



**PET VALU HOLDINGS LTD.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS**

**(First Quarter Ended April 1, 2023)**

The following Management's Discussion and Analysis ("MD&A") for Pet Valu Holdings Ltd. ("we", "Pet Valu" or the "Company") was prepared as of May 8, 2023 and provides information concerning the Company's financial condition and results of operations for the 13-week periods ended April 1, 2023 and April 2, 2022, respectively. This MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and notes for the 13-week period ended April 1, 2023 and the Company's audited consolidated financial statements and notes for Fiscal 2022 (as hereinafter defined) and the related MD&A. Additionally, readers should refer to the "Risk Factors" set forth in the Company's annual information form dated March 6, 2023 ("AIF") for further information. Additional information about Pet Valu Holdings Ltd. can be found on the System for Electronic Document Analysis and Retrieval ("SEDAR") at [www.sedar.com](http://www.sedar.com).

**Basis of Presentation**

The Company's audited consolidated financial statements and unaudited condensed interim consolidated financial statements (together, the "consolidated financial statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and International Accounting Standards ("IAS") 34, *Interim Financial Reporting*, respectively, using the accounting policies described therein. All amounts are presented in thousands of Canadian dollars unless otherwise indicated and per share amounts. The Company is managed based on one operating and reportable segment.

The Company operates on a 52- or 53-week fiscal year, concluding on the Saturday nearest to December 31. The Company's fiscal quarters conclude on the Saturday nearest to the end of each quarter. Each quarterly period has 13 weeks, except for a 53-week year when the fourth quarter will have 14 weeks. The 13-week periods ended April 1, 2023 and April 2, 2022, represent the Company's results for its first quarter of the relevant financial years.

All references in this MD&A to "Q1 2023" are to the 13-week period ended April 1, 2023, to "Q1 2022" are to the 13-week period ended April 2, 2022, to "Fiscal 2023" are to the 52-week period to end December 30, 2023, and to "Fiscal 2022" are to the 52-week period ended December 31, 2022. Figures presented in this MD&A are in thousands of Canadian dollars unless otherwise indicated.

The unaudited condensed consolidated financial statements and accompanying notes for Q1 2023 and this MD&A were authorized for issue by the Company's Board of Directors.

**Non-IFRS Measures and Supplementary Financial Measures**

This MD&A makes reference to certain non-IFRS measures. These measures are not recognized measures under IFRS and do not have a standardized meaning prescribed by IFRS. They are therefore

unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement IFRS measures by providing further understanding of the Company's results of operations from management's perspective. Accordingly, these measures should not be considered in isolation nor as a substitute for the Company's analysis of its financial information reported under IFRS. The Company uses non-IFRS measures, including "EBITDA", "Adjusted EBITDA", "Adjusted Net Income", "Adjusted Net Income per Diluted Share", "Free Cash Flow", and "Net Capital Expenditures". This MD&A also makes reference to certain supplementary financial measures that are commonly used in the retail industry, including "system-wide stores", "system-wide sales", "same-store sales growth", "same-store transaction growth", and "same-store average spend per transaction growth". These non-IFRS measures and supplementary financial measures are used to provide investors with supplemental measures of the Company's operating performance and thus highlight trends in its core business that may not otherwise be apparent when relying solely on IFRS measures. The Company also believes that securities analysts, investors and other interested parties frequently use such non-IFRS measures and supplementary financial measures in the evaluation of issuers. Management of the Company uses non-IFRS measures in order to facilitate operating performance comparisons from period to period, to prepare annual operating budgets and to determine components of management compensation. Refer to "Selected Consolidated Financial Information and Industry Metrics" and "Selected Quarterly Results and Performance Measures" for a reconciliation of net income, an IFRS measure, to EBITDA, Adjusted EBITDA and Adjusted Net Income. Refer to "Liquidity and Capital Resources - Free Cash Flow" for a reconciliation of Free Cash Flow.

### **Forward-Looking Information**

This MD&A contains forward-looking information. Forward-looking information is provided as of the date of this MD&A and is based on management's opinions, estimates and assumptions in light of its experience and perception of historical trends, current trends, current conditions and expected future developments, as well as other factors that management believes appropriate and reasonable in the circumstances. Such forward-looking information is intended to provide information about management's current expectations and plans, and may not be appropriate for other purposes. Pet Valu does not undertake to update any such forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable Canadian securities laws.

Forward-looking information may relate to the Company's future financial outlook and anticipated events or results and may include information regarding our financial position, business strategy, growth strategies, store openings and enhancements, addressable markets, budgets, operations, financial results, taxes, dividend policy, plans and objectives. Particularly, information regarding our expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "budget", "scheduled", "estimates", "outlook", "forecasts", "projection", "prospects", "strategy", "intends", "anticipates", "does not anticipate", "believes", "continue", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "should", "might", "will", "will be taken", "occur" or "be achieved". In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not facts but instead represent management's expectations, estimates and projections regarding future events or circumstances.

Many factors could cause the Company's actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking information, including, without limitation, the factors discussed in the "Risk Factors" section of this MD&A and in our AIF. A copy of the AIF can be accessed under our profile on SEDAR at [www.sedar.com](http://www.sedar.com). These factors are not intended to represent a complete list of the factors that could affect the Company; however, these factors should be considered carefully.

The purpose of the forward-looking information is to provide the reader with a description of management's current expectations regarding the Company's financial performance and may not be appropriate for other purposes. Readers should not place undue reliance on forward-looking information contained herein. To the extent any forward-looking information in this MD&A constitutes future-oriented financial information, within the meaning of applicable securities laws, such information is being provided to demonstrate the potential of the Company and readers are cautioned that this information may not be appropriate for any other purpose. Future-oriented financial information, as with forward-looking information generally, are based on current assumptions and subject to risks, uncertainties and other factors. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement.

## Financial Highlights

The following tables set forth the selected financial information and industry metrics for the periods indicated (in thousands, except system-wide stores or as otherwise noted). We refer the reader to the section entitled "How We Assess the Performance of Our Business" of this MD&A for the definition of the items in the following table and, when applicable, to the section entitled "Selected Consolidated Financial Information and Industry Metrics" for reconciliations of non-IFRS measures with the most directly comparable IFRS measures.

### Q1 2023 Compared to Q1 2022

	Quarters Ended		
	April 1, 2023	April 2, 2022	% Change
	13 weeks	13 weeks	
Revenue	\$ 250,292	\$ 213,253	17.4 %
Gross profit margin	34.8 %	36.1 %	n/a
Operating income	\$ 34,867	\$ 35,161	(0.8)%
Net income	\$ 18,729	\$ 22,621	(17.2)%
System-wide sales <sup>(1)(2)</sup>	\$ 339,649	\$ 285,928	18.8 %
System-wide stores <sup>(1)</sup>	751	705	6.5 %
Same-store sales growth <sup>(1)</sup>	9.4 %	22.8 %	n/a
Same-store transaction growth <sup>(1)</sup>	3.0 %	18.4 %	n/a
Same-store average spend per transaction growth <sup>(1)</sup>	6.3 %	3.7 %	n/a
EBITDA <sup>(3)</sup>	\$ 43,759	\$ 44,030	(0.6)%
Adjusted EBITDA <sup>(3)</sup>	\$ 48,798	\$ 46,782	4.3 %
Adjusted Net Income <sup>(3)</sup>	\$ 22,952	\$ 24,819	(7.5)%
Adjusted Net Income per Diluted Share <sup>(3)</sup>	\$ 0.32	\$ 0.35	(8.6)%
Free Cash Flow <sup>(3)</sup>	\$ (16,707)	\$ (15,113)	(10.5)%

#### Notes:

<sup>(1)</sup> System-wide sales, system-wide stores, same-store sales growth, same-store transaction growth, and same-store average spend per transaction growth are supplementary financial measures. For further information on supplementary financial measures, see "Non-IFRS and Supplementary Financial Measures".

<sup>(2)</sup> System-wide sales for Q1 2023 and Q1 2022 includes sales from Chico (as hereinafter defined) of \$28.6 million and \$9.7 million, respectively (see "Acquisition of Chico").

<sup>(3)</sup> EBITDA, Adjusted EBITDA, Adjusted Net Income, Adjusted Net Income per Diluted Share, and Free Cash Flow are non-IFRS measures. Non-IFRS measures are not determined in accordance with IFRS, do not have standardized meanings and may not be comparable to similar financial measures presented by other companies. See "Selected Consolidated Financial Information and Industry Metrics" for a reconciliation of net income, an IFRS measure, to EBITDA, Adjusted EBITDA and Adjusted Net Income. See "– Liquidity and Capital Resources – Free Cash Flow" for a reconciliation of Free Cash Flow.

## **Overview**

Our mission is to be Canada's preferred pet retailer delivering the products, care, expertise, and memorable moments that devoted pet lovers want...locally in stores and everywhere online.

Since opening our first store in 1976, Pet Valu has grown to become Canada's leading pet retailer. As of Q1 2023, we operate 751 corporate-owned and franchised locations across the country – more than three times the number of stores of our closest competitor. Over our history, we have earned the trust and loyalty of devoted pet owners with our compassionate and knowledgeable service, our premium product offering which includes our award-winning proprietary brands, our in-store services and our expanding omni-channel capabilities. This winning strategy is underpinned by our highly flexible operating model which allows us to deliver superior unit economics and growth.

We and our franchisees have the largest specialty pet store network in Canada which creates significant brand awareness and provides our stores with access to millions of Canadian pet owners. We combine our scale with a highly localized retail strategy allowing us to offer our customers premium products at competitive prices while delivering personalized service. In addition to our nationally recognized and trusted Pet Valu banner, we also operate three banners in British Columbia (Bosley's by Pet Valu, Tisol, Total Pet), the Paulmac's Pets banner in Ontario, and the Chico banner in Quebec. These longstanding banners are deeply embedded in their respective communities and benefit from the scale of our national operating network.

## **Recent Developments**

### ***Acquisition of Chico***

On February 25, 2022, the Company acquired all of the issued and outstanding shares of Les Franchises Chico Inc. and 9353-0145 Quebec Inc. (collectively referred to as "Chico"), a franchisor of pet specialty stores in Quebec, Canada, for a total purchase price of approximately \$17.0 million. The purpose of the acquisition was to expand the Company's presence in the Quebec market. The Fiscal 2022 results include the consolidation of Chico from the acquisition date.

### ***2022 Secondary Offering***

On November 17, 2022, a secondary offering (the "2022 Secondary Offering") of the Company's common shares was completed by its principal shareholders on a bought deal basis. The 2022 Secondary Offering of 5,175,000 common shares at an offering price of \$37.40 per common share raised gross proceeds of \$193.5 million for the principal shareholders. The Company did not issue additional common shares or receive any of the proceeds from the 2022 Secondary Offering. Underwriting fees were paid by the principal shareholders, and other expenses related to the 2022 Secondary Offering of approximately \$0.4 million were paid by the Company and included in selling, general and administrative expenses in Fiscal 2022.

## Selected Consolidated Financial Information and Industry Metrics

The following table summarizes the Company's recent results of operations and selected financial position data for the periods indicated. The selected consolidated financial information set out below has been derived from our unaudited condensed interim consolidated financial statements and related notes (in thousands unless otherwise noted).

	Quarters Ended	
	April 1, 2023	April 2, 2022
	13 weeks	13 weeks
Revenue		
Retail sales	\$ 102,019	\$ 93,075
Franchise and other revenues	148,273	120,178
<b>Total Revenue</b>	<b>250,292</b>	<b>213,253</b>
Cost of sales	163,078	136,173
<b>Gross profit</b>	<b>87,214</b>	<b>77,080</b>
Selling, general and administrative expenses	52,347	41,919
<b>Operating income</b>	<b>34,867</b>	<b>35,161</b>
Interest expenses, net	6,907	3,981
Loss (gain) on foreign exchange	311	(21)
Other loss	1,425	28
<b>Income before income taxes</b>	<b>26,224</b>	<b>31,173</b>
Income tax expense	7,495	8,552
<b>Net income</b>	<b>18,729</b>	<b>22,621</b>
Basic net income per share attributable to the common shareholders	\$ 0.26	\$ 0.32
Diluted net income per share attributable to the common shareholders	\$ 0.26	\$ 0.32

	Quarter Ended	Fiscal Year Ended
	April 1, 2023	December 31, 2022
Total assets	\$ 710,441	\$ 740,176
Total non-current liabilities	521,777	550,595

The following table provides a reconciliation of net income to EBITDA and Adjusted EBITDA for the periods indicated (in thousands unless otherwise noted):

	Quarters Ended	
	April 1, 2023	April 2, 2022
	13 weeks	13 weeks
<b>Reconciliation of net income to Adjusted EBITDA:</b>		
Net income	\$ 18,729	\$ 22,621
Depreciation and amortization	10,628	8,876
Interest expenses, net	6,907	3,981
Income taxes expense	7,495	8,552
<b>EBITDA</b>	<b>43,759</b>	<b>44,030</b>
Adjustments to EBITDA:		
Information technology transformation costs <sup>(1)</sup>	722	1,070
Business transformation costs <sup>(2)</sup>	1,580	—
Other professional fees <sup>(3)</sup>	—	648
Share-based compensation <sup>(4)</sup>	1,001	1,027
Loss (gain) on foreign exchange <sup>(5)</sup>	311	(21)
Investment in associate <sup>(6)</sup>	1,425	28
<b>Adjusted EBITDA</b>	<b>\$ 48,798</b>	<b>\$ 46,782</b>
<b>Adjusted EBITDA as a percentage of revenue</b>	<b>19.5%</b>	<b>21.9%</b>

Notes:

- <sup>(1)</sup> Represents discrete, project-based implementation costs associated with new information technology systems and discrete SaaS arrangements for transformational initiatives supporting merchandise planning, inventory and order management, e-commerce and omni-channel capabilities, customer relationship management and other key processes.
- <sup>(2)</sup> Represents expenses associated to supply chain transformation initiatives, including the new distribution centre.
- <sup>(3)</sup> Professional fees primarily incurred with respect to: (i) the Canada Revenue Agency's ("CRA") examination of the Company's Canadian tax filings for the 2016 fiscal year; and (ii) acquisition and integration costs incurred in relation to Chico in Fiscal 2022.
- <sup>(4)</sup> Represents share-based compensation in respect of our amended and restated share option plan, long-term incentive plan, and deferred share unit plan.
- <sup>(5)</sup> Represents foreign exchange gains and losses.
- <sup>(6)</sup> Represents the Company's share of loss from associate (Q1 2023 and Q1 2022 — \$0.1 million and \$0.03 million, respectively) and the loss on the derecognition of the related call option (Q1 2023 — \$1.3 million).

The following table provides a reconciliation of net income to Adjusted Net Income for the periods and years indicated (in thousands unless otherwise noted):

	Quarters Ended	
	April 1, 2023	April 2, 2022
	13 weeks	13 weeks
<b>Reconciliation of net income to Adjusted Net Income:</b>		
Net income	\$ 18,729	\$ 22,621
Adjustments to net income:		
Information technology transformation costs <sup>(1)</sup>	722	1,070
Business transformation costs <sup>(2)</sup>	1,580	—
Other professional fees <sup>(3)</sup>	—	648
Share-based compensation <sup>(4)</sup>	1,001	1,027
Loss (gain) on foreign exchange <sup>(5)</sup>	311	(21)
Investment in associate <sup>(6)</sup>	1,425	28
Tax effect of adjustments to net income	(816)	(554)
<b>Adjusted Net Income</b>	<b>\$ 22,952</b>	<b>\$ 24,819</b>
<b>Adjusted Net Income as a percentage of revenue</b>	<b>9.2%</b>	<b>11.6%</b>
<b>Adjusted Net Income per Diluted Share</b>	<b>\$ 0.32</b>	<b>\$ 0.35</b>

Notes:

- (1) Represents discrete, project-based implementation costs associated with new information technology systems and discrete SaaS arrangements for transformational initiatives supporting merchandise planning, inventory and order management, e-commerce and omni-channel capabilities, customer relationship management and other key processes.
- (2) Represents expenses associated to supply chain transformation initiatives, including the new distribution centre.
- (3) Professional fees primarily incurred with respect to: (i) the CRA's examination of the Company's Canadian tax filings for the 2016 fiscal year; and (ii) acquisition and integration costs incurred in relation to Chico in Fiscal 2022.
- (4) Represents share-based compensation in respect of our amended and restated share option plan, long-term incentive plan, and deferred share unit plan.
- (5) Represents foreign exchange gains and losses.
- (6) Represents the Company's share of loss from associate (Q1 2023 and Q1 2022 — \$0.1 million and \$0.03 million, respectively) and the loss on the derecognition of the related call option (Q1 2023 — \$1.3 million).

## Supplemental Information on Leased Premises

The table below provides additional information on expenses for leased premises associated with the application of IFRS 16, *Leases*.

	Quarters Ended	
	April 1, 2023	April 2, 2022
	13 weeks	13 weeks
Depreciation expense on right-of-use assets <sup>(1)</sup>	\$ 4,758	\$ 4,517
Interest expense on lease liabilities <sup>(1)</sup>	3,140	2,833
Interest income on lease receivables <sup>(1)</sup>	(2,067)	(1,776)
<b>Net depreciation and interest expense associated to leased premises</b>	<b>\$ 5,831</b>	<b>\$ 5,574</b>

Note:

<sup>(1)</sup> Represents income and expenses for leased premises included in the consolidated statements of financial position related to the application of IFRS 16, *Leases*. Specifically, this includes depreciation on right-of-use assets for leased premises, interest expense on lease liabilities for leased premises and interest income on lease receivables. For additional information, refer to the unaudited condensed interim consolidated financial statements for the periods ended April 1, 2023 and April 2, 2022.

## Summary of Factors Affecting Performance

We believe that our performance and future success depends on a number of factors that present significant opportunities for us. These factors are also subject to, and may pose, a number of inherent risks and challenges. Refer to "Risk Factors" in our most recent AIF for additional information.

### ***Store Expansion and Enhancement***

Between 2020 and 2022, we grew our store network at a compound annual growth rate of 8.2%, having opened 18 net new stores in 2020, 28 net new stores in 2021, 45 net new stores and acquired 66 franchised stores as part of the Chico acquisition in 2022. In Fiscal 2023, the Company plans to open 40 to 50 new stores and mixed between corporate-owned and franchised stores. In addition to opening new stores, the Company has increased sales and operating results by enhancing elements of its existing stores by enlarging square footage, adding in-store services, and relocating or renovating stores. From 2020 to 2022, we and our franchisees expanded, renovated, or relocated an average of 25 stores per year. The Company and its franchisees plan to expand, renovate or relocate between 20 to 30 stores in Fiscal 2023.

The following table summarizes the change in the Company's store count for the periods indicated:

	Quarters Ended	
	April 1, 2023 13 weeks	April 2, 2022 13 weeks
<b>Corporate-owned stores:</b>		
Beginning of period	225	227
New stores opened	2	4
Re-franchised <sup>(1)</sup>	(1)	—
<b>Corporate-owned stores end of period</b>	<b>226</b>	<b>231</b>
<b>Franchised stores:</b>		
Beginning of period	519	406
New stores opened	5	2
Chico acquisition	—	66
Re-franchised <sup>(1)</sup>	1	—
<b>Franchised stores end of period</b>	<b>525</b>	<b>474</b>
<b>System-wide stores</b>	<b>751</b>	<b>705</b>
<b>Stores renovated, expanded or relocated<sup>(2)</sup></b>	<b>2</b>	<b>9</b>

Notes:

<sup>(1)</sup> Re-franchised means a store previously run as a corporate-owned store and now owned and operated by a franchisee.

<sup>(2)</sup> During Q1 2023 and Q1 2022, the Company renovated, expanded, or relocated a total of two and eight corporate-owned stores, respectively. During Q1 2023 and Q1 2022, there were nil and one franchised store renovated, expanded, or relocated respectively.

## How We Assess the Performance of Our Business

*Revenue.* The Company's revenue is comprised of retail sales and franchise and other revenues. The following is a brief description of the components of our revenue.

- The Company's retail sales include corporate-owned retail store and e-commerce merchandise sales as well as in-store grooming and dog wash services. Retail sales are net of sales tax collected from the customer on behalf of government authorities.
- Franchise and other revenues include both one-time and ongoing amounts, consisting of initial and renewal franchise fees, royalties, percentage rent and common area maintenance and realty tax revenues from properties subleased to franchisees, wholesale merchandise sales, promotion fees, and fees for other services. Franchise royalties, promotion fees and percentage rent are based on a percentage of the franchisees' retail sales. Percentage rent represents the Company's variable participation in sales performance when such figure is in excess of a contractual minimum base rent. The portion in excess of base rent is included in royalties and sublease revenues.

*Cost of sales.* Cost of sales reflects inventory and product-related costs, warehousing and distribution costs, depreciation expense for store right-of-use assets and distribution centre assets and occupancy costs related to store operations, such as variable lease payments, common area maintenance, utilities and general store maintenance.

*Gross profit.* Gross profit reflects our revenue less cost of sales.

*Gross profit margin.* Gross profit margin is defined as gross profit as a percentage of revenue and is impacted by components of cost of sales, product mix and markdowns.

*Selling, general and administrative expenses.* Selling, general and administrative expenses (“SG&A”) are predominantly comprised of wages, benefits, share-based compensation, franchise development expenses, travel, marketing, professional fees and other expenses related to the corporate infrastructure required to support our corporate-owned and franchised stores. SG&A expenses also include depreciation and amortization expenses for all property and equipment at corporate-owned stores and the corporate office, intangible assets, and corporate office right-of-use assets.

*Operating income.* Operating income is defined as gross profit less selling, general and administrative expenses.

*EBITDA.* EBITDA is defined as net income (loss) before interest expense (net), income tax expense (recovery) and depreciation and amortization.

*Adjusted EBITDA.* Adjusted EBITDA is defined as net income (loss) before interest expense (net), income tax expense (recovery) and depreciation and amortization adjusted for the impact of certain expenses, costs or benefits incurred which in management’s view are not indicative of the underlying business performance, including management fees, information technology transformation costs (representing discrete, project-based implementation costs associated with new technology systems and discrete software as a service (“SaaS”) arrangements costs for transformational initiatives), IPO readiness and separation costs, business transformation costs, other professional fees (incurred with respect to the examination of tax filings for the 2016 fiscal year), share-based compensation expense, asset impairments, gain (loss) on foreign exchange, and investment in associate (representing the share of gain or loss from an associate and any gains or losses on a related call option). We believe Adjusted EBITDA is a useful measure of operating performance as it provides a more relevant picture of operating results by facilitating a comparison of our performance on a consistent basis from period-to-period and provides a more complete understanding of factors and trends affecting our business.

*Adjusted Net Income.* Adjusted Net Income is defined as net income (loss), adjusted for the impact of certain expenses, costs or benefits incurred which in management’s view are not indicative of the underlying business performance, including management fees, information technology transformation costs (representing discrete, project-based implementation costs associated with new technology systems and discrete SaaS arrangements costs for transformational initiatives), IPO readiness and separation costs, business transformation costs, other professional fees (incurred with respect to the examination of tax filings for the 2016 fiscal year), share-based compensation expense, asset impairments, gain (loss) on foreign exchange, and investment in associate (representing the share of gain or loss from an associate and any gains or losses on a related call option). We believe Adjusted Net Income is a useful measure of performance, as it provides a more relevant picture of results and facilitates a comparison of our performance on a consistent basis from period-to-period and provides a more complete understanding of factors and trends affecting our business.

*Adjusted Net Income per Diluted Share.* Adjusted Net Income per Diluted Share is defined as Adjusted Net Income divided by the total weighted average number of outstanding diluted common shares at the end of the most recently completed quarter for the relevant period. We believe Adjusted Net Income per Diluted Share is a useful measure to assess the performance of the Company.

*Free Cash Flow.* Free Cash Flow is defined as net cash generated from operating activities and investing activities less repayments of principal on lease liabilities, interest on lease liabilities and notes receivables. It is a key metric as an indicator of how much cash is available for debt repayment, share repurchases, re-investment in the Company and other financing activities. Our ability to generate Free Cash Flow is an indicator of the financial strength of our business, as we require capital expenditures to build and maintain stores and purchase new equipment to improve our business and infrastructure.

*Net Capital Expenditures.* Net Capital Expenditures represents purchases of property and equipment, purchase of intangible assets, proceeds on disposal of property and equipment and tenant

allowances on a cash basis as disclosed in our consolidated statements of cash flows in the investing activities.

*System-wide stores.* System-wide stores reflects the number of total stores, including corporate-owned and franchised stores, open across the system at the end of a particular reporting period. The number of corporate-owned and franchised stores along with the number of operating weeks is used by management to evaluate new store growth, system-wide sales, franchise revenues and store performance.

*System-wide sales.* System-wide sales reflects the aggregation of retail sales at corporate-owned stores, e-commerce sales, plus the franchise retail sales occurring at franchised stores to their customers. This measure allows management to assess changes in the Company's overall system performance, the health of its brand and the strength of its market position relative to its competitors. System-wide sales are driven by the number of system-wide stores open in any period and their respective growth. For clarity, franchise retail sales are not included in the total revenue figure. The Company's revenue reflects retail sales and franchise and other revenue as defined under the definition of revenue above.

*Same-store sales growth.* Same-store sales growth is defined as the percentage change in retail sales generated by system-wide stores, that have been opened for at least 52 weeks and e-commerce sales relative to the same period in the prior fiscal year. Stores that are renovated, expanded, or relocated are included in the metric on the first day of operation if the original store was open for at least 52 weeks. Stores that are acquired through business acquisitions are excluded from this metric for at least 52 weeks from the date of the acquisition. The primary drivers of same-store sales growth are changes in the transaction count and the average spend per transaction. Same-store sales growth is used by management to better understand the level of growth of our business as it explains what portion of the sales growth is attributable to established stores and what portion can be attributed to the opening of new stores.

*Same-store transaction growth.* Same-store transaction growth is defined as the percentage change in the number of store transactions generated by system-wide stores, that have been opened for at least 52 weeks and e-commerce sales relative to the same period in the prior fiscal year. Stores that are renovated, expanded, or relocated are included in the metric on the first day of operation if the original store was open for at least 52 weeks. Stores that are acquired through business acquisitions are excluded from this metric for at least 52 weeks from the date of the acquisition.

*Same-store average spend per transaction growth.* Same-store average spend per transaction growth is defined as retail sales generated by system-wide stores, that have been opened for at least 52 weeks and e-commerce sales relative to the same period in the prior fiscal year divided by the number of same-store transactions generated by system-wide stores, unless otherwise noted, that have been opened for at least 52 weeks and e-commerce sales relative to the same period in the prior fiscal year. Stores that are acquired through business acquisitions are excluded from this metric for at least 52 weeks from the date of the acquisition.

## **Results of Operations**

### ***Analysis of Results for Q1 2023 compared to Q1 2022***

*Revenue.* Total revenue was \$250.3 million in Q1 2023, an increase of \$37.0 million, or 17.4%, compared to \$213.3 million in Q1 2022. The current quarter includes \$3.6 million of franchise and other revenues from Chico compared to \$0.8 million in the comparative quarter given the timing of the acquisition. The increase in revenue was driven by growth in retail sales, as well as franchise and other revenues, as described in more detail below.

*Retail sales.* Retail sales were \$102.0 million in Q1 2023, an increase of \$8.9 million, or 9.6%, as compared to \$93.1 million in Q1 2022. The increase in retail sales was primarily attributable to higher same-store sales growth and new store openings in the last 12 months partially offset by re-franchised stores.

*Franchise and other revenues.* Franchise and other revenues were \$148.3 million in Q1 2023, an increase of \$28.1 million, or 23.4%, as compared to \$120.2 million in Q1 2022. The current quarter includes \$3.6 million of franchise and other revenues from Chico compared to \$0.8 million in the comparative quarter given the timing of the acquisition. Excluding the impact of Chico, the increase in franchise and other revenues was mostly due to higher wholesale merchandise sales of \$21.9 million and higher royalties and sub-lease revenues of \$2.7 million driven by: (i) higher same-store sales growth; (ii) an increase in the number of new franchised stores in the last 12 months; and (iii) higher fill rates to our franchisees.

*Same-store sales growth.* Same-store sales growth was 9.4% in Q1 2023 primarily driven by a 3.0% increase in same-store transactions and a 6.3% increase in same-store average spend per transaction. Same-store sales growth in Q1 2023 included a negative impact of approximately 1.2% due to the timing of New Year's day. This is compared to same-store sales growth of 22.8% in Q1 2022, which primarily consisted of an 18.4% increase in same-store transactions and a 3.7% increase in same-store average spend per transaction. Q1 2022 same-store sales growth was elevated given the comparative period, Q1 2021, was impacted by a shift in consumer behaviour associated with COVID-19 restrictions.

*Gross profit.* Gross profit increased by \$10.1 million, or 13.1%, to \$87.2 million in Q1 2023, compared to \$77.1 million in Q1 2022. Gross profit margin was 34.8% in Q1 2023, compared to 36.1% in Q1 2022. The gross profit margin decrease was primarily driven by: (i) the unfavourable impact of the weaker Canadian dollar on non-domestic sourced products primarily denominated in U.S. dollars; (ii) higher wholesale merchandise sales due to increased franchise penetration and improved fill rates to franchisees; partially offset by (iii) favourable product margins due to lower freight costs; and (iv) the acquisition of Chico.

*SG&A expenses.* SG&A expenses were \$52.3 million in Q1 2023, an increase of \$10.4 million, or 24.9%, compared to \$41.9 million in Q1 2022. SG&A expenses represented 20.9% and 19.7% of total revenue for Q1 2023 and Q1 2022, respectively. The increase of \$10.4 million in SG&A expenses was primarily due to: (i) increased compensation costs as a result of headcount and salary investments; (ii) higher technology costs to modernize our systems including our warehousing and omni-channel capabilities; (iii) higher advertising expenses; (iv) higher depreciation and amortization from store growth and investments and other assets; partially offset by (v) lower professional fees.

*Operating income.* Operating income decreased by \$0.3 million to \$34.9 million in Q1 2023, compared to \$35.2 million in Q1 2022. The change in operating income is explained by the factors impacting gross profit and SG&A expenses described above.

*Net interest expense.* Net interest expense was \$6.9 million in Q1 2023, an increase of \$2.9 million, or 73.5%, compared to \$4.0 million in Q1 2022. The increase was primarily driven by higher interest expense on the 2021 Term Facility (as hereinafter defined) resulting from higher interest rates compared to Q1 2022 .

*Income taxes.* Income taxes were \$7.5 million in Q1 2023 compared to \$8.6 million in Q1 2022, a decrease of \$1.1 million year over year. The decrease in income taxes was primarily the result of lower taxable earnings in Q1 2023. The effective income tax rate was 28.6% in Q1 2023 compared to 27.4% in Q1 2022. The Q1 2023 and Q1 2022 effective tax rate is higher than the blended statutory rate of 26.5% primarily because of the loss on the derecognition of the call option related to an investment in associate and non-deductible expenses.

*Net income.* Net income decreased by \$3.9 million to \$18.7 million in Q1 2023, compared to \$22.6 million in Q1 2022. The decrease in net income is primarily explained by the loss on the derecognition of the call option related to an investment in associate, higher net interest expense, as described above, and partially offset by the lower income taxes, as described above.

*Diluted net income per share attributable to the common shareholders.* Diluted net income per share attributable to the common shareholders decreased by \$0.06 to \$0.26 in Q1 2023, compared to \$0.32 in Q1 2022. The 18.8% year over year decrease results primarily from the factors described above.

*Adjusted EBITDA.* Adjusted EBITDA increased by \$2.0 million, or 4.3%, to \$48.8 million in Q1 2023, compared to \$46.8 million in Q1 2022. Adjusted EBITDA excludes \$2.3 million of higher costs from business transformation, investment in associate including the derecognition of the related call option in Q1 2023, other professional fees, information technology transformation, share-based compensation, and loss (gain) on foreign exchange. Adjusted EBITDA was also impacted by lower EBITDA of \$0.3 million in Q1 2023 compared to Q1 2022. Adjusted EBITDA as a percentage of revenue was 19.5% and 21.9% in Q1 2023 and Q1 2022, respectively.

*Adjusted Net Income.* Adjusted Net Income decreased by \$1.9 million to \$23.0 million in Q1 2023, compared to \$24.8 million in Q1 2022. Adjusted Net Income as a percentage of revenue was 9.2% in Q1 2023 and 11.6% in Q1 2022. The 2.5% year over year decrease results from the factors described above.

*Adjusted Net Income per Diluted Share.* Adjusted Net Income per Diluted Share decreased by \$0.03 to \$0.32 in Q1 2023, compared to \$0.35 in Q1 2022. The 8.6% year over year decrease results primarily from the factors described above.

## **Total Assets**

### ***Q1 2023 compared to Fiscal 2022***

Total assets were \$710.4 million at Q1 2023, an decrease of \$29.7 million or 4.0%, compared to \$740.2 million at Fiscal 2022. The change was mostly explained by a decrease in cash of \$50.8 million primarily due to a voluntary \$28.0 million repayment of amounts drawn on the 2021 Term Facility, a decrease in prepaid expenses and other assets of \$7.1 million primarily due to the timing of lease payments, partially offset by higher inventory of \$21.7 million mostly due to growth in revenue, improved vendor fill rates, and timing of receipts resulting from global supply chain improvements, an increase in property and equipment of \$3.2 million due to the construction-in-progress of the new distribution centre, leasehold improvements and furniture and fixtures for corporate-owned stores, and higher lease receivables of \$2.9 million resulting from the opening of new franchise stores.

## **Total Non-Current Liabilities**

### ***Q1 2023 compared to Fiscal 2022***

Total non-current liabilities were \$521.8 million at Q1 2023, a decrease of \$28.8 million, compared to \$550.6 million at Fiscal 2022. The decrease was mostly driven by lower long-term debt of \$32.1 million as a result of a voluntary \$28.0 million repayment of amounts drawn on the 2021 Term Facility in addition to the mandatory quarterly principal repayments, partially offset by an increase in long-term lease liabilities of \$2.9 million resulting from the growth in store counts and renewal of existing leases.

## **Selected Quarterly Results and Performance Measures**

The following table summarizes selected results of the Company's operations for the last eight most recently completed quarters (information is in thousands of Canadian dollars unless otherwise noted). The unaudited quarterly results, excluding other performance measures, have been prepared in accordance with IFRS. Due to seasonality, the results of operations for any quarter are not necessarily indicative of the results of operations for the fiscal year. In general, the fourth quarter has the strongest volume due to the holiday season. Additionally, quarterly performance can be impacted by the timing of holidays and significant weather changes. For Fiscal 2022, the results include the consolidation of Chico from the acquisition date of February 25, 2022. Also, on January 3, 2022, additional restrictions were put in place across provinces in response to the COVID-19 pandemic. In February 2022, most provinces started easing restrictions and in Ontario, all capacity limitations were lifted as of March 1, 2022. For Fiscal 2021, more than 50% of our stores were restricted to curbside pick-up shopping for 20 weeks due to the COVID-19 pandemic, specifically 10 weeks in Q1 2021 and 10 weeks in Q2 2021. For Fiscal 2021, the gross profit margin improvement over the second and third quarters was primarily driven by: (i) the favourable impact of the stronger Canadian dollar on products sourced outside Canada and primarily denominated in U.S. dollars; and (ii) leverage gained on fixed costs due to higher revenue. During the fourth quarter of Fiscal 2021, gross profit margin benefited from the stronger Canadian dollar and leverage on fixed costs, but was partially offset by the absorption of incremental freight costs due to global supply chain issues.

	Fiscal 2023		Fiscal 2022		Fiscal 2021			
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
	13 weeks	13 weeks	13 weeks	13 weeks	13 weeks	13 weeks	13 weeks	13 weeks
<b>IFRS Measures</b>								
Revenue	\$250,292	\$266,044	\$244,724	\$227,676	\$213,253	\$223,053	\$200,706	\$182,182
Gross profit	\$ 87,214	\$ 96,304	\$ 93,542	\$ 85,371	\$ 77,080	\$ 82,024	\$ 78,332	\$ 67,160
Gross profit margin	34.8%	36.2%	38.2%	37.5%	36.1%	36.8%	39.0%	36.9%
Operating Income	\$ 34,867	\$ 42,411	\$ 43,311	\$ 39,309	\$ 35,161	\$ 41,266	\$ 38,961	\$ 26,557
Net income	\$ 18,729	\$ 25,881	\$ 26,986	\$ 25,278	\$ 22,621	\$ 26,741	\$ 24,349	\$ 44,294
Weighted average number of common shares (in thousands) <sup>(1)</sup>	70,985	70,762	70,576	70,336	70,128	69,997	69,979	69,974
Weighted average number of diluted common shares (in thousands)	72,246	72,135	71,828	71,794	71,666	71,659	71,461	71,364
Basic net income per share attributable to the common shareholders	\$ 0.26	\$ 0.37	\$ 0.38	\$ 0.36	\$ 0.32	\$ 0.38	\$ 0.35	\$ 0.61
Diluted net income per share attributable to the common shareholders	\$ 0.26	\$ 0.36	\$ 0.38	\$ 0.35	\$ 0.32	\$ 0.37	\$ 0.34	\$ 0.60
<b>Non-IFRS Measures and Supplementary Financial Measures</b>								
System-wide sales <sup>(1)(2)</sup>	\$339,649	\$360,634	\$331,649	\$312,508	\$285,928	\$288,467	\$258,592	\$231,452
System-wide stores <sup>(1)</sup>	751	744	729	717	705	633	622	616
Same-store sales growth <sup>(1)</sup>	9.4%	11.8%	14.7%	21.2%	22.8%	16.7%	20.3%	28.4%
EBITDA <sup>(3)</sup>	\$ 43,759	\$ 52,424	\$ 52,157	\$ 48,611	\$ 44,030	\$ 49,790	\$ 47,026	\$ 78,047
Adjusted EBITDA <sup>(3)(4)</sup>	\$ 48,798	\$ 59,301	\$ 56,954	\$ 51,807	\$ 46,782	\$ 53,335	\$ 50,668	\$ 42,303
Adjusted Net Income <sup>(3)(4)</sup>	\$ 22,952	\$ 31,127	\$ 30,749	\$ 27,876	\$ 24,819	\$ 29,296	\$ 27,687	\$ 8,695
Adjusted Net Income per Diluted Share <sup>(3)</sup>	\$ 0.32	\$ 0.43	\$ 0.43	\$ 0.39	\$ 0.35	\$ 0.41	\$ 0.39	\$ 0.12

Notes:

- (1) System-wide sales, system-wide stores and same-store sales growth are supplementary financial measures. For further information on supplementary financial measures, see "Non-IFRS and Supplementary Financial Measures" section of this MD&A.
- (2) System-wide sales in Q1, Q2, Q3, and Q4 2022 includes sales from Chico of \$9.7 million, \$24.6 million, \$27.5 million, and \$29.6 million respectively (see "Acquisition of Chico"). Q1 2023 includes system-wide sales from Chico of \$28.6 million.
- (3) EBITDA, Adjusted EBITDA, Adjusted Net Income, and Adjusted Net Income per Diluted Share are non-IFRS measures. See below for a reconciliation from net income, an IFRS measure, for each fiscal quarter in Fiscal 2022 and Fiscal 2021. For the reconciliation of net income to EBITDA, Adjusted EBITDA, and Adjusted Net Income for Q1 2023, see "Selected Consolidated Financial Information and Industry Metrics".
- (4) In Q3 2022, the Company revised its definition of Adjusted EBITDA and Adjusted Net Income to exclude the gain on the fair value of the call option related to an investment in an associate. Comparative figures prior to Q2 2022 are not impacted by the change in definition. The previously reported Q2 2022 Adjusted EBITDA of \$52.1 million was revised to exclude a \$0.2 million gain on the fair value of the call option. The previously reported Q2 2022 Adjusted Net Income of \$28.1 million was revised to exclude a \$0.2 million gain on the fair value of the call option, net of tax.

The following table provides a reconciliation of net income to EBITDA and Adjusted EBITDA for the periods indicated (in thousands unless otherwise noted):

	Fiscal 2022				Fiscal 2021		
	Q4	Q3	Q2	Q1	Q4	Q3	Q2
	13 weeks	13 weeks	13 weeks	13 weeks	13 weeks	13 weeks	13 weeks
<b>Reconciliation of net income to Adjusted EBITDA:</b>							
Net income	\$ 25,881	\$ 26,986	\$ 25,278	\$ 22,621	\$ 26,741	\$ 24,349	\$ 44,294
Depreciation and amortization	10,332	9,595	9,270	8,876	8,637	8,434	8,554
Interest expenses, net	6,429	5,508	4,560	3,981	4,403	4,492	19,981
Income taxes expense	9,782	10,068	9,503	8,552	10,009	9,751	5,218
<b>EBITDA</b>	<b>52,424</b>	<b>52,157</b>	<b>48,611</b>	<b>44,030</b>	<b>49,790</b>	<b>47,026</b>	<b>78,047</b>
Adjustments to EBITDA:							
Management fees <sup>(1)</sup>	—	—	—	—	—	—	439
Information technology transformation costs <sup>(2)</sup>	1,984	1,252	1,007	1,070	1,518	1,239	1,305
IPO readiness and separation costs <sup>(3)</sup>	—	—	—	—	—	709	2,191
Business transformation costs <sup>(4)</sup>	1,482	834	381	—	514	205	1,100
Other professional fees <sup>(5)</sup>	714	163	348	648	246	80	275
Share-based compensation <sup>(6)</sup>	1,930	1,799	1,492	1,027	1,154	1,023	1,882
Asset impairments <sup>(7)</sup>	448	—	—	—	—	17	—
(Gain) loss on foreign exchange <sup>(8)</sup>	180	832	120	(21)	105	369	(42,936)
Investment in associate <sup>(9)</sup>	139	(83)	(152)	28	8	—	—
<b>Adjusted EBITDA</b>	<b>\$ 59,301</b>	<b>\$ 56,954</b>	<b>\$ 51,807</b>	<b>\$ 46,782</b>	<b>\$ 53,335</b>	<b>\$ 50,668</b>	<b>\$ 42,303</b>

Notes:

- (1) Represents management fees paid to entities affiliated with Roark Capital Management, LLC ("Roark"). Concurrent with the closing, on June 30, 2021, of the Company's initial public offering (the "Offering"), the Company terminated the management agreement with Roark.
- (2) Represents discrete, project-based implementation costs associated with new information technology systems and discrete SaaS arrangements for transformational initiatives supporting merchandise planning, inventory and order management, e-commerce and omni-channel capabilities, customer relationship management and other key processes.
- (3) Represents expenses incurred related to the following: (i) consulting, legal and accounting fees for projects and process improvements incurred in the preparation of the Offering and the legal restructuring of the Company in Fiscal 2021 prior to the Offering (the "Pre-IPO Restructuring"); (ii) retention bonuses for certain key management personnel in connection with the Offering; and (iii) in Q3 2021, professional fees incurred with respect to the secondary offering of the Company's common shares completed by its principal shareholders on September 28, 2021 (the "Offering"). In Q2 2021, the Company recorded share-based compensation expense in relation to the retention bonuses of \$1.2 million which is included in SG&A. This amount was previously recorded as bonus expense and included in SG&A in the year ended January 2, 2021 ("Fiscal 2020") and reclassified to share-based compensation in Q2 2021 as a result of being paid through the issuance of common shares in lieu of cash.
- (4) For Fiscal 2022, represents expenses associated to supply chain transformation initiatives, including the new distribution centre. For Fiscal 2021, predominately represents severance, recruitment, and consulting expenses associated to the strategic reorganization in the senior leadership team and key functional departments as part of the Company's Pre-IPO Restructuring.
- (5) Professional fees primarily incurred with respect to: (i) the CRA's examination of the Company's Canadian tax filings for the 2016 fiscal year; and (ii) acquisition and integration costs incurred in relation to Chico in Fiscal 2022.
- (6) Represents share-based compensation in respect of our amended and restated share option plan, long-term incentive plan, and deferred share unit plan. Share-based compensation for Q2 2021 also includes expense in relation to retention bonuses of \$1.2 million which were paid through the issuance of common shares in lieu of cash. This amount was previously recorded as bonus expense and included in SG&A in Fiscal 2020.
- (7) Non-cash impairment charge taken against certain right-of-use assets for closed or relocated corporate-owned stores.
- (8) Represents foreign exchange gains and losses.
- (9) Represents the Company's share of loss from associate and the gain on the fair value of the related call option. During Q3 2022, the Company revised its definition of Adjusted EBITDA to exclude the gain on the fair value of the related call option. Comparative figures prior to Q2 2022 are not impacted by the change in definition. The previously reported Q2 2022 Adjusted EBITDA of \$52.1 million was revised to exclude a \$0.2 million gain on the fair value of the call option.

The following table provides a reconciliation of net income to Adjusted Net Income for the periods indicated (in thousands unless otherwise noted):

	Fiscal 2022				Fiscal 2021		
	Q4	Q3	Q2	Q1	Q4	Q3	Q2
	13 weeks	13 weeks	13 weeks	13 weeks	13 weeks	13 weeks	13 weeks
<b>Reconciliation of net income to Adjusted Net Income:</b>							
Net income	\$ 25,881	\$ 26,986	\$ 25,278	\$ 22,621	\$ 26,741	\$ 24,349	\$ 44,294
Adjustments to net income:							
Management fees <sup>(1)</sup>	—	—	—	—	—	—	439
Information technology transformation costs <sup>(2)</sup>	1,984	1,252	1,007	1,070	1,518	1,239	1,305
IPO readiness and separation costs <sup>(3)</sup>	—	—	—	—	—	709	2,191
Business transformation costs <sup>(4)</sup>	1,482	834	381	—	514	205	1,100
Other professional fees <sup>(5)</sup>	714	163	348	648	246	80	275
Share-based compensation <sup>(6)</sup>	1,930	1,799	1,492	1,027	1,154	1,023	1,882
Asset impairments <sup>(7)</sup>	448	—	—	—	—	17	—
(Gain) loss on foreign exchange <sup>(8)</sup>	180	832	120	(21)	105	369	(42,936)
Investment in associate <sup>(9)</sup>	139	(83)	(152)	28	8	—	—
Tax effect of adjustments to net income	(1,631)	(1,034)	(598)	(554)	(990)	(304)	145
<b>Adjusted Net Income</b>	<b>\$ 31,127</b>	<b>\$ 30,749</b>	<b>\$ 27,876</b>	<b>\$ 24,819</b>	<b>\$ 29,296</b>	<b>\$ 27,687</b>	<b>\$ 8,695</b>

Notes:

- (1) Represents management fees paid to entities affiliated with Roark. Concurrent with the closing of the Offering, the Company terminated the management agreement with Roark.
- (2) Represents implementation costs associated with new information technology systems and discrete SaaS arrangements for transformational initiatives supporting merchandise planning, inventory and order management, e-commerce and omni-channel capabilities, customer relationship management and other key processes.
- (3) Represents expenses incurred related to the following: (i) consulting, legal and accounting fees for projects and process improvements incurred in the preparation of the Offering and the Pre-IPO Restructuring; (ii) retention bonuses for certain key management personnel in connection with the Offering; and (iii) in Q3 2021, professional fees incurred with respect to the 2021 Secondary Offering. In Q2 2021, the Company recorded share-based compensation expense in relation to the retention bonuses of \$1.2 million which is included in SG&A. This amount was previously recorded as bonus expense and included in SG&A in Fiscal 2020 and reclassified to share-based compensation in Q2 2021 as a result of being paid through the issuance of common shares in lieu of cash.
- (4) For Fiscal 2022, represents expenses associated to supply chain transformation initiatives, including the new distribution centre. For Fiscal 2021, predominately represents severance, recruitment, and consulting expenses associated to the strategic reorganization in the senior leadership team and key functional departments as part of the Pre-IPO Restructuring.
- (5) Professional fees primarily incurred with respect to: (i) the CRA's examination of the Company's Canadian tax filings for the 2016 fiscal year; and (ii) acquisition and integration costs incurred in relation to Chico in Fiscal 2022.
- (6) Represents share-based compensation in respect of our amended and restated share option plan, long-term incentive plan, and deferred share unit plan. Share-based compensation for Fiscal 2021 also includes expense in relation to retention bonuses of \$1.2 million which were paid through the issuance of common shares in lieu of cash. This amount was previously recorded as bonus expense and included in SG&A in Fiscal 2020.
- (7) Non-cash impairment charge taken against certain right-of-use assets for closed or relocated corporate-owned stores.
- (8) Represents foreign exchange gains and losses.
- (9) Represents the Company's share of loss from associate and the gain on the fair value of the related call option. During Q3 2022, the Company revised its definition of Adjusted Net Income to exclude the gain on the fair value of the related call option. Comparative figures prior to Q2 2022 are not impacted by the change in definition. The previously reported Q2 2022 Adjusted Net Income of \$28.1 million was revised to exclude a \$0.2 million gain on the fair value of the call option, net of tax.

## **Liquidity and Capital Resources**

### **Overview**

Our primary sources of liquidity and capital resources are cash generated from operating activities and borrowings under our credit facility. Our principal uses of funds are operating expenses, working capital, capital expenditures, and debt service requirements.

As of Q1 2023, available liquidity was approximately \$142.3 million, as compared to \$193.0 million as of Fiscal 2022, and was comprised of:

- cash and cash equivalents of \$12.3 million, as compared to \$63.0 million as of Fiscal 2022; and
- available borrowings of \$130.0 million under the 2021 Revolving Facility (as hereinafter defined), as of Q1 2023 and Fiscal 2022.

We believe that our cash and cash equivalents combined with the expected cash flow from operations and liquidity to be available under the 2021 Credit Facilities (as hereinafter defined) will be sufficient to finance our continued operations for at least the next 12 months, including our operating expenses, capital expenditures, debt service and return to shareholders. In addition, we believe that our capital structure provides us with significant financial flexibility to pursue our future growth strategies and provide returns to shareholders, including through repurchases of common shares and increases, where appropriate, in our targeted dividend policy. However, our ability to fund operating expenses, capital expenditures, future debt service requirements, future growth strategies and return to shareholders will depend on, among other things, our future operating performance, which will be affected by general economic, financial and other factors, including factors beyond our control. See “Risk Factors” and “Summary of Factors Affecting Performance” in this MD&A.

### **Credit Facilities**

#### *2021 Credit Agreement*

In connection with the Offering, the Company entered into a credit agreement with a syndicate of lenders (the “2021 Credit Agreement”) which provides for (i) a \$355.0 million term facility (the “2021 Term Facility”) and (ii) a \$130.0 million revolving credit facility (the “2021 Revolving Facility”), a portion of which not in excess of \$20.0 million shall be available for the issuance of letters of credit in Canadian or U.S. dollars (collectively referred to as the “2021 Credit Facilities”).

The 2021 Credit Facilities mature on June 30, 2026. The 2021 Term Facility is repayable in quarterly instalments and contains mandatory prepayment provisions with respect to non-ordinary course asset sales, excess cash flow and issuances of debt obligations (excluding debt permitted to be incurred under the 2021 Credit Agreement) by the Company and its subsidiaries (in each case, subject to customary thresholds, qualifications and exceptions set forth in the 2021 Credit Agreement). Voluntary prepayments of the 2021 Term Facility are permitted at any time (subject to minimum repayment amounts and customary notice periods set forth in the 2021 Credit Agreement) without premium or penalty (other than customary “breakage” costs, if applicable) and will reduce the scheduled principal repayments. The 2021 Credit Agreement provides that amounts under the 2021 Revolving Facilities may be borrowed, repaid and re-borrowed.

Borrowings under the 2021 Credit Facilities will bear interest, according to the type of borrowing advanced, at short-term floating rates (based on a reference rate of U.S. base rate, the Canadian prime rate or the LIBOR rate or bankers’ acceptance rate, as applicable), plus a margin per annum depending on the Company’s net total leverage ratio. As of Q1 2023, the effective interest rate on the 2021 Credit Facilities was 6.93% (Q1 2022 - 3.26%).

As of Q1 2023, the aggregate amount outstanding under the 2021 Term Facility and 2021 Revolving Facility was \$309.2 million and \$nil, respectively.

The obligations under the 2021 Credit Agreement are unconditionally guaranteed by the Company and are secured by a charge over substantially all of the property and assets of the Company and its subsidiaries.

The 2021 Credit Agreement contains affirmative and negative covenants customary for credit facilities of this nature, subject to certain exceptions set forth in the 2021 Credit Agreement. The 2021 Credit Agreement also contains certain financial covenants over the term of the 2021 Credit Facilities which includes a net leverage ratio and an interest coverage ratio. As of Q1 2023, the Company was in compliance with all of its covenants.

#### *Deferred financing costs*

In connection with the 2021 Credit Agreement, deferred financing costs of \$5.7 million were incurred. The total unamortized deferred financing costs were \$3.6 million as of Q1 2023 and are being amortized using the effective interest rate method.

#### **Cash Flows**

The following table presents cash flows for the periods indicated:

	<b>Quarters Ended</b>	
	<b>April 1, 2023</b>	<b>April 2, 2022</b>
	<b>13 weeks</b>	<b>13 weeks</b>
Net cash provided by operating activities	\$ 5,207	\$ 9,471
Net cash used in financing activities	(55,002)	(19,576)
Net cash used in investing activities	(765)	(9,718)
Effect of exchange rate changes on cash	(224)	(17)
<b>Net decrease in cash</b>	<b>\$ (50,784)</b>	<b>\$ (19,840)</b>

#### **Analysis of Cash Flow for Q1 2023**

##### *Net cash provided by operating activities:*

For Q1 2023, net cash provided by operating activities totalled \$5.2 million, a decrease of \$4.3 million, compared to \$9.5 million in Q1 2022. The decrease is explained by higher income tax payments of \$5.1 million in Q1 2023 compared to Q1 2022 partially offset by \$1.8 million of higher net income (adjusted for items not involving cash). The remaining decrease was primarily due to a combined \$(0.9) million net change in operating working capital, comprised of a \$17.2 million decrease in net operating working capital in Q1 2023 compared to a decrease of \$16.3 million in Q1 2022 explained by: (i) higher inventory primarily due to growth in revenue, improved vendor fill rates and timing of receipts resulting from global supply chain improvements; partially offset by (ii) lower prepaids due to the timing of lease payments; and (iii) higher accounts payable and accrued liabilities primarily due to the timing of purchases related to inventory.

*Net cash used in financing activities:*

For Q1 2023, net cash used in financing activities totalled \$55.0 million, compared to \$19.6 million in Q1 2022. The increase is primarily driven by: (i) a \$28.0 million voluntary repayment of amounts drawn on the 2021 Term Facility; (ii) higher principal repayments on the 2021 Term Facility; and (iii) higher principal payments on lease liabilities due to the timing of year-end in Q4 2022.

*Net cash used in investing activities:*

For Q1 2023, net cash used in investing activities totalled \$0.8 million, compared to \$9.7 million in Q1 2022. This decrease was primarily due to: (i) the acquisition of Chico during the comparative period; (ii) higher principal and interest payments collected on lease receivables; partially offset by (iii) higher Net Capital Expenditures of \$5.4 million due to construction-in-progress of the new distribution centre, leasehold improvements and furniture and fixtures for corporate-owned stores.

<sup>(1)</sup> Net Capital Expenditures is a non-IFRS measure. Non-IFRS measures are not determined in accordance with IFRS, do not have standardized meanings and may not be comparable to similar financial measures presented by other companies. See "How We Assess the Performance of Our Business" for the definition of Net Capital Expenditures.

**Free Cash Flows**

The following table presents free cash flows for the periods indicated (in thousands unless otherwise noted).

	Quarters Ended	
	April 1, 2023	April 2, 2022
	13 weeks	13 weeks
Cash provided by operating activities	\$ 5,207	\$ 9,471
Cash used in investing activities	(765)	(9,718)
Repayment of principal on lease liabilities	(17,879)	(11,769)
Interest paid on lease liabilities	(3,204)	(2,907)
Notes receivables	(66)	(190)
<b>Free Cash Flow</b>	<b>\$ (16,707)</b>	<b>\$ (15,113)</b>

**Analysis of Free Cash Flow for Q1 2023**

Free cash flows amounted to \$(16.7) million in Q1 2023 compared to \$(15.1) million in Q1 2022, a decrease of \$1.6 million mostly driven by an increase in repayment of principal on lease liabilities due to the timing of year-end in Q4 2022, lower cash provided by operating activities, partially offset by lower use of cash in investing activities.

## Contractual Obligations, Guarantees, and Contingencies

The following table summarizes our significant undiscounted maturities of our contractual obligations and commitments as of Q1 2023.

	Fiscal 2023	Fiscal 2024	Fiscal 2025	Fiscal 2026	Fiscal 2027	Thereafter	Total
Accounts payable and accrued liabilities	\$ 109,469	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 109,469
Lease liabilities	42,992	60,886	56,832	42,647	32,163	73,711	309,231
Long-term debt	13,313	17,750	17,750	260,436	—	—	309,249
Lease commitments with future commencement dates <sup>(1)</sup>	8,917	9,186	9,461	9,742	10,037	54,893	102,236
Purchase obligations <sup>(2)</sup>	9,895	5,219	—	—	—	—	15,114
<b>Total contractual obligations</b>	<b>\$ 184,586</b>	<b>\$ 93,041</b>	<b>\$ 84,043</b>	<b>\$ 312,825</b>	<b>\$ 42,200</b>	<b>\$ 128,604</b>	<b>\$ 845,299</b>

### Notes:

<sup>(1)</sup> Represents lease commitments related to the new distribution centre in the Greater Toronto Area. The lease is for an initial term of 10 years commencing August 1, 2023.

<sup>(2)</sup> Represents purchase obligations to complete leasehold improvements and procure certain material handling systems for the new distribution center in the Greater Toronto Area.

## Guarantees of indebtedness

The Company has provided the following guarantees as of Q1 2023:

- (i) Guarantee of certain lease obligations for a former subsidiary of the Company. The lease obligations expired on February 27, 2023 and were renewed for an additional 12-month term. As of Q1 2023, the future lease commitment is \$0.7 million (US\$0.5 million) (Fiscal 2022 — \$0.1 million (US\$0.1 million)).

## Bank comfort letters

The Company has provided comfort letters to certain financial institutions at their request when these financial institutions provide financing to new franchisees. In the comfort letters, the Company has agreed that for three years from the date of the letter, if the bank is forced to realize on its security, including inventory held by the franchisee, the Company will repurchase the inventory previously sold to the franchisee at a stated discount of 15%, provided that such inventory can be sold by the bank to the Company free and clear of any and all liens, charges and encumbrances or rights of others.

Standard practice is for the Company to realize its rights under the franchise agreement prior to the franchisee reaching default under their finance arrangement; therefore, the risk associated with being required to repurchase inventory under these comfort letters is considered remote. Accordingly, no amount has been provided for in the accompanying consolidated financial statements.

## Litigation

The Company may, from time to time, be named as a defendant in legal proceedings that arise from its normal course of business. Although the amount of any liability that could arise with respect to

any pending claims cannot be estimated, the Company believes that any such liability is not reasonably likely to have a material adverse effect on its financial position, operating results or liquidity.

## **Income Taxes**

The Company is subject to routine audits of its tax filing positions by the CRA on an ongoing basis. The CRA is currently examining the Company's tax filings for the 2016 taxation year and subsequent taxation years and, in connection with such audit, is reviewing the transaction pursuant to which the Company indirectly acquired its former interest in Pet Supermarket, Inc. To date, the CRA has not proposed any reassessment of the Company's tax liability as a consequence of such audit. The Company and its tax advisors continue to believe that the Company's tax filing positions are appropriate, and accordingly no amounts have been accrued in the consolidated financial statements in respect of any such potential reassessment. If the CRA were to reassess the Company, the Company would expect to vigorously oppose any such reassessment. The Company has tax insurance against the risk of the Company ultimately being unsuccessful in opposing any such reassessment that it believes might be proposed by the CRA, although there can be no assurance that such insurance will fully cover the amount of tax which may ultimately be imposed. If the CRA were to issue such a reassessment, the Company would be required to pay the amount owing or provide acceptable security to the CRA with respect to the amount under appeal, pending resolution of the reassessment. On February 26, 2021, the Company incurred costs of \$3.7 million to obtain a commitment for a standby letter of credit facility that would be available to provide such security in respect of any such reassessment that it believes might be proposed by the CRA. These costs were reported as interest expense in the audited consolidated financial statements for Fiscal 2021. The Company will incur ongoing commitment fees of \$1.3 million annually to the extent that such standby letter of credit facility remains unused. If the Company were to use that facility to provide security to the CRA as discussed above, it would incur additional interest costs estimated not to exceed \$3.0 million annually, although there can be no assurance that such costs would not exceed this amount or that the facility will fully cover any reassessment.

## **Related Party Transactions**

### ***Employee loans***

During the 52-week fiscal year ended December 28, 2019, the Company received a promissory note related to the exercise of options by an employee. This promissory note had a balance outstanding of \$0.5 million (US\$0.4 million) as of Q1 2023 (Fiscal 2022 — \$0.5 million (US\$0.4 million)).

### ***Transition services agreement***

On May 1, 2021, the Company entered into a transition services agreement with its former subsidiaries, pursuant to which the parties provide to each other certain information technology, real estate and human resources and benefits services on a no cost or at cost basis. The transition services agreement had an initial term of 18 months from the closing of the Offering and was renewed until May 1, 2023. The Company charged the former subsidiaries \$nil for Q1 2023 under the transition services agreement (Q1 2022 — \$0.1 million).

### ***Product sourcing and brand license agreement***

In connection with the Offering, the Company entered into a product sourcing and brand license agreement with a former subsidiary, pursuant to which the Company sources certain pet food and pet supply products licensed under the Company's proprietary brands in consideration of a sourcing fee. The original product sourcing and brand license agreement had an initial term of 18 months that was automatically renewable for successive 18-month terms unless earlier terminated upon notice. This agreement was amended and restated on August 10, 2022, and includes an initial term of five years,

terminating on August 9, 2027, which automatically renews for successive 18-month periods unless earlier terminated. The Company earned sourcing fees of \$0.2 million for Q1 2023 under the product sourcing and brand license agreement (Q1 2022 — \$0.3 million).

## **Share Information**

The Company's authorized share capital consists of an unlimited number of common shares and an unlimited number of preferred shares, issuable in series. The holders of common shares are entitled to receive dividends as declared from time to time by the Board of Directors. Shareholders are entitled to one vote per common share at shareholder meetings of the Company.

Preferred shares of each series, if and when issued, will, with respect to the payment of dividends, be entitled to preference over common shares. Except as provided in any special rights or restrictions attaching to any series of preferred shares issued from time to time, the holders of preferred shares will not be entitled to vote at any shareholder meetings of the Company.

As of May 8, 2023, there were 71,029,578 common shares and 2,355,008 share options, each exercisable for one common share, issued and outstanding.

For further details concerning the rights, privileges and restrictions attached to the common shares, please refer to the section entitled "Description of Share Capital" in the AIF.

## **Dividends**

Subject to financial results, capital requirements, available cash flow, the need for funds to finance ongoing operations and other factors that the Board of Directors may consider relevant, it is the intention of the Board of Directors to declare a quarterly cash dividend. It is expected that future cash dividend payments will be made to common shareholders of record as of a date to be determined by the Board of Directors. The actual payment, amount and timing of any dividends are not guaranteed and are subject to the discretion of our Board of Directors. See "Risk Factors" in this MD&A.

During Q1 2023, the Company announced that its Board declared \$7.1 million in dividends to holders of common shares or \$0.10 per common share. These dividends were paid on April 17, 2023, and are recorded as dividends payable in accounts payable and accrued liabilities as of Q1 2023.

## **Critical Accounting Estimates and Judgments**

The critical accounting estimates and judgments as disclosed in the Company's audited consolidated financial statements and accompanying notes for Fiscal 2022 have been applied consistently in the preparation of this MD&A.

## **Risk Factors**

For a detailed description of risk factors relating to the Company, please refer to the "Risk Factors" section of the Company's AIF, which is available on SEDAR at [www.sedar.com](http://www.sedar.com).

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, foreign currency risk, and interest rate risk. The Company's overall risk management program and business practices seek to minimize any potential adverse effects on the Company's consolidated financial performance. Risk management is carried out by the senior management team under policies approved by the Company's Board of Directors.

### ***Foreign Currency Risk***

The Company is exposed to currency risk related to some of its purchases. Specifically, the Company sources some of its merchandise in U.S. dollars. Inventory purchases sourced outside Canada and primarily denominated in U.S. dollars represented approximately 29% on a trailing twelve months basis as of Q1 2023.

The Company is also exposed to currency risks on financial assets and liabilities denominated in foreign currencies. These assets and liabilities are of a short-term nature and management does not believe they represent a significant risk to the Company. As a result of the revaluation of these financial assets and liabilities, a five-percentage point change in the Canadian dollar against the U.S. dollar, assuming that all other variables are constant, would have changed income before income taxes for Q1 2023 by \$0.4 million (Q1 2022 — \$0.2 million) as a result of the revaluation on these financial assets and liabilities.

### ***Interest Rate Risk***

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The 2021 Term Facility is at variable interest rates. Changes in the banks' prime lending rates, the LIBOR or bankers' acceptance rate can cause fluctuations in interest payments and cash flows.

A one percentage point change in the applicable interest rate on the 2021 Credit Agreement based on the debt outstanding as at Q1 2023 would have changed income before taxes for Q1 2023 by \$0.8 million (Q1 2022 — \$0.9 million).

### ***Credit Risk***

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's cash and cash equivalents, accounts and other receivables and lease receivables. The risk on cash and cash equivalents is mitigated by the fact that its deposits are with various high-quality financial institutions. The Company has receivables from its suppliers and from the Company's franchise operators. The credit risk on its receivables from suppliers is managed by the ability to offset any monies owed by the supplier against amounts owed to the suppliers. The management of credit risk on the Company's franchisee accounts receivable and lease receivable is maintained by having short settlement terms on these receivables and prior to accepting a franchisee, the Company undertakes a detailed screening process that includes the requirement that a franchisee has sufficient financing.

### ***Liquidity Risk***

Liquidity risk is the risk the Company will not be able to meet its financial obligations as they come due. The Company mitigates liquidity risk by management of working capital, cash flows, and by maintaining various financing sources, including bank debt and finance leases. Adequate availability is maintained on the operating loan component of the Company's credit facility to minimize this risk. The Company's trade and other payables are all due within 12 months of each reporting period.

### **Recent Accounting Pronouncements**

#### ***Adoption of new accounting standards and amendments***

In February 2021, the IASB amended IAS 1, *Presentation of Financial Statements* and IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*. The narrow-scope amendments will help improve accounting policy disclosure and distinguish changes in accounting estimates from changes

in accounting policies. The Company has adopted these amendments in its interim financial statements for the 52-week period beginning on January 1, 2023. There was no impact on the interim financial statements.

### **Disclosure Controls and Procedures and Internal Controls Over Financial Reporting**

Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in the securities legislation and include controls and procedures designed to ensure that information required to be disclosed by the Company is accumulated and communicated to the Company's management, including its certifying officers, namely the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate to allow timely decisions regarding public disclosure. An evaluation of the design of the Company's disclosure controls and procedures, as defined under National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), was carried out under the supervision of the CEO and CFO and with the participation of the Company's management. Based on that evaluation, the CEO and CFO have concluded that the design of these controls were effective as at April 1, 2023.

The Company also maintains a system of internal controls over financial reporting designed under the supervision of the Company's CEO and CFO to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. As required by NI 52-109, the CEO and the CFO have caused the effectiveness of the internal controls over financial reporting to be evaluated using the framework (2013) established by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on that evaluation, the CEO and the CFO have concluded that the design of the Company's internal controls over financial reporting, as defined by NI 52-109, were effective as at April 1, 2023.

### **Subsequent Events**

On May 8, 2023, the Board of Directors of the Company declared a dividend of \$0.10 per common share payable on June 15, 2023 to holders of common shares of record as at the close of business on May 31, 2023.

### **Outlook**

For the full year 2023, the Company expects:

- Revenue between \$1,050 and \$1,075 million, supported by same-store sales growth of between 7% and 10%, and 40 to 50 new store openings;
- Gross profit margin slightly below the Company's historical range of 35% to 36%, as the Company faces unfavourable foreign exchange rates and incurs approximately 80 basis points of cost associated with its supply chain transformation;
- Adjusted EBITDA between \$230 and \$237 million, which incorporates expense leverage on investments made in 2022, partially offset by the unfavourable foreign exchange rates;
- Adjusted Net Income per Diluted Share between \$1.60 and \$1.66;
- Business transformation costs of approximately \$13 million, Information Technology costs of approximately \$7 million, and share-based compensation of approximately \$8 million, all of which are excluded from Adjusted EBITDA and Adjusted Net Income per Diluted Share; and
- Net Capital Expenditures of approximately \$60 million, roughly half of which is attributable to investments in the Company's supply chain transformation.

**Additional Information**

Additional information relating to the Company, including the Company's AIF, is available on SEDAR at [www.sedar.com](http://www.sedar.com). The Company's common shares are listed for trading on the Toronto Stock Exchange under the symbol "PET".