,927	\$ 72,889	\$ 86,063
Non-controlling interest share of earnings	(16,238)	(11,224)	(21,967)	(20,145)
Amortization of intangible assets	42,983	34,385	87,738	69,471
Gains attributable to MSRs	(10,455)	(3,712)	(14,494)	(5,027)
Acquisition-related items	16,059	(15,221)	25,440	(13,281)
Restructuring costs	1,265	1,722	6,575	8,833
Stock-based compensation expense	9,153	7,446	15,805	14,134
Income tax on adjustments	(12,210)	(9,606)	(25,692)	(20,733)
Non-controlling interest on adjustments	(7,008)	(7,141)	(14,634)	(13,271)
<b>Adjusted net earnings</b>	<b>\$ 87,520</b>	<b>\$ 68,576</b>	<b>\$ 131,660</b>	<b>\$ 106,044</b>

<i>(in US\$)</i>	Three months ended		Six months ended	
	June 30 2025	2024	June 30 2025	2024
<b>Diluted net earnings (loss) per common share</b>	\$ 0.08	\$ 0.73	\$ 0.00	\$ 0.99
Non-controlling interest redemption increment	0.86	0.48	1.01	0.33
Amortization expense, net of tax	0.53	0.41	1.09	0.88
Gains attributable to MSRs, net of tax	(0.12)	(0.04)	(0.16)	(0.06)
Acquisition-related items	0.21	(0.36)	0.32	(0.37)
Restructuring costs, net of tax	0.02	0.02	0.09	0.14
Stock-based compensation expense, net of tax	0.14	0.12	0.24	0.22
<b>Adjusted EPS</b>	<b>\$ 1.72</b>	<b>\$ 1.36</b>	<b>\$ 2.59</b>	<b>\$ 2.13</b>
Diluted weighted average shares for Adjusted EPS (thousands)	50,891	50,479	50,900	49,671

We believe that the presentation of Adjusted EBITDA and adjusted earnings per share, which are non-GAAP financial measures, provides important supplemental information to management and investors regarding financial and business trends relating to the Company's financial condition and results of operations. We use these non-GAAP financial measures when evaluating operating performance because we believe that the inclusion or exclusion of the items described above, for which the amounts are non-cash or non-recurring in nature, provides a supplemental measure of our operating results that facilitates comparability of our operating performance from period to period, against our business model objectives, and against other companies in our industry. We have chosen to provide this information to investors so they can analyze our operating results in the same way that management does and use this information in their assessment of our core business and the valuation of the Company. Adjusted EBITDA and adjusted earnings per share are not calculated in accordance with GAAP, and should be considered supplemental to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP. Non-GAAP financial measures have limitations in that they do not reflect all of the costs or benefits associated with the operations of our business as determined in accordance with GAAP. As a result, investors should not consider these measures in isolation or as a substitute for analysis of our results as reported under GAAP.

Percentage revenue and Adjusted EBITDA variances presented on a local currency basis are calculated by translating the current period results of our non-US dollar denominated operations to US dollars using the foreign currency exchange rates from the periods against which the current period results are being compared. Percentage revenue variances presented on an internal growth basis are calculated assuming no impact from acquired entities in the current and prior periods. Revenue from acquired entities, including any foreign exchange impacts, are treated as acquisition growth until the respective anniversaries of the acquisitions. We believe that these revenue growth rate methodologies provide a framework for assessing the Company's performance and operations excluding the effects of foreign currency exchange rate fluctuations and acquisitions. Since these

revenue growth rate measures are not calculated under GAAP, they may not be comparable to similar measures used by other issuers.

We use the term assets under management ("AUM") as a measure of the scale of our Investment Management operations. AUM is defined as the gross market value of operating assets and the projected gross cost of development assets of the funds, partnerships and accounts to which we provide management and advisory services, including capital that such funds, partnerships and accounts have the right to call from investors pursuant to capital commitments. Our definition of AUM may differ from those used by other issuers and as such may not be directly comparable to similar measures used by other issuers.

We use the term fee paying assets under management ("FPAUM") to represent only the AUM on which the Company is entitled to receive management fees. We believe this measure is useful in providing additional insight into the capital base upon which the Company earns management fees. Our definition of FPAUM may differ from those used by other issuers and as such may not be directly comparable to similar measures used by other issuers.

### **Recently issued accounting guidance, not yet adopted**

#### *Improvements to Income Tax Disclosures*

In December 2023, FASB issued ASU No. 2023-09 *Improvements to Income Tax Disclosures*. The amendments in this update encourage transparency in income tax disclosures by requiring consistent categories and greater disaggregation of information in the rate reconciliation and income taxes paid disclosures. The amendments are effective for annual periods beginning after December 15, 2024 with early adoption permitted. The Company is currently assessing the impacts of this ASU on its annual tax disclosures.

#### *Reporting Comprehensive Income – Expense Disaggregation Disclosures*

In November 2024, FASB issued ASU No. 2024-03 *Expense Disaggregation Disclosures* which requires disaggregated disclosure of income statement expenses. The ASU does not require changes to the expense captions an entity presents on the face of the income statement, rather, it requires disaggregation of certain expense captions within the footnotes to the financial statements. This ASU is effective for annual periods beginning after December 15, 2026 with early adoption permitted. The Company is currently assessing the impacts of this ASU on its disclosures.

### **Financial instruments**

We use financial instruments as part of our strategy to manage the risk associated with interest rates and currency exchange rates. We do not use financial instruments for trading or speculative purposes.

In July and December 2022, the Company entered into interest rate swap agreements (the "2022 IRS") to convert SOFR floating interest rates to fixed rates to hedge \$150.0 million and \$250.0 million of US dollar borrowings under the Revolving Credit Facility at fixed interest rates of 2.8020% and 3.5920%, respectively. In April 2023 and December 2023, the Company entered into a similar swap agreement (the "2023 IRS") to hedge an additional \$100.0 million and \$100.0 million of US dollar borrowings under the Revolving Credit Facility at a fixed interest rate of 3.7250% and 4.000%, respectively. The 2022 IRS and 2023 IRS have a maturity of May 27, 2027. The swaps are measured at fair value on the consolidated balance sheet. Gains or losses on the 2022 IRS and 2023 IRS, which are determined to be effective as hedges, are reported in other comprehensive income.

Financial instruments involve risks, such as the risk that counterparties may fail to honor their obligations under these arrangements. If we have financial instruments outstanding and such events occur, our results of operations and financial position may be adversely affected.

### **Transactions with related parties**

As at June 30, 2025, the Company had \$3.2 million of loans receivable from shareholders of subsidiaries (December 31, 2024 - \$2.1 million). The majority of the loans receivable represent amounts to finance the sale of non-controlling interests in subsidiaries to senior managers. The loans are of varying principal amounts and interest rates which range from nil to 6.0%. These loans are due on demand or mature on various dates up to 2030 but are open for repayment without penalty at any time.

### **Outstanding share data**

The authorized capital of the Company consists of an unlimited number of preference shares, issuable in series, an unlimited number of Subordinate Voting Shares and an unlimited number of Multiple Voting Shares. The holders of Subordinate Voting Shares are entitled to one vote in respect of each Subordinate Voting Share held at all meetings of the shareholders of the

Company. The holders of Multiple Voting Shares are entitled to twenty votes in respect of each Multiple Voting Share held at all meetings of the shareholders of the Company. Each Multiple Voting Share is convertible into one Subordinate Voting Share at any time at the election of the holders thereof.

As of the date hereof, the Company has outstanding 49,503,119 Subordinate Voting Shares and 1,325,694 Multiple Voting Shares. In addition, as at the date hereof 3,082,038 Subordinate Voting Shares are issuable upon exercise of options granted under the Company's stock option plan. On May 7, 2025, the Company announced a normal course issuer bid ("NCIB") effective from May 9, 2025 to May 8, 2026. The Company is entitled to repurchase up to 4,300,000 Subordinate Voting Shares on the open market pursuant to the NCIB.

#### **Canadian tax treatment of common share dividends**

For the purposes of the enhanced dividend tax credit rules contained in the *Income Tax Act (Canada)* and any corresponding provincial and territorial tax legislation, all dividends (and deemed dividends) paid by us to Canadian residents on our Subordinate Voting Shares and Multiple Voting Shares are designated as "eligible dividends". Unless stated otherwise, all dividends (and deemed dividends) paid by us hereafter are designated as "eligible dividends" for the purposes of such rules.

#### **Disclosure controls and procedures**

Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in reports filed or submitted by us under U.S. and Canadian securities legislation is recorded, processed, summarized and reported within the time periods specified in those rules, and include controls and procedures designed to ensure that information required to be disclosed in reports filed or submitted by us under U.S. and Canadian securities legislation is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to permit timely decisions regarding required disclosure. The Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as defined in the rules of the U.S. Securities and Exchange Commission and the Canadian Securities Administrators, as at June 30, 2025. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as at June 30, 2025.

#### **Changes in internal control over financial reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well-designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Management has used the Committee of Sponsoring Organizations of the Treadway Commission (COSO) 2013 framework to evaluate the effectiveness of our internal control over financial reporting. Based on this assessment, management has concluded that as at June 30, 2025, our internal control over financial reporting was effective.

During the three months ended June 30, 2025, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

#### **Legal proceedings**

There are no legal proceedings to which Colliers is a party to, or in respect of which, any of the property of Colliers is the subject of, which is or was material to Colliers during 2025, and Colliers is not aware of any such legal proceedings that are contemplated. In the normal course of operations, Colliers is subject to routine immaterial claims and litigation incidental to its business. Litigation currently pending or threatened against Colliers includes disputes with former employees and commercial liability claims related to services provided by Colliers. Colliers believes resolution of such proceedings, combined with amounts set aside, will not have a material impact on the Company's financial condition or the results of operations.

#### **Forward-looking statements and risks**

This MD&A contains forward-looking statements with respect to expected financial performance, strategy and business conditions. The words "believe," "anticipate," "estimate," "plan," "expect," "intend," "may," "project," "will," "would," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risk and uncertainties. Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Factors which may cause

such differences include, but are not limited to those set out below and those set out in detail in the “Risk Factors” section of the Company’s Annual Information Form:

- Economic conditions, especially as they relate to rising interest rates, commercial and consumer credit conditions and business spending, particularly in regions where our operations may be concentrated.
- Rising inflation and its impact on compensation costs, hiring and retention of talent, and the Company’s ability to recover costs from our clients.
- Political conditions, including political instability, any outbreak or escalation of hostilities, elections, referenda, trade policy changes, immigration policy changes and terrorism and the impact thereof on our business.
- Commercial real estate and real asset values, vacancy rates and general conditions of financial liquidity for transactions.
- The effect of significant movements in average capitalization rates across different property types.
- A change in or loss of our relationship with US government agencies.
- Defaults by borrowers on loans originated under the Fannie Mae DUS Program.
- A reduction by clients in their reliance on outsourcing for their commercial real estate needs.
- Competition in the markets served by the Company.
- The impact of changes in the market value of assets under management on the performance of our Investment Management business.
- A decline in our ability to fundraise in our Investment Management operations, or an increase in redemptions from our perpetual funds and separately managed accounts.
- A decline in our ability to attract, recruit and retain talent.
- A decline in our performance impacting our continued compliance with the financial covenants under our debt agreements, or our ability to negotiate a waiver of certain covenants with our lenders.
- The effect of increases in interest rates on our cost of borrowing.
- Unexpected increases in operating costs, such as insurance, workers’ compensation and health care.
- Changes in the frequency or severity of insurance incidents relative to our historical experience.
- The effects of changes in foreign exchange rates in relation to the US dollar on the Company’s Canadian dollar, Euro, Australian dollar and UK pound sterling denominated revenues and expenses.
- A decline in our ability to identify and make acquisitions at reasonable prices and successfully integrate acquired operations.
- Disruptions, cyber attacks or security failures in our information technology systems, and our ability to recover from such incidents.
- The ability to comply with laws and regulations related to our global operations, including real estate and mortgage banking licensure, labour and employment laws and regulations, as well as the anti-corruption laws and trade sanctions.
- Changes in climate and environment-related policies that directly impact our businesses.
- Changes in government laws and policies at the federal, state/provincial or local level that directly impact our businesses.

We caution that the foregoing list is not exhaustive of all possible factors, as other factors could adversely affect our results, performance or achievements. The reader is cautioned against undue reliance on these forward-looking statements. Although we believe that the assumptions underlying our forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance that the results contemplated in such forward-looking statements will be realized. The inclusion of such forward-looking statements should not be regarded as a representation by the Company or any other person that the future events, plans or expectations contemplated by the Company will be achieved. We note that past performance in operations and share price are not necessarily predictive of future performance. We disclaim any intention and assume no obligation to update or revise any forward-looking statement even if new information becomes available, as a result of future events or for any other reason.

#### **Additional information**

Additional information about Colliers, including our Annual Information Form for the year ended December 31, 2024, is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and on EDGAR at [www.sec.gov](http://www.sec.gov). Further information about us can also be obtained at [www.colliers.com](http://www.colliers.com).