

### KP TISSUE INC.

### UNAUDITED CONDENSED FINANCIAL STATEMENTS

FOR THE 3-MONTH AND 6-MONTH PERIODS ENDED JUNE 30, 2021 AND JUNE 30, 2020

# **Unaudited Condensed Statements of Financial Position**

(tabular amounts are in thousands of Canadian dollars)

	June 30, 2021	December 31, 2020
		\$
Assets		
Current assets		
Distributions receivable	1,768	1,755
Receivable from Partnership	24	21
Income tax recoverable	136	
	1,928	1,776
Non-current assets		
Investment in associate (note 4)	76,078	69,537
Total Assets	78,006	71,313
Liabilities		
Current liabilities		
Dividend payable (note 6)	1,768	1,755
Current portion of advances from Partnership (note 5)	897	874
Income tax payable	<u> </u>	1,722
N	2,665	4,351
Non-current liabilities	000	624
Deferred income taxes (note 5)	999	634
Total liabilities	3,664	4,985
Equity		
Common shares (note 6)	21,106	20,355
Contributed surplus	144,819	144,819
Deficit	(103,510)	(111,907)
Accumulated other comprehensive income	11,927	13,061
Total equity	74,342	66,328
Total liabilities and equity	78,006	71,313
Subsequent events (note 6)		

# **Unaudited Condensed Statements of Comprehensive Income (Loss)**

For the 3-month and 6-month periods ended June 30, 2021 and June 30, 2020

(tabular amounts are in thousands of Canadian dollars, except share and per share amounts)

	3-month period ended June 30, 2021	3-month period ended June 30, 2020	6-month period ended June 30, 2021	6-month period ended June 30, 2020
<u>-</u>	\$	\$	\$	\$
Equity income (loss) (note 4)	(1,002)	2,925	(1,347)	2,800
Dilution gain (note 6)	82	231	162	451
Income (loss) before income taxes	(920)	3,156	(1,185)	3,251
Income taxes (note 5)	313	3,279	(1,160)	1,673
Net income (loss) for the period	(1,233)	(123)	(25)	1,578
Other comprehensive income (loss)				
net of tax expense (recovery) (note 7)				
Items that will not be				
reclassified to net income (loss):				
Remeasurements of pensions	(443)	(12,347)	11,552	(3,655)
Remeasurements of post-retirement		(0.0.5)	• • • •	(***
benefits	(127)	(906)	389	(309)
Items that may be subsequently				
reclassified to net income (loss): Cumulative translation adjustment	(589)	(1,950)	(1,134)	2,131
-	(367)	(1,730)	(1,134)	2,131
Total other comprehensive income (loss) for the	(1.150)	(15.202)	10.005	(1.022)
period _	(1,159)	(15,203)	10,807	(1,833)
Comprehensive income (loss) for the period	(2,392)	(15,326)	10,782	(255)
Basic earnings (loss) per share	(0.13)	(0.01)	<u> </u>	0.16
Weighted average number of shares				
outstanding =	9,817,731	9,689,578	9,798,757	9,672,481

# **Unaudited Condensed Statements of Changes in Equity**

For the 6-month periods ended June 30, 2021 and June 30, 2020

(tabular amounts are in thousands of Canadian dollars, except share amounts)

					Accumulated other	
			Contributed		comprehensive	Total
	Commo	on shares	surplus	Deficit	income	equity
	#	\$	\$	\$		\$
As of January 1, 2020	9,626,153	18,997	144,819	(100,696)	13,997	77,117
Issuance of common shares (note 6)	68,676	679	-	-	-	679
Dividends payable (note 6)	-	-	-	(1,745)	-	(1,745)
Dividends paid (note 6)	-	-	-	(1,739)	-	(1,739)
Fair value adjustment (note 6)	-	(7)	-	7	-	-
Remeasurements of pensions	-	-	-	(3,655)	-	(3,655)
Remeasurements of post-retirement benefits	-	-	-	(309)	-	(309)
Cumulative translation adjustment	-	-	-	-	2,131	2,131
Net income for the period				1,578		1,578
As of June 30, 2020	9,694,829	19,669	144,819	(106,559)	16,128	74,057
As of January 1, 2021	9,751,771	20,355	144,819	(111,907)	13,061	66,328
Issuance of common shares (note 6)	71,967	761	-	-	-	761
Dividends payable (note 6)	-	-	-	(1,768)	-	(1,768)
Dividends paid (note 6)	-	-	-	(1,761)	-	(1,761)
Fair value adjustment (note 6)	-	(10)	-	10	-	-
Remeasurements of pensions	-	-	-	11,552	-	11,552
Remeasurements of post-retirement benefits	-	-	-	389	-	389
Cumulative translation adjustment	-	-	-	-	(1,134)	(1,134)
Net loss for the period				(25)		(25)
As of June 30, 2021	9,823,738	21,106	144,819	(103,510)	11,927	74,342

# **Unaudited Condensed Statements of Cash Flows**

For the 6-month periods ended June 30, 2021 and June 30, 2020

(tabular amounts are in thousands of Canadian dollars)

	6-month period ended June 30, 2021 \$	6-month period ended June 30, 2020 \$
Cash flows from (used in) operating activities		
Net income (loss) for the period	(25)	1,578
Items not affecting cash		
Equity (income) loss (note 4)	1,347	(2,800)
Dilution gain (note 6)	(162)	(451)
Income taxes (note 5)	(1,160)	1,673
Total items not affecting cash	25	(1,578)
Net change in non-cash working capital (note 9)	(3)	94
Tax payments	(2,632)	(1,235)
Tax Distribution received	1,738	781
Advances received	897	360
Net cash from (used in) operating activities	<u> </u>	
Cash flows from investing activites		
Partnership unit distributions received	2,755	2,793
Net cash from investing activities	2,755	2,793
Cash flows used in financing activities (note 10)		
Dividends paid	(2,755)	(2,793)
Net cash used in financing activities	(2,755)	(2,793)
Increase (decrease) in cash and cash equivalents during the period	-	-
Cash and cash equivalents - Beginning of period		
Cash and cash equivalents - End of period		

## **Notes to Unaudited Condensed Financial Statements**

For the 6-month periods ended June 30, 2021 and June 30, 2020

(tabular amounts are in thousands of Canadian dollars, except share amounts)

#### 1 General information

KP Tissue Inc. (KPT or the Corporation) was incorporated by articles of incorporation under the Canadian Business Corporations Act on October 1, 2012. As of June 30, 2021, the Corporation held a 14.6% (December 31, 2020 – 14.7%) interest in Kruger Products L.P. (KPLP or the Partnership), whose principal business is to produce, distribute, market and sell a wide range of disposable tissue products, including bathroom tissue, facial tissue, paper towels and napkins for both the consumer and away-from-home markets in North America. The Corporation's headquarters are located in Mississauga, Ontario, Canada.

### 2 Basis of presentation

These unaudited condensed financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) applicable to the preparation of interim financial statements, including International Accounting Standards (IAS) 34 – Interim Financial Reporting as issued by the International Accounting Standards Board (IASB), and with interpretations of the International Financial Reporting Committee which the Canadian Accounting Standards Board has approved for incorporation into Part 1 of the CPA Canada Handbook - Accounting. These unaudited condensed financial statements should be read in conjunction with the annual audited financial statements of the Corporation for the year ended December 31, 2020.

These unaudited condensed financial statements were approved by the board of directors on August 11, 2021.

#### 3 Critical accounting estimates and judgments

The preparation of these unaudited condensed financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities in the unaudited condensed financial statements and the disclosure of contingencies at the dates of the unaudited condensed statement of financial position, and the reported amounts of revenues and expenses during the reporting period. On a regular basis and with the information available, management reviews its estimates and judgements, including those related to fair value and the basis of accounting. Actual results could differ from those estimates. When adjustments become necessary, they are reported in earnings in the period in which they occur.

The estimates and judgement applied by management that most significantly affect the unaudited condensed financial statements are the same as the ones that applied to the annual audited financial statements for the year ended December 31, 2020, updated for the following:

#### COVID-19

During the 6-month period ended June 30, 2021, management considered the impact of COVID-19 on the Corporation's critical accounting estimates and judgments, including the Corporation's assessment of triggering events with respect to its impairment analysis for its investment in associate. Management concluded the future forecasts that support the investment value had not changed significantly and therefore no impairment adjustment was made for the 6-month period ended June 30, 2021. While management concluded that a triggering event did not occur during the 6-month period ended June 30, 2021, the length and severity of the COVID-19 pandemic could result in further impairment charges.

# **Notes to Unaudited Condensed Financial Statements**

For the 6-month periods ended June 30, 2021 and June 30, 2020

(tabular amounts are in thousands of Canadian dollars, except share amounts)

### 4 Investment in associate

Changes in the carrying amount of the investment were as follows:

	\$
As of January 1, 2020	81,052
Investment in associate	679
Share of income	5,579
Depreciation of fair value increments	(2,779)
Share of other comprehensive loss	(3,541)
Dilution gain	451
Tax Distribution	(781)
Partnership unit distributions	(3,484)
As of June 30, 2020	77,176
As of January 1, 2021	69,537
Investment in associate	761
Share of income	1,319
Depreciation of fair value increments	(2,666)
Share of other comprehensive income	13,106
Dilution gain	162
Tax Distribution	(2,612)
Partnership unit distributions	(3,529)
As of June 30, 2021	76,078

The equity income (loss) was comprised of the following components:

	3-month period ended June 30, 2021	3-month period ended June 30, 2020 \$	6-month period ended June 30, 2021 \$	6-month period ended June 30, 2020
Share of income	327	4,316	1,319	5,579
Depreciation of fair value increments	(1,329)	(1,391)	(2,666)	(2,779)
	(1,002)	2,925	(1,347)	2,800

# **Notes to Unaudited Condensed Financial Statements**

For the 6-month periods ended June 30, 2021 and June 30, 2020

(tabular amounts are in thousands of Canadian dollars, except share amounts)

The following summarizes financial information about the assets, liabilities, revenue and net income of KPLP, in which the Corporation holds a 14.6% interest as of June 30, 2021 (December 31, 2020 – 14.7%). The financial information was derived from the unaudited condensed consolidated financial statements of KPLP for the 6-month period ended June 30, 2021. The assets and liabilities disclosed include the fair value adjustments made to the carrying amount of the assets and liabilities of the associate on its acquisition.

			June 30, 2021
	KPLP basis of		KPT basis of
	accounting	FV increment	accounting
	<u> </u>	<b>\$</b>	\$
Current assets	514,299	-	514,299
Non-current assets	1,555,137	369,143	1,924,280
Liabilities to non-unitholders	1,519,414	-	1,519,414
Partnership units liability	174,745	-	174,745
Net assets	375,277		
	3-month	6-month	
	period ended	period ended	
	June 30, 2021	June 30, 2021	
	\$	\$	
Revenue	339,361	649,740	
Net income	2,247	9,006	
Other comprehensive income (loss)	(8,753)	91,018	
Total comprehensive income (loss)	(6,506)	100,024	
			December 31, 2020
	KPLP basis of		KPT basis of
	accounting	FV increment	accounting
	\$	<u> </u>	\$
Current assets	447,047	-	447,047
Non-current assets	1,504,277	388,562	1,892,839
Liabilities to non-unitholders	1,477,498	-	1,477,498
Partnership units liability	185,424	-	185,424
Net assets	288,402		
	3-month	6-month	
	period ended	period ended	
	June 30, 2020	June 30, 2020	
	<u> </u>	\$	
Revenue	386,763	761,909	
Net income	28,904	37,292	
Other comprehensive loss	(125,408)	(25,816)	
Total comprehensive income (loss)	(96,504)	11,476	

### **Notes to Unaudited Condensed Financial Statements**

For the 6-month periods ended June 30, 2021 and June 30, 2020

(tabular amounts are in thousands of Canadian dollars, except share amounts)

The following shows the reconciliation of KPT's portion of KPLP equity to the investment recorded in KPT:

	June 30, 2021 \$	December 31, 2020 \$
KPLP consolidated equity	375,277	288,402
Add back: Inception value of Partnership units liability	118,562	118,562
Less: Equity pertaining to Kruger Inc. and KPGP	(347,945)	(272,950)
Equity pertaining to KPT	145,894	134,014
Investment in associate recorded in KPT	76,078	69,537
Reconciling difference	69,816	64,477
Reconciling items since inception:		
Equity issuance costs	(11,110)	(11,110)
Depreciation of FV increments	51,299	48,633
Currency translation adjustment in fair value increments	(2,907)	(3,130)
Tax Distribution	7,268	4,656
Gain on exercise of overallotment option	(375)	(375)
Dilution gain	(2,359)	(2,197)
Impairment in investment in associate	28,000	28,000
-		

With respect to KPT's investment in KPLP, the liability of KPT for the debts, liabilities and other obligations of KPLP is limited to KPT's capital contribution to KPLP.

#### 5 Income taxes

The Corporation is required to pay income tax on its share of the taxable income of KPLP. The Corporation has not recognized at the date of acquisition the deferred tax assets and liabilities related to the differences between the accounting and tax basis of KPLP's assets and liabilities. Accordingly, the Corporation is tracking the temporary differences that were subject to the initial recognition exemption and recognizes newly created temporary differences as they arise.

The major components of income taxes recognized in the unaudited condensed statement of comprehensive income (loss) were as follows:

	3-month period ended June 30, 2021 \$	3-month period ended June 30, 2020 \$	6-month period ended June 30, 2021 \$	6-month period ended June 30, 2020 \$
Current tax expense	120	854	774	1,572
Deferred tax expense (recovery)	193	2,425	(1,934)	101
	313	3,279	(1,160)	1,673

# **Notes to Unaudited Condensed Financial Statements**

For the 6-month periods ended June 30, 2021 and June 30, 2020

(tabular amounts are in thousands of Canadian dollars, except share amounts)

Details of the provision for income taxes were as follows:

	3-month period ended June 30, 2021	3-month period ended June 30, 2020	6-month period ended June 30, 2021	6-month period ended June 30, 2020
<del>-</del>	Ψ	Ψ	Ψ	Ψ
Income tax at statutory rate of 26%	(239)	820	(308)	845
Permanent differences and other	(14)	(44)	(25)	60
Dilution gain	(21)	(60)	(42)	(117)
Taxed in hands of subsidiaries	(40)	(268)	36	(279)
Realization of previously unrecognized				
tax attributes	444	335	883	704
Change in basis of investment in associate	183	2,496	(1,704)	460
_	313	3,279	(1,160)	1,673

Components of the deferred income tax liability were as follows:

	June 30, 2021	December 31, 2020
		\$
Deferred tax liability (asset)		
ROU assets and lease liabilities	(837)	(829)
Pensions	(474)	(1,084)
Partnership units liability	(3,900)	(3,692)
Property, plant and equipment	6,835	7,043
Other	(625)	(804)
	999	634

The analysis of the deferred tax liability were as follows:

	June 30, 2021	December 31, 2020 \$
Deferred tax liabilities to be realized greater than 12 months	999	634
	999	634

In addition to the above, the Corporation has a deferred tax asset of \$7.1 million (December 31, 2020 - \$8.3 million) related to the Investment in associate which has not been recognized in the unaudited condensed financial statements for the 6-month period ended June 30, 2021.

### **Notes to Unaudited Condensed Financial Statements**

For the 6-month periods ended June 30, 2021 and June 30, 2020

(tabular amounts are in thousands of Canadian dollars, except share amounts)

The movement in the deferred tax liability was as follows:

	\$
As of January 1, 2020	3,158
Charge to net income	101
Charge to other comprehensive income	
- remeasurements of cumulative translation adjustment	318
Charge to other comprehensive loss	
- remeasurements of post-retirement benefits	(198)
Charge to other comprehensive loss	
- remeasurements of pensions	(1,828)
As of June 30, 2020	1,551
As of January 1, 2021	634
Charge to net loss	(1,934)
Charge to other comprehensive loss	
- remeasurements of cumulative translation adjustment	(169)
Charge to other comprehensive income	
- remeasurements of post-retirement benefits	248
Charge to other comprehensive income	
- remeasurements of pensions	2,220
As of June 30, 2021	999

Pursuant to the Tax Distribution as defined in the Partnership Agreement, on February 26, 2021, KPT received a Tax Distribution of \$2.6 million from KPLP for purposes of settling its obligation for federal and provincial taxes, for the year ended December 31, 2020. The Tax Distribution was used to settle the outstanding advance to KPT in the amount of \$0.9 million as of December 31, 2020. During the 6-month period ended June 30, 2021, pursuant to the Tax Distribution as defined in the Partnership Agreement, KPT received an advance from KPLP of \$0.9 million to pay the monthly tax instalments. The advances are non-interest bearing and non-recourse in nature and are settled when the Tax Distribution is declared annually.

#### 6 Dividends

During the 6-month periods ended June 30, 2021 and June 30, 2020, the Corporation paid a quarterly dividend of \$0.18 per common share to shareholders. Pursuant to the Corporation Dividend Reinvestment Plan (DRIP), a portion of the dividend was reinvested by the shareholders, resulting in the Corporation issuing common shares. The proceeds were used to acquire additional units of KPLP. The dividends paid, the additional common shares issued at the share price, and the gross proceeds were as follows:

			6-month period ended June 30, 2021		
	Dividends paid	Share price	Issuance of Common shares	Gross proceeds	
<b>Dividend Payment Date</b>	<u> </u>	<u> </u>	#	\$	
January 15, 2021	1,755	10.70	32,921	352	
April 15, 2021	1,761	10.47	39,046	409	
	3,516	_	71,967	761	

## **Notes to Unaudited Condensed Financial Statements**

For the 6-month periods ended June 30, 2021 and June 30, 2020

(tabular amounts are in thousands of Canadian dollars, except share amounts)

	6-month			nded June 30, 2020
	Dividends paid	Share price	Issuance of Common shares	Gross proceeds
Dividend Payment Date		<u> </u>	#	\$
January 15, 2020	1,733	9.84	34,545	340
April 15, 2020	1,739	9.92	34,131	339
	3,472	_	68,676	679

On July 15, 2021, the Corporation paid a dividend of \$1.8 million to shareholders at \$0.18 per common share. Pursuant to the Corporation DRIP, a portion of the dividend was reinvested by the shareholders, resulting in the Corporation issuing 35,366 common shares at a price of \$10.32.

Subsequent to June 30, 2021, the Corporation declared a dividend of \$0.18 per common share to shareholders, payable on October 15, 2021.

As a result of the DRIP and Kruger's reinvestment of its distribution from KPLP in units of KPLP, a dilution gain of \$0.2 million was recorded during the 6-month period ended June 30, 2021 (6-month period ended June 30, 2020 - \$0.5 million).

#### 7 Income tax recovery (expense) on other comprehensive income (loss)

Income tax recovery (expense) on other comprehensive income (loss) were as follows:

	3-month	3-month	6-month	6-month
	period ended June 30, 2021	30, 2021 June 30, 2020	period ended June 30, 2021	period ended June 30, 2020
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Items that will not be reclassified to net income (loss):				
Remeasurements of pensions	(527)	(15,473)	13,772	(5,483)
Income tax recovery (expense)	84	3,126	(2,220)	1,828
Net of income tax recovery (expense)	(443)	(12,347)	11,552	(3,655)
Remeasurements of post-retirement	(209)	(1,486)	637	(507)
Income tax recovery (expense)	82	580	(248)	198
Net of income tax recovery (expense)	(127)	(906)	389	(309)
Items that may be subsequently				
reclassified to net income (loss):				
Cumulative translation adjustment	(677)	(2,242)	(1,303)	2,449
Income tax recovery (expense)	88	292	169	(318)
Net of income tax recovery (expense)	(589)	(1,950)	(1,134)	2,131
Total other comprehensive				
income (loss) for the period	(1,159)	(15,203)	10,807	(1,833)

### **Notes to Unaudited Condensed Financial Statements**

For the 6-month periods ended June 30, 2021 and June 30, 2020

(tabular amounts are in thousands of Canadian dollars, except share amounts)

### 8 Economic dependence

The Corporation was created to acquire, and its business is limited to holding, a limited partnership interest in KPLP, which is accounted for as an investment in an associate using the equity method of accounting. As such, the Corporation is economically dependent on KPLP and exposed to all the risks associated with the business of KPLP, including, but not limited to, liquidity risk.

#### 9 Non-cash working capital

The change in non-cash working capital on the unaudited condensed statement of cash flows comprised the following:

	6-month period ended June 30, 2021	6-month period ended June 30, 2020
		\$
Decrease (increase) in receivable from Partnership	(3)	94
	(3)	94

#### 10 Cash flows used in financing activities

The change in financing activities on the unaudited condensed statement of cash flows comprised the following:

As of January 1, financing	As of June 30,
2020 Dividends paid activities	2020
\$\$\$	\$
Dividend payable 1,733 (3,472) 3,484	1,745
Common shares 18,997 679 (7)	19,669
<b>Total</b> 20,730 (2,793) 3,477	21,414
Movements not in As of January 1, financing 2021 Dividends paid activities	As of June 30, 2021
<u> </u>	\$
Dividend payable 1,755 (3,516) 3,529	1,768
Common shares 20,355 761 (10)	21,106
Total 22,110 (2,755) 3,519	22,874