

# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED JUNE 30, 2021

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") of Russel Metals Inc. and its subsidiaries provides information to assist readers of, and should be read in conjunction with, the condensed consolidated financial statements for the six months ended June 30, 2021, including the notes thereto, and the MD&A and the audited consolidated financial statements for the year ended December 31, 2020, including the notes thereto. In the opinion of management, such condensed consolidated financial statements contain all adjustments necessary for a fair presentation of the results for such periods. The results of operations for the periods shown are not necessarily indicative of what our results will be for the full year. All dollar references in our financial statements and in this report are in Canadian dollars unless otherwise stated.

Additional information related to Russel Metals Inc., including our Annual Information Form, may be obtained from SEDAR at [www.sedar.com](http://www.sedar.com) or on our website at [www.russelmetals.com](http://www.russelmetals.com).

Unless otherwise stated, the discussion and analysis contained in this MD&A are as of August 5, 2021.

## FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute forward-looking statements or information within the meaning of applicable securities laws, including statements as to our future capital expenditures, our outlook, the availability of future financing and our ability to pay dividends. Forward-looking statements relate to future events or our future performance. All statements, other than statements of historical fact, are forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. Forward-looking statements are necessarily based on estimates and assumptions that, while considered reasonable by us, inherently involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements, including the factors described below.

We are subject to a number of risks and uncertainties which could have a material adverse effect on our future profitability and financial position, including the risks and uncertainties listed below, which are important factors in our business and the metals distribution industry. Such risks and uncertainties include, but are not limited to: volatility in metal prices; cyclical nature of the metals industry; volatility in oil and natural gas prices; capital budgets in the energy industry; climate change; product claims; significant competition; sources of metals supply; manufacturers selling directly; material substitution; credit risk; currency exchange risk; restrictive debt covenants; asset impairments; the unexpected loss of key individuals; decentralized operating structure; future acquisitions; the failure of our key computer-based systems, labour interruptions; laws and governmental regulations; litigious environment; environmental liabilities; carbon emissions; health and safety laws and regulations and common share risk.

While we believe that the expectations reflected in our forward-looking statements are reasonable, no assurance can be given that these expectations will prove to be correct, and our forward-looking statements included in this MD&A should not be unduly relied upon. These statements speak only as of the date of this MD&A and, except as required by law, we do not assume any obligation to update our forward-looking statements. Our actual results could differ materially from those anticipated in our forward-looking statements including as a result of the risk factors described above and under the heading "Risk" later in this MD&A, and under the heading "Risk Management and Risks Affecting Our Business" in our most recent Annual Information Form and as otherwise disclosed in our filings with securities regulatory authorities which are available on SEDAR at [www.sedar.com](http://www.sedar.com).

## NON-GAAP MEASURES

This MD&A includes a number of measures that are not prescribed by International Financial Reporting Standards ("IFRS" or "GAAP") and as such may not be comparable to similar measures presented by other companies. We believe these measures are commonly employed to measure performance in our industry and are used by analysts, investors, lenders and other interested parties to evaluate financial performance and our ability to incur and service debt to support our business activities. These measures include EBITDA which represents earnings before interest, income taxes, depreciation and amortization; Adjusted EBITDA which represents earnings before long-lived asset impairment charges, interest, income taxes, depreciation and amortization; and free cash flow which represents cash from operating activities before changes in working capital less capital expenditures. We believe that EBITDA, Adjusted EBITDA and free cash flow may be useful in assessing our operating performance and as an indicator of our ability to service or incur indebtedness, make capital expenditures and finance working capital. The items excluded in determining EBITDA, Adjusted EBITDA and free cash flow are significant in assessing operating results and liquidity. EBITDA, Adjusted EBITDA and free cash flow should not be considered in isolation or as an alternative to net income, cash flows generated by operating, investing or financing activities, or other financial statement data presented in accordance with GAAP. A reconciliation of EBITDA and Adjusted EBITDA to net income in accordance with GAAP is found in the "Overview of the 2021 Second Quarter" section. A reconciliation of free cashflow to cash from operating activities before changes in working capital in accordance with GAAP is found in the "Liquidity" section.

We are one of the largest metals distribution companies in North America. We conduct business primarily in three segments: metals service centers, energy products and steel distributors.

## OVERVIEW OF THE 2021 SECOND QUARTER

Our basic earnings per share of \$1.88 for the quarter ended June 30, 2021 was a record and significantly higher than the \$0.07 per share recorded in the second quarter of 2020 and the \$1.29 recorded in the 2021 first quarter. For the six months ended June 30, 2021, our basic earnings per share of \$3.18 compared to \$0.24 for the same period in 2020. Revenues of \$1.1 billion were higher than the \$588 million experienced in second quarter of 2020. Our gross margins improved to 30.7% compared to 18.7% in the same quarter of 2020 and 28.8% in the 2021 first quarter.

Our EBITDA was \$178 million for the quarter compared to \$32 million in the same quarter of 2020 and \$129 million for the 2021 first quarter. During the 2021 second quarter, EBITDA was reduced by \$8 million related to the mark-to-market of non-cash stock-based compensation due to the increased share price during the quarter as compared to \$2 million for the 2021 first quarter.

Each of our business segments generated a substantial improvement in operating profit as compared to the same quarter of 2020 and the 2021 first quarter. In the 2021 second quarter, our metals service centers segment reported record operating profits and return on net assets, as this segment continued to maximize margin opportunities from the strong market conditions and realize the benefits from our value-added processing initiatives. Our steel distributors segment benefited from improved demand, higher steel prices and low inventories in the supply chain, and reported strong growth in both revenues and operating profit. In our energy products segment, the recovery of oil and natural gas prices and the relatively mild spring break up in Canada led to improved operating profit in what is typically a seasonally slow second quarter.

### *Market Conditions*

Steel prices continued to rise in the 2021 second quarter. Metals service centers experienced an increase in selling price per ton of 53% compared to the 2020 second quarter and 19% compared to the 2021 first quarter. Tons shipped in metals service centers increased 25% from the same period in 2020 and 3% compared to the 2021 first quarter. The 2021 second quarter volumes were above the pre-pandemic level due to increased demand. Steel distributors also experienced an increase in demand and selling price per ton due to low inventory levels in the supply chain and product shortages. Demand in the energy products segments continues to recover, albeit at a slow pace.

### OCTG and Line Pipe Business Changes

In mid-2020, we stated a goal of reducing the capital deployed in our OCTG and line pipe businesses by \$100 million by the end of 2021. The rationale of lowering our exposure to the energy sector was to reduce earnings volatility and enhance our return on capital over the cycle. As of June 30, 2021, inventory at our OCTG and line pipe operations was \$143 million which was a reduction of \$129 million over the past year, including a \$30 million reduction in the second quarter of 2021.

On July 6, 2021, we completed the transaction whereby we combined our Canadian OCTG and line pipe business with that of Marubeni-Itochu Tubulars America Inc. into a new joint venture called TriMark Tubulars Ltd. ("TriMark"). We contributed net assets with a book value of approximately \$110 million, primarily comprised of inventories less accounts payable. As consideration, we received: (i) cash of \$78 million; (ii) preferred shares with a face value of \$32 million and an annual dividend rate of 7%; and (iii) a 50% common equity interest in the joint venture. In addition, we retained accounts receivable of approximately \$32 million. In total, the transaction will result in a near term cash realization of approximately \$110 million.

Our remaining OCTG and line pipe businesses are in the U.S., where we continue to liquidate the remaining inventory, which totaled approximately \$23 million at June 30, 2021 compared to \$40 million at March 31, 2021.

### Liquidity and Capital Structure Improvements

During the 2021 second quarter, we generated \$110 million of cash from operating activities and ended the quarter with total available liquidity of \$514 million.

The improvements to our capital structure implemented in late 2020, contributed to an interest expense reduction of \$3 million in the 2021 second quarter compared to the 2020 second quarter. On June 16, 2021, Moody's Investors Service upgraded our corporate credit rating from Ba3 to Ba2.

## EBITDA

The following table shows the reconciliation of net earnings to EBITDA for 2021 and Adjusted EBITDA for 2020:

<i>(millions)</i>	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Net earnings	\$ 117.8	\$ 4.6	\$ 198.4	\$ 15.1
Provision for income taxes	39.2	2.3	66.7	2.3
Interest, net	6.5	9.2	12.9	18.6
Asset impairment	-	-	-	3.7
Earnings before, asset impairment interest and income taxes	163.5	16.1	278.0	39.7
Depreciation and amortization	14.3	15.4	28.8	31.0
Earnings before interest, asset impairment, income taxes, depreciation and amortization	\$ 177.8	\$ 31.5	\$ 306.8	\$ 70.7

## QUARTERLY FINANCIAL HIGHLIGHTS

<i>(for the quarters ended)</i>	Jun 30 2021	Mar 31 2021	Dec 31 2020	Sep 30 2020	Jun 30 2020	Mar 31 2020	Dec 31 2019	Sep 30 2019
Revenues (\$ millions)	\$ 1,068	\$ 885	\$ 671	\$ 615	\$ 588	\$ 815	\$ 837	\$ 869
EBITDA (\$ millions)	178	129	11	47	32	36	18	49
Adjusted EBITDA (\$ millions)	178	129	41	47	32	39	18	49
Net earnings (\$ millions)	118	81	(9)	18	5	11	(7)	18
Basic earnings per share (\$)	1.88	1.29	(0.14)	0.29	0.07	0.17	(0.11)	0.29

## RESULTS OF OPERATIONS

The following table provides earnings before interest, and income taxes. The corporate expenses included are not allocated to specific operating segments. Gross margins (revenue minus cost of sales) as a percentage of revenues for the operating segments are also shown below. The table shows the segments as they are reported to management and are consistent with the segment reporting in our condensed consolidated financial statements.

<i>(in millions, except percentages)</i>	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
<b>Segment Revenues</b>				
Metals service centers	\$ 717.0	\$ 372.7	\$ 1,301.5	\$ 809.3
Energy products	205.3	148.6	431.4	464.1
Steel distributors	142.9	64.0	217.3	126.4
Other	3.0	2.8	3.4	3.0
	<b>\$ 1,068.2</b>	<b>\$ 588.1</b>	<b>\$ 1,953.6</b>	<b>\$ 1,402.8</b>
<b>Segment Operating Profits (Loss)</b>				
Metals service centers	\$ 135.8	\$ 24.5	\$ 241.6	\$ 42.1
Energy products	12.1	(4.4)	17.6	2.0
Steel distributors	31.6	1.9	47.4	2.7
Corporate expenses	(17.6)	(7.2)	(29.2)	(7.2)
Asset impairment	-	-	-	(3.7)
Other	1.6	1.3	0.6	0.1
Earnings before interest and income taxes	<b>\$ 163.5</b>	<b>\$ 16.1</b>	<b>\$ 278.0</b>	<b>\$ 36.0</b>
<b>Segment Gross Margin as a % of Revenues</b>				
Metals service centers	32.9%	20.9%	32.7%	21.1%
Energy products	19.4%	15.4%	18.3%	15.8%
Steel distributors	34.7%	10.3%	34.5%	12.2%
Total operations	<b>30.7%</b>	<b>18.7%</b>	<b>29.8%</b>	<b>18.7%</b>
<b>Segment Operating Profit (Loss) as a % of Revenues</b>				
Metals service centers	18.9%	6.6%	18.6%	5.2%
Energy products	5.9%	(3.0%)	4.1%	0.4%
Steel distributors	22.1%	3.0%	21.8%	2.1%
Total operations	<b>15.3%</b>	<b>2.7%</b>	<b>14.2%</b>	<b>2.6%</b>

Results of our U.S. operations reported for the six months ended June 30, 2021 were converted at \$1.2473 per US\$1 compared to \$1.3651 per US\$1 for the six months ended June 30, 2020. Our U.S. operations represented approximately 34% of our total revenues. The exchange rate used to translate the balance sheet at June 30, 2021 was \$1.2394 per US\$1 versus \$1.2732 per US\$1 at December 31, 2020.

## METALS SERVICE CENTERS

### a) Description of operations

We provide processing and distribution services to a broad base of approximately 31,000 end users through a network of 46 Canadian locations and 17 U.S. locations. Our metals service centers carry a broad line of products in a wide range of sizes, shapes and specifications, including carbon hot rolled and cold finished steel, pipe and tubular products, stainless steel and aluminum. We purchase these products primarily from steel producers in North America and process and package them in accordance with end user specifications. We service all major geographic regions of Canada as well as the Southeastern and Midwestern regions in the United States.

### b) Metals service centers segment results

<i>(millions)</i>	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
<b>Financial Highlights</b>				
Revenue	\$ 717	\$ 373	\$ 1,302	\$ 809
Gross margin (\$)	236	78	426	171
Gross margin (%)	32.9%	20.9%	32.7%	21.1%
Earnings from operations	136	25	242	42

Revenues in our metals service center operations increased 92% from the 2020 second quarter. Tons shipped in the second quarter of 2021 were approximately 25% higher than the second quarter of 2020, 3% higher than the first quarter of 2021 and year-to-date tons shipped were 14% higher than the six months ended June 30, 2020. The average selling price increased 53% compared to the 2020 second quarter, 19% compared to the 2021 first quarter and year-to-date average selling price was 40% higher than the six months ended June 30, 2020.

Gross margin as a percentage of revenues of 32.9% was higher than the 20.9% in the same quarter last year and the 32.5% in the 2021 first quarter. Gross margin as a percentage of revenues of 32.7% for the six months ended June 30, 2021 compared favourably to 21.1% for the same period in 2020 due to our value-added processing initiatives and rising steel prices.

Operating expenses were \$100 million compared to \$53 million in the 2020 second quarter due to higher volumes, Canadian wage subsidy in 2020 and higher variable compensation in 2021. For the six months ended June 30, 2021 operating expenses of \$184 million were 43% higher than the same period of 2020.

Metals service centers operating profits for the three months ended June 30, 2021 of \$136 million were higher than the \$25 million reported for the same period in 2020 and the \$106 million in the 2021 first quarter. Operating profits for the six months ended June 30, 2021 of \$242 million were higher than the \$42 million for the same period of 2020. Value-added processing initiatives, higher steel prices and improved demand all contributed to record metals service center operating profits in the quarter.

## ENERGY PRODUCTS

### a) Description of operations

We distribute tubes, valves, fittings, OCTG and line pipe, primarily to the energy industry in Western Canada and the United States. We operate from 48 Canadian and 15 U.S. facilities in our valve and fitting operations. In addition, a large portion of our inventories are located in third party yards ready for distribution to customers throughout North America. We purchase our products from the pipe division of North American steel mills, independent manufacturers of pipe, valves and fittings, international steel mills and other distributors.

### b) Energy products segment results

<i>(millions)</i>	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
<b>Financial Highlights</b>				
Revenue	\$ 205	\$ 149	\$ 431	\$ 464
Gross margin (\$)	40	23	79	73
Gross margin (%)	19.4%	15.4%	18.3%	15.8%
Earnings (loss) from operations	12	(4)	18	2

Revenues in our energy products segment increased by 38% in the 2021 second quarter compared to the 2020 second quarter. Rig counts improved in the first half of 2021 but remained lower than pre-pandemic levels. The mild spring break up in western Canada reduced the traditional second quarter road closures resulting in an early return to activity late in the quarter. Revenues decreased 7% for the six months ended June 30, 2021 compared to the same six month period in 2020.

Gross margin as a percentage of revenues for the three months ended June 30, 2021 was 19.4% compared to 15.4% in the same period in 2020 and 17.3% for the first quarter of 2021. For the six months ended June 30, 2021 gross margin as a percentage of revenues was 18.3% compared to 15.8% in the same period in 2020. Steel price increases and improved demand led to higher margins.

Operating expenses for the 2021 second quarter of \$28 million were higher compared to \$27 million in the 2020 second quarter. For the six months ended June 30, 2021 operating expenses were \$61 million compared to \$71 million for 2020 due to rationalization of energy units late in 2020.

This segment generated operating profits of \$12 million for the three months ended June 30, 2021 compared to a loss of \$4 million for the same period in 2020 and a \$5 million profit in the first quarter of 2021. Operating profits were \$18 million for the six months ended June 30, 2021 compared to operating profits of \$2 million for the same period in 2020.

## STEEL DISTRIBUTORS

### a) Description of operations

Our steel distributors act as master distributors selling steel in large volumes to other steel service centers and equipment manufacturers mainly on an "as is" basis. Our U.S. operation has a cut-to-length facility located in Houston, Texas, where it processes coil for its customers. Our steel distributors source their steel both domestically and off shore.

The primarily steel products sourced by this segment are structural beam, plate, coils, pipe and tubing; however, product volumes vary based on the economy and trade actions in North America.

### b) Steel distributors segment results

<i>(millions)</i>	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
<b>Financial Highlights</b>				
Revenue	\$ 143	\$ 64	\$ 217	\$ 126
Gross margin (\$)	50	7	75	15
Gross margin (%)	34.7%	10.3%	34.5%	12.2%
Earnings from operations	32	2	47	3

Revenues in our steel distributor operations were 123% higher in the 2021 second quarter compared to the same quarter in 2020 and 93% higher than the first quarter of 2021 due to higher demand caused by product shortages and stronger prices.

Gross margin as a percentage of revenues was 34.7% for the three months ended June 30, 2021 compared to 10.3% for the three months ended June 30, 2020 and 34.0% for the first quarter of 2021. The gross margin was 34.5% for the six months ended June 30, 2021 compared to 12.2% for the same period in 2020.

Operating expenses were \$18 million for the second quarter of 2021 compared to \$5 million in 2020 due to higher volumes and variable compensation.

This segment generated operating profits for the three months ended June 30, 2021 of \$32 million compared to \$2 million for the three months ended June 30, 2020 and \$16 million for the first quarter of 2021. The operating profits for the six months ended June 30, 2021 were \$47 million compared to \$3 million for the six months ended June 30, 2020.

## CORPORATE EXPENSES

Corporate expenses of \$18 million for the three months ended June 30, 2021 were higher than the \$7 million for three months ended June 30, 2020 and the \$12 million for the first quarter of 2021 due to higher variable compensation and the mark-to-market on previously granted stock-based compensation. Corporate expenses for the six months ended June 30, 2021 of \$29 million were significantly higher than the \$7 million in the same period in 2020.

## INTEREST EXPENSE

Net interest expense of \$7 million for the three months ended June 30, 2021 was lower than the \$9 million for the same period in 2020. Net interest expense was \$13 million for the six months ended June 30, 2021 and \$19 million for the same period in 2020 as a result of capital structure improvements that were completed in late 2020.

## INCOME TAXES

We recorded a provision for income taxes of \$39 million for the second quarter of 2021 compared to \$2 million for the second quarter of 2020. Our effective income tax rate for the three months ended June 30, 2021 was 24.9% compared to 33.2% for the three months ended June 30, 2020. The comparatively high effective rate in the 2020 second quarter was due to losses in certain U.S. operations. For the six months ended June 30, 2021 our effective income tax rate was 25.2% compared to 13.3% for the same period in 2020. The lower 2020 comparable period was due to the loss carryback provisions of the CARES Act.

## NET EARNINGS

Net earnings for the second quarter of 2021 at \$118 million compared to \$5 million in the second quarter of 2020. Basic earnings per share for the second quarter of 2021 of \$1.88 compared to \$0.07 per share for the second quarter of 2020. Basic earnings per share for the six months ended June 30, 2021 of \$3.18 compared to \$0.24 for the same period last year.

## SHARES OUTSTANDING AND DIVIDENDS

The weighted average number of common shares outstanding for the second quarter of 2021 was 62,488,175 compared to 62,184,978 for the second quarter of 2020. The weighted average number of common shares outstanding for the six months ended June 30, 2021 was 62,392,338 compared to 62,182,055 for the six months ended June 30, 2020. Common shares outstanding at June 30, 2021 and August 5, 2021 were 62,689,586. We issued 394,145 common shares in the 2021 second quarter due to the exercise of share options.

We paid common share dividends of \$24 million or \$0.38 per share in the second quarter of 2021 and 2020.

We have \$150 million of 6% senior unsecured notes due March 16, 2026. The indenture for these senior notes has restrictions on the payment of quarterly dividends in excess of \$0.38 per share. These notes can be redeemed at 104.5% on or after March 16, 2021 and declining rateably to par on or after March 16, 2024.

We have \$150 million of 5 ¾% senior unsecured notes due October 27, 2025. The indenture for these senior notes contains restrictions on the payment of quarterly dividends in excess of \$1.60 in any fiscal year. These notes can be redeemed at 102.9% on or after October 27, 2022 and declining rateably to par on or after October 27, 2024.

Under our syndicated bank facility, the payment of dividends are subject to excess borrowing base availability of not less than four times the declared dividend. We do not believe this requirement will restrict our ability to pay dividends.

## CAPITAL EXPENDITURES

<i>(millions)</i>	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Capital expenditures - property, plant and equipment	\$ 7	\$ 5	\$ 13	\$ 12
Additions - right-of-use assets	6	3	8	11
Depreciation - property, plant and equipment	8	8	16	17
Depreciation - right-of-use assets	4	4	8	9

## LIQUIDITY

At June 30, 2021, we had net cash, defined as cash less bank indebtedness of \$175 million, compared to \$26 million at December 31, 2020. We generated \$206 million from operating activities in the six months ended June 30, 2021 and utilized \$59 million for working capital. We utilized \$13 million for capital expenditures, \$31 million in income tax payments and \$48 million for dividends.

During the cycle, we experience significant swings in working capital. Inventory and accounts receivable represent a large percentage of our total assets employed and fluctuate throughout each cycle. Accounts receivable and inventory comprise our largest liquidity risks.

Total assets were \$2.0 billion at June 30, 2021 and \$1.6 billion at December 31, 2020. At June 30, 2021, current assets excluding cash represented 73% of our total assets compared to 70% at December 31, 2020.

Inventories represented 43% of our total assets, excluding cash, at June 30, 2021 compared to 46% at December 31, 2020.

<i>Inventory by Segment</i> (millions)	June 30 2021	Mar. 31 2021	Dec. 31 2020	Sept. 30 2020	June 30 2020
Metals service centers	\$ 401	\$ 329	\$ 279	\$ 267	\$ 297
Energy products	269	317	373	436	470
Steel distributors	103	74	64	87	95
<b>Total</b>	<b>\$ 773</b>	<b>\$ 720</b>	<b>\$ 716</b>	<b>\$ 790</b>	<b>\$ 862</b>

<i>Inventory Turns</i> (quarters ended)	June 30 2021	Mar. 31 2021	Dec. 31 2020	Sept. 30 2020	June 30 2020
Metals service centers	4.8	4.8	4.5	4.7	4.0
Energy products	2.5	2.4	1.7	1.2	1.1
Steel distributors	3.6	2.7	3.9	2.5	2.4
<b>Total</b>	<b>3.8</b>	<b>3.5</b>	<b>3.0</b>	<b>2.5</b>	<b>2.2</b>

At June 30, 2021, inventory tons in our metals service centers approximated tons at June 30, 2020 and tons for steel distributors were 3% lower. At June 30, 2021, the average cost of inventory in our metals service centers was 35% higher than the comparable June 30, 2020 quarter end and 23% higher than at March 31, 2021.

Inventory levels in our energy products segment at June 30, 2021 decreased from the comparable 2020 quarter. Our strategic initiative announced in the quarter ended June 30, 2020, to reduce capital employed in OCTG and line pipe led to a reduction of OCTG and line pipe inventory from \$271 million at June 30, 2020 to \$143 million at June 30, 2021. On July 6, 2021 the sale of assets to the TriMark joint venture will reduce inventory in this sub-segment by an additional \$120 million.

Accounts receivable utilized cash of \$62 million due to higher revenues in the six months ended June 30, 2021. Accounts receivable represented 29% of our total assets, excluding cash, at June 30, 2021 compared to 22% at December 31, 2020.

During the six months ended June 30, 2021 we made income tax payments of \$31 million compared to \$1 million for the six months ended June 30, 2020.

The balances disclosed in our consolidated cash flow statements are adjusted to remove the non-cash component related to foreign exchange rate fluctuations impacting inventory, accounts receivable, accounts payable and income tax balances of our U.S. operations.

## FREE CASH FLOW

(millions)	Three Months Ended June 30		Six Months Ended June 30	
	2021	2020	2021	2020
Cash from operating activities before non-cash working capital	\$ 172.0	\$ 20.5	\$ 295.1	\$ 53.2
Purchase of property, plant and equipment	(6.8)	(5.3)	(12.7)	(12.4)
	<b>\$ 165.2</b>	<b>\$ 15.2</b>	<b>\$ 282.4</b>	<b>\$ 40.8</b>

## DEBT

### Long-term Debt (millions)

	June 30 2021	December 31 2020
5 ¾% \$150 million Senior Notes due October 27, 2025	\$ 147	\$ 147
6% \$150 million Senior Notes due March 16, 2026	147	147
	\$ 294	\$ 294

## CASH AND CREDIT FACILITIES

### Cash Facilities (millions)

	June 30 2021	December 31 2020
Bank loans	\$ -	\$ -
Cash net of outstanding cheques	175	26
Net cash	175	26
Letters of credit	(101)	(68)
	\$ 74	\$ (42)
Facilities		
Borrowings and letters of credit	\$ 400	\$ 400
Letters of credit	50	50
Facilities availability	\$ 450	\$ 450
Available line based on borrowing base	\$ 450	\$ 450

We have a committed credit facility with a syndicate of Canadian and U.S. banks that provides \$50 million for letters of credit and \$400 million which can be utilized for borrowings or additional letters of credit. The borrowings and letters of credit are available on a revolving basis, up to an amount equal to the sum of specified percentages of our eligible accounts receivable and inventories, to a maximum of \$450 million.

As of June 30, 2021, we were entitled to borrow and issue letters of credit totaling \$450 million under this facility. At June 30, 2021 and December 31, 2020, we had no borrowings. We had \$101 million in letters of credit at June 30, 2021 compared to \$68 million at December 31, 2020. Shortages of inventory in the market has resulted in increased demand for product and increased utilization of letters of credit as our Canadian steel distributor operations sources inventory from international markets.

At June 30, 2021, we were in compliance with all of our financial covenants.

With our cash, cash equivalents and our bank facilities we have access to approximately \$514 million of cash based on our June 30, 2021 balances. The use of our bank facilities has been predominantly to fund working capital requirements, acquisitions and trade letters of credit for inventory purchases.

## CONTRACTUAL OBLIGATIONS

As at June 30, 2021, we were contractually obligated to make payments as per the following table:

Contractual Obligations (millions)	Payments due in				Total
	2021	2022 and 2023	2024 and 2025	2026 and thereafter	
Accounts payable	\$ 489	\$ -	\$ -	\$ -	\$ 489
Debt	-	-	150	150	300
Long-term debt interest	9	35	35	5	84
Operating leases	12	40	31	68	151
Total	\$ 510	\$ 75	\$ 216	\$ 223	\$ 1,024

In addition, we are obligated to pay \$101 million in letters of credit when they mature in 2021.

We provide defined contribution pension plans for a majority of our Canadian and U.S. employees; however, we have obligations related to multiple defined benefit pension plans in Canada, as disclosed in Note 16 of our 2020 consolidated financial statements. During the six months ended June 30, 2021, we contributed \$1.3 million to these plans and we do not expect to contribute to these plans during the remainder of 2021. The defined benefit obligations reported in the consolidated financial statements use different assumptions than the going concern actuarial valuations prepared for funding. In addition, the actuarial valuations provide a solvency valuation, which is a valuation assuming the plan is wound up at the valuation date. We do not have additional funding obligations on a solvency basis and no additional funding would be required based on solvency if the plans were wound up. We estimate the impact of a 0.25% change in the discount rate on the solvency obligation would be approximately \$6 million.

We have disclosed our obligations related to environmental litigation, regulatory actions and remediation in our Annual Information Form under the heading "Environmental Regulation". These obligations, which are not material, relate to previously divested or discontinued operations and do not relate to the metals distribution business.

## **OFF-BALANCE SHEET ARRANGEMENTS**

Our off-balance sheet arrangements consist of the letters of credit disclosed in the bank credit facilities table and short-term and low value operating lease obligations disclosed in the contractual obligations table.

## **ACCOUNTING ESTIMATES**

The preparation of our consolidated financial statements requires management to make estimates and judgements that affect the reported amounts. On an ongoing basis, we evaluate our estimates, including those related to bad debts, inventory valuation, useful lives of fixed assets, asset impairment, fair values, income taxes, pensions and benefits obligations, guarantees, decommissioning liabilities, contingencies, litigation and assigned values on net assets acquired. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgements about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Our most significant assets are accounts receivable and inventories.

### *Accounts Receivable*

An allowance for doubtful accounts is maintained for estimated losses resulting from the inability of our customers to make required payments. Assessments are based on aging of receivables, legal issues (bankruptcy status), past collection experience, current financials, credit agency reports and the experience of our credit personnel. Accounts receivable which we determine to be uncollectible are reserved in the period in which the determination is made. If the financial condition of our customers was to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. Our reserve for bad debts at June 30, 2021 approximated our reserve at December 31, 2020. Bad debt expense for the six months ended June 30, 2021 as a percentage of revenue was less than 1% and approximates that of 2020.

### *Inventories*

We review our inventories to ensure that the cost of inventories is not in excess of its estimated net realizable value and for obsolete and slow-moving product. Inventory reserves or write-downs are recorded when cost exceeds the estimated selling price less cost to sell and when product is determined to be slow moving or obsolete. During the quarter ended June 30, 2021 the rise in steel prices resulted in a reduction of inventory reserves.

Other areas involving significant estimates and judgements include:

### *Long-lived Asset Impairment*

The determination of whether long-lived assets, including goodwill and intangibles, are impaired requires the estimation of future cash flows and an appropriate discount rate to determine value in use. An impairment occurs when the book value of the assets associated with a particular cash generating unit is greater than the value in use. The assessment of future cash flows and a discount rate requires significant judgment.

During the quarter ended June 30, 2021, no long-lived asset impairments were recorded. There is no certainty that there will not be a future impairment should the economic markets in which we operate deteriorate.

#### *Income Taxes*

We believe that we have adequately provided for income taxes based on the information that is currently available. The calculation of income taxes in many cases requires significant judgement in interpreting tax rules and regulations, which are constantly changing. Our tax filings are also subject to audits, which could materially change the amount of current and future income tax assets and liabilities. Any change would be recorded as a charge or reduction in income tax expense.

#### *Business Combinations*

For each acquisition we review the fair value of assets acquired. Where we deem it appropriate, we hire outside business valuers to assist in the assessment of the fair value of property, plant, equipment, intangibles and contingent consideration, if any, of acquired businesses.

#### *Contingent Liabilities*

Provisions for claims and potential claims are determined on a case by case basis. We recognize contingent loss provisions when it is determined that a loss is probable and when we are able to reasonably estimate the obligation. This determination takes significant judgement and actual cash outflows might be materially different from estimates. In addition, we may receive claims in the future that could have a material impact on our financial results.

The Company and certain of its subsidiaries have been named defendants in a number of legal actions. Although the outcome of these legal actions cannot be determined, management intends to defend all such legal actions and has recorded provisions, as required, based on its best estimate of the potential losses. In the opinion of management, the resolution of these legal actions is not expected to have a material adverse effect on our financial position, cash flows or operations.

#### *Employee Benefit Plans*

At least every three years, our actuaries perform a valuation for each defined benefit plan to determine the actuarial present value of the benefits. The valuation uses management's assumptions for the interest rate, rate of compensation increase, rate of increase in government benefits and expected average remaining years of service of employees. While we believe that these assumptions are reasonable, differences in actual results or changes in assumptions could materially affect employee benefit obligations and future net benefit plan cost. We account for differences between actual and assumed results by recognizing differences in benefit obligations and plan performance immediately in other comprehensive income.

We had approximately \$171 million in plan assets at June 30, 2021, which is an increase of approximately \$12 million from December 31, 2020. The discount rate used on the employee benefit plan obligation for the quarter ended June 30, 2021 was 3.00% which is 50 basis points higher than the discount rate at December 31, 2020.

#### *Leases*

We recognize right-of-use assets and lease obligations which includes our arrangements that contain a lease. The determination of the asset and obligation requires an assessment of whether we are reasonably certain that an extension option will be exercised, calculation of a discount rate inherent in the lease or an incremental borrowing rate and whether the right-of-use asset is impaired. These determinations require significant judgement.

### **CONTROLS AND PROCEDURES**

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management on a timely basis so that appropriate decisions can be made regarding public disclosure.

The purpose of internal controls over financial reporting as defined by the Canadian Securities Administrators is to provide reasonable assurance that:

- (i) financial statements prepared for external purposes are in accordance with the Company's generally accepted accounting principles,
- (ii) transactions are recorded as necessary to permit the preparation of financial statements, and records are maintained in reasonable detail,
- (iii) receipts and expenditures of the Company are made only in accordance with authorizations of the Company's management and directors, and
- (iv) unauthorized acquisitions, uses or dispositions of the Company's assets that could have a material effect on the financial statements will be prevented or detected in order to prevent material error in financial statements.

The President & Chief Executive Officer and the Executive Vice President & Chief Financial Officer have caused management and other employees to design and document our disclosure controls and procedures and our internal controls over financial reporting. The design of internal controls was completed using the framework and criteria established in "Internal Control - Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission.

No changes were made in our disclosure controls and procedures of our internal controls over financial reporting during the second quarter of 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **VISION AND STRATEGY**

The metals distribution business is a mature and cyclical industry. We believe we enhance returns by managing costs and working capital throughout the cycle. Capital allocation priorities and limits are managed centrally with day-to-day decision making delegated to the various operations. Furthermore, our variable compensation model is based on the return on net assets for each business unit, which provides our business managers a basis to proactively adjust costs and working capital to local market conditions. Management believes that this strategy will result in higher average profits and that we will generate earnings over the cycle in the top quartile of the industry.

Growth from selective acquisitions is also part of our strategy. We focus on investment opportunities in businesses that have strong market niches or provide scale to our existing operations. New acquisitions could be either major stand-alone operations or ones that complement our existing operations. In addition, we will continue to invest in value-added processing that allows for growth and will further stabilize our returns.

We believe that the steel pricing cycle will continue to be highly volatile, and that our decentralized management structure and philosophy that allows the fastest reaction to change that affect the industry will be the most successful. We will continue to invest in our business systems to enable faster reaction times to changing business conditions.

## **RISK**

A summary of the risks affecting our business is described under the heading "Risk Management and Risks Affecting Our Business" in our most recent Annual Information Form, which section is incorporated by reference in this "Risk" section of our MD&A.

The pandemic created uncertainty in the health and welfare of the communities where we operated and resulted in temporary business closures, including certain of our customers, and reduced economic activity. While COVID-related restrictions in many of the markets where we operate have eased, we continue to remain vigilant with our safety protocols to ensure the health and safety of our employees, customers and suppliers.

The timing and extent of future price changes from steel producers and their impact on us cannot be predicted with any certainty due to the cyclical nature of the steel industry, capacity utilization rates for North American steel producers and changing import levels and tariffs. Future tariff changes to country or product exemptions, including possible modifications to the section 232 trade actions, may impact steel prices and product availability.

A portion of our revenues are dependent on the oil and gas industry whose activity fluctuates with oil and gas prices. Historically the oversupply of oil resulted in reduced drilling and lower demand for OCTG and line pipe. In addition, certain pipe manufacturers attempted to bypass distributors which further exacerbated the price competitive environment. Our strategy for dealing with the risks in this area was to reduce the capital allocated to our OCTG and line pipe operations. This included the finalization on July 6, 2021 of a joint venture which significantly reduced our exposure to the Canadian OCTG and line pipe operations and controlled liquidation of our U.S. OCTG and line pipe operations, which is well advanced. Our oil field store operations provide a more stable stream of earnings as their products are used in maintenance and repair as well as new drilling activity.

The continued impact of the pandemic and prevailing oil price conditions may lead to changes in estimates in our financial statements and the effect of such changes could be material and result in impairments of long-lived assets, including goodwill and intangibles, provisions for inventory and credit losses.

## **OUTLOOK**

Overall demand remains solid with strong backlogs, limited inventory in the supply chain and extended lead times expected to continue over the near term. The positive momentum of steel prices continues into the 2021 third quarter; however, gross margins are expected to moderate due to the rising cost of inventory. For metals service centers and steel distributors there is typically a seasonal slowdown in July and August due to a reduction in the number of operating days, but overall demand is expected to remain steady. Energy products continues to recover, consistent with rising energy demand.