



**KP TISSUE INC. AND KRUGER PRODUCTS INC.**

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

**FOR THE 3-MONTH AND 9-MONTH PERIODS ENDED SEPTEMBER 30, 2023**

**DATED NOVEMBER 8, 2023**

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The following Management's Discussion and Analysis (MD&A) dated November 8, 2023 for KP Tissue Inc. (KPT) and Kruger Products Inc. (Kruger Products) is intended to assist the readers in understanding the business environment, strategies, performance and risk factors relating to KPT and Kruger Products. It should be read in conjunction with the unaudited condensed financial statements of KPT for the 3-month periods ended September 30, 2023 and September 30, 2022, respectively, and the 9-month periods ended September 30, 2023 and September 30, 2022, respectively, and the unaudited condensed consolidated financial statements of Kruger Products for the 3-month periods ended September 30, 2023 (Q3 2023) and September 30, 2022 (Q3 2022) respectively, and the 9-month periods ended September 30, 2023 (YTD 2023) and September 30, 2022 (YTD 2022), respectively.

### **About KP Tissue Inc.**

KPT was created to acquire, and its business is limited to holding, an equity interest in Kruger Products, which is accounted for as an investment in an associate using the equity method of accounting. As of September 30, 2023, KPT held a 13.3% interest in Kruger Products. The following MD&A provides discussion and analysis related to KPT to the extent necessary to understand the equity method of accounting. However, the majority of the discussion and analysis relates to Kruger Products and to KPT's investment in Kruger Products.

On January 1, 2023, Kruger Products L.P. (KPLP) undertook a corporate reorganization (the Reorganization) pursuant to which KPLP sold and assigned to its wholly-owned subsidiary, Kruger Products, and Kruger Products purchased and assumed from KPLP, in exchange for common shares, all of the properties, operations, assets and liabilities of KPLP, and KPLP was subsequently dissolved and wound-up into its partners. As a result of the Reorganization, Kruger Products, as the successor corporate entity to KPLP, now operates the business previously operated by KPLP. Unless the context otherwise requires, references herein to "KPLP" are references to Kruger Products Inc. for the period following the Reorganization. Refer to Business Highlights, Corporate Reorganization for additional details.

### **CAUTIONARY FORWARD LOOKING STATEMENT**

Certain statements in this MD&A about KPT's and Kruger Products' current and future plans, expectations and intentions, results, levels of activity, performance, goals or achievements or any other future events or developments constitute forward-looking statements. Forward-looking statements in this MD&A include, but are not limited to, statements regarding the projected capacity of the Sherbrooke Expansion Project (as defined below), the anticipated benefits of the Sherbrooke Expansion Project and the expected cost and dates for commencement of production of the Sherbrooke Expansion Project; Kruger Products' expansion efforts in U.S. premium private label; and Kruger Products' future business strategy and the anticipated benefits of its business strategy. The words "may", "will", "would", "should", "could", "expects", "plans", "intends", "trends", "indications", "anticipates", "believes", "estimates", "predicts", "likely" or "potential" or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking statements. The forward-looking statements are based on certain key expectations and assumptions made by KPT or Kruger Products. Although KPT and Kruger Products believe that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking statements since no assurance can be given that such expectations and assumptions will prove to be correct.

Many factors could cause Kruger Products' actual results, level of activity, performance or achievements or future events or developments (which could in turn affect the economic benefits derived from KPT's economic interest in Kruger Products) to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the following factors, which are discussed in greater detail in the "Risk Factors – Risks Related to Kruger Products' Business" section of the KPT Annual Information Form dated March 9, 2023 available on SEDAR at [www.sedar.com](http://www.sedar.com) (the Annual Information Form): Kruger Inc.'s influence over Kruger Products; Kruger Products' reliance on Kruger Inc.; consequences of an event of insolvency relating to Kruger Inc.; risks associated with the TAD Sherbrooke Project; risks associated with the Sherbrooke Expansion Project; operational risks; significant increases in input costs; reduction in supply of fibre; increased pricing pressure and intense competition; Kruger Products' inability to innovate effectively; adverse economic conditions; dependence on key retail trade customers; damage to the reputation of Kruger Products or Kruger Products' brands; Kruger Products' sales being less than anticipated; Kruger Products' failure to implement its business and operating strategies; Kruger Products' obligation to make regular capital expenditures; Kruger Products entering into unsuccessful acquisitions; Kruger Products' dependence on key personnel; Kruger Products' inability to retain its existing customers or obtain new customers; Kruger Products' loss of key suppliers; Kruger Products' failure to adequately protect its intellectual property rights; Kruger Products' reliance on third party intellectual property licenses;

adverse litigation and other claims affecting Kruger Products; material expenditures due to comprehensive environmental regulation affecting Kruger Products' cash flow; Kruger Products' pension obligations are significant and can be materially higher than predicted if Kruger Products Management's underlying assumptions are incorrect; labour disputes adversely affecting Kruger Products' cost structure and Kruger Products' ability to run its plants; exchange rate and U.S. competitors; Kruger Products' inability to service all of its indebtedness; exposure to potential consumer product liability; covenant compliance; interest rate and refinancing risk; information technology; cyber-security; insurance; internal controls; trade related; and risk related to COVID-19.

These factors are not intended to represent a complete list of the factors that could affect KPT and/or Kruger Products; however, these factors should be considered carefully, and readers should not place undue reliance on forward-looking statements made herein or in the documents reproduced herein. KPT and Kruger Products cannot guarantee future results, levels of activity, performance, or achievements. Moreover, KPT and Kruger Products do not assume responsibility for the accuracy and completeness of the forward-looking statements. KPT and/or Kruger Products' actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits that KPT and/or Kruger Products will derive therefrom.

To the extent any forward-looking information in this MD&A constitutes future-oriented financial information or financial outlooks within the meaning of securities laws, such information is being provided to demonstrate the potential benefits and readers are cautioned that this information may not be appropriate for any other purpose. Future-oriented financial information and financial outlooks are, without limitation, based on the assumptions and subject to the risks set out above.

The forward-looking information contained herein is made as of the date of this MD&A and KPT and Kruger Products disclaim any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, unless required by applicable law.

## OVERVIEW

### Business Overview

Kruger Products is Canada's leading tissue products supplier by overall dollar and volume market share. It produces, distributes, markets and sells a wide range of disposable tissue products, including bathroom tissue, facial tissue, paper towels and napkins, for both the Consumer and the Away-From-Home (AFH) markets (in each case, as defined below). While its principal focus is on the Canadian consumer-branded tissue products market, Kruger Products is also a leader in the Canadian AFH market and has a considerable presence in the U.S. private label tissue market. The Consumer segment consists of well recognized brands such as *Cashmere*, *Purex*, *Scotties*, *SpongeTowels* and *Bonterra* in Canada and *White Cloud* in the United States.

Kruger Products is headquartered in Mississauga, Ontario and has approximately 2,800 employees across Canada and the United States. Kruger Products' Canadian paper manufacturing facilities, consisting of four tissue plants in Québec and one plant in British Columbia, have a combined annual tissue production capacity of approximately 350,000 metric tonnes which, according to RISI data, represents approximately 44% of Canada's annual production capacity. In the U.S., Kruger Products operates a manufacturing facility in Memphis, Tennessee held in its wholly owned subsidiary K.T.G. (USA) Inc. (KTG), which currently has an aggregate production capacity of 85,000 metric tonnes.

Pursuant to its Articles, KPT's business is limited to (i) the investment in, holding of and disposition of limited partnership interests, units, shares or other securities of Kruger Products, (ii) the acquisition of, holding, operation and disposition of any assets, liabilities, operations or business of such entities, and (iii) all activities related, incidental or ancillary to any of the foregoing.

As of the date of the MD&A and following the Reorganization and participation by Kruger Products' shareholders in the Kruger Products DRIP on October 16, 2023, KPT held 13.1% of the Kruger Products class B common shares (the Kruger Products Common Shares). Refer to Business Highlights, Corporate Reorganization for additional details.

## **Basis of Presentation**

The unaudited condensed consolidated financial statements of Kruger Products presented for Q3 2023 and YTD 2023 and Q3 2022 and YTD 2022 and the unaudited condensed financial statements of KPT presented for the 3-month and 9-month periods ended September 30, 2023 and September 30, 2022, respectively, have each been prepared in accordance with IFRS (International Financial Reporting Standards) for interim financial statements, including IAS 34, Interim Financial Reporting.

## **Accounting Periods**

This MD&A includes financial information for the 3-month and 9-month periods ended September 30, 2023 and September 30, 2022, respectively.

## **Non-GAAP Financial Measures**

This MD&A refers to “Adjusted EBITDA”, a measure which does not have a standardized meaning prescribed by GAAP and therefore may not be comparable to similarly titled measures presented by other companies. Kruger Products believes that this measure provides useful information to management of Kruger Products and the readers of the financial information in measuring the financial performance and financial condition of Kruger Products.

“Adjusted EBITDA” is calculated by Kruger Products as net income (loss) before (i) interest expense and other finance costs, (ii) income taxes, (iii) depreciation, (iv) amortization, (v) impairment (gain on sale) of non-financial assets, (vi) loss (gain) on disposal of property, plant and equipment, (vii) foreign exchange loss (gain), (viii) costs related to restructuring activities, (ix) changes in amortized cost of Partnership units liability, (x) change in fair value of derivatives, (xi) consulting costs related to operational transformation initiatives, (xii) corporate development related costs and (xiii) loss (gain) on sale of shares. We use “Adjusted EBITDA” to evaluate the performance of our business as it reflects its ongoing profitability. This MD&A contains a reconciliation of Adjusted EBITDA to net income (loss), the most comparable GAAP measure, on page 5.

## **Outlook**

Kruger Products is committed to building its consumer brands and developing innovative products for its retail and commercial customers. Kruger Products’ strategy is to maintain its leadership position in the Canadian market. Though the Canadian tissue market is expected to remain competitive, Kruger Products believes that its brands and products are well positioned for continued growth. Kruger Products will aim to sustain its consumer and AFH leadership position in the Canadian tissue industry by driving marketing and sales excellence, extending product lines, continuing to leverage product development and manufacturing technology to drive product superiority and cost savings, and emphasizing manufacturing quality and efficiency.

Kruger Products also expects to continue to grow by leveraging its Through Air Dry (TAD) product capabilities in Canada and the United States and focusing on the high-end private label business in the U.S. market. Kruger Products’ U.S. strategy also includes the expansion of the White Cloud brand to additional U.S. retailers.

Refer to Business Highlights, Sherbrooke Expansion Project for additional details.

## **BUSINESS HIGHLIGHTS**

### **Sherbrooke Expansion Project**

In 2021, Kruger Products announced an investment totaling \$351.5 million to expand the Sherbrooke operations with a Light Dry Crepe (LDC) tissue machine and two new production lines as well as the construction of a new tissue manufacturing facility (the Sherbrooke Expansion Project) over the following three years. The first stage of this project, a new bathroom tissue converting line, successfully started-up in February 2023. The second stage, the construction of a new tissue manufacturing facility, is well underway and includes a new facial tissue converting line expected to start-up in Q1

2024. The final stage of the project is the LDC paper machine, expected to start-up in Q4 2024 and at maturity increase Kruger Products' annual output by at least 60,000 metric tonnes. As a result of significant inflation across the supply chain and also interest rate increases during construction, the cost of the project is now forecast to increase to \$377.5 million, excluding start-up expenses and working capital. The additional costs are being financed by investments from Kruger Products into KPSB (of which \$8.2 million was made on October 3, 2023) and an \$8.2 million increase in the KPSB Construction Facility (refer to Liquidity and Capital Resources, Indebtedness, KPSB Senior Credit Agreement for additional details). Management continues to monitor the project closely to minimize the impact of any further inflation.

The additional capacity will allow Kruger Products to expand its product offering and is expected to enable it to grow its market share across its different categories, including bathroom tissue, paper towels and facial tissue for household and away-from-home use under such brands as Cashmere®, SpongeTowels®, Scotties®, Purex® and Bonterra™ in Canada, and White Cloud® in the U.S.

### **Corporate Reorganization**

On January 1, 2023, KPLP undertook a corporate reorganization (the Reorganization) pursuant to which KPLP, a limited partnership, was essentially replaced by a corporate entity without adversely affecting KPT. More specifically, KPLP sold and assigned to its wholly-owned subsidiary, Kruger Products, and Kruger Products purchased and assumed from KPLP, in exchange for common shares, all of the properties, operations, assets and liabilities of KPLP, and KPLP was subsequently dissolved and wound-up into its partners. As a result of the Reorganization, Kruger Products, as the successor corporate entity to KPLP, now operates the business previously operated by KPLP.

The interest that KPT previously held in KPLP is now held in Kruger Products, and, through a shareholders' agreement dated January 1, 2023 entered into with Kruger Inc. (the Shareholders' Agreement), KPT has substantially equivalent rights in respect of the operation of, and its investment in, Kruger Products, as it had in respect of KPLP. The Reorganization was undertaken to realize certain tax efficiencies for Kruger Products and to simplify Kruger Products' corporate structure and financial reporting. The Reorganization was approved by the independent directors of KPT.

The Shareholders' Agreement, and certain other agreements with Kruger Inc. that were amended and restated to reflect the Reorganization, are described in the Annual Information Form, and copies of those agreements are available on SEDAR at [www.sedar.com](http://www.sedar.com).

Pursuant to the Shareholders' Agreement, the board of directors of Kruger Products shall determine the amount and date of any distribution by way of dividend. The holders of the issued and outstanding Kruger Products Common Shares are entitled to receive dividends if, as and when declared by the board of directors of Kruger Products.

Pursuant to the Shareholders' Agreement, Kruger Products adopted a dividend reinvestment plan (the Kruger Products DRIP), which permits shareholders that elect to participate in the Kruger Products DRIP to automatically reinvest all cash dividends in additional common shares at a price per common share equal to 100% of the five-day weighted average trading price of the common shares prior to the date of payment of the dividend.

### **Shutdown of Certain Memphis Plant Production Assets**

On November 14, 2022, Kruger Products announced that certain older and inefficient production assets would be shut down at its plant in Memphis, Tennessee in January 2023. The plant, operated by Kruger Products' subsidiary KTG, announced the shutdown of production assets including a LDC paper machine and six converting lines. The shutdown of these assets was determined to be in the best interests of operating efficiencies and profitability of the Memphis plant, and high quality facial tissue and premium TAD products will continue to be produced at the plant. Total restructuring costs were \$3.7 million, of which \$2.6 million was recorded in the consolidated statement of comprehensive income in fiscal 2022, with the remaining \$1.1 million recorded in Q1 2023. Following the shutdown, the Memphis manufacturing facility consists of one TAD paper machine (the Memphis TAD Machine) with an aggregate annual capacity of 55,000 metric tonnes and one adjacent LDC paper machine with an aggregate annual capacity of 30,000 metric tonnes.

## RESULTS OF OPERATIONS

### Results of Operations of Kruger Products

(C\$ millions, unless otherwise noted)	Q3 2023	Q3 2022	YTD 2023	YTD 2022	\$ Change	\$ Change
					Q3 2023 vs. Q3 2022	YTD 2023 vs. YTD 2022
<b>Statement of Operations Data:</b>						
Revenue	473.4	427.0	1,390.7	1,223.3	46.4	167.4
Cost of sales	(386.3)	(394.6)	(1,171.1)	(1,131.0)	8.3	(40.1)
Selling, general and administrative expenses	(40.0)	(30.1)	(116.9)	(94.0)	(9.9)	(22.9)
Restructuring costs, net	(0.1)	(0.1)	(1.3)	(1.0)	(0.0)	(0.3)
<b>Operating income (loss)</b>	<b>47.0</b>	<b>2.2</b>	<b>101.4</b>	<b>(2.7)</b>	<b>44.8</b>	<b>104.1</b>
Interest expense and other finance costs	(16.7)	(18.9)	(51.7)	(53.8)	2.2	2.1
Foreign exchange gain (loss)	(8.4)	(26.0)	0.8	(34.4)	17.6	35.2
<b>Income (loss) before income taxes</b>	<b>21.9</b>	<b>(42.7)</b>	<b>50.5</b>	<b>(90.9)</b>	<b>64.6</b>	<b>141.4</b>
Income taxes:						
Income tax recovery (expense)						
at statutory rate	(5.7)	11.1	(13.1)	23.6	(16.8)	(36.7)
Income tax in partners' hands	-	(1.1)	-	(4.8)	1.1	4.8
Other	(1.4)	(6.1)	(57.7)	(0.8)	4.7	(56.9)
Income taxes	(7.1)	3.9	(70.8)	18.0	(11.0)	(88.8)
<b>Net income including non-controlling interest</b>	<b>14.8</b>	<b>(38.8)</b>	<b>(20.3)</b>	<b>(72.9)</b>	<b>53.6</b>	<b>52.6</b>
Net income attributable to non-controlling interest	1.9	-	1.5	-	1.9	1.5
<b>Net income (loss) attributable to Kruger Products</b>	<b>12.9</b>	<b>(38.8)</b>	<b>(21.8)</b>	<b>(72.9)</b>	<b>51.7</b>	<b>51.1</b>

(C\$ millions, unless otherwise noted)	Q3 2023	Q3 2022	YTD 2023	YTD 2022	\$ Change	\$ Change
					Q3 2023 vs. Q3 2022	YTD 2023 vs. YTD 2022
<b>Reconciliation of Adjusted EBITDA<sup>1</sup> to net income (loss):</b>						
Net income (loss) including non-controlling interest	14.8	(38.8)	(20.3)	(72.9)	53.6	52.6
Interest expense and other finance costs	16.7	18.9	51.7	53.8	(2.2)	(2.1)
Income taxes	7.1	(3.9)	70.8	(18.0)	11.0	88.8
Depreciation and amortization	25.3	24.9	73.6	69.8	0.4	3.8
Foreign exchange loss (gain)	8.4	26.0	(0.8)	34.4	(17.6)	(35.2)
Loss on sale of property, plant and equipment	-	-	1.1	-	-	1.1
Restructuring costs, net	0.1	0.1	1.3	1.0	-	0.3
Consulting costs related to operational transformation initiatives	-	3.5	-	3.5	(3.5)	(3.5)
<b>Adjusted EBITDA<sup>1</sup></b>	<b>72.4</b>	<b>30.7</b>	<b>177.4</b>	<b>71.6</b>	<b>41.7</b>	<b>105.8</b>

<sup>1</sup> Adjusted EBITDA is a non-GAAP financial measure. Refer to the *Non-GAAP Financial Measures* section of this MD&A for more information on these measures.

## ***Results of Operations Q3 2023 compared to Q3 2022***

### *Revenue*

Revenue was \$473.4 million in Q3 2023 compared to \$427.0 million in Q3 2022, an increase of \$46.4 million or 10.9%. The increase in revenue was primarily due to higher sales volume and favourable sales mix in the Consumer segment, along with the favourable impact of selling price increases implemented across all segments and regions during 2022. Revenue was also favourably impacted by foreign exchange fluctuations on U.S. dollar sales (USD average 1.34 in Q3 2023 compared to 1.30 in Q3 2022). From a geographic perspective, revenue in Canada increased \$17.8 million or 7.1%, while revenue in the U.S. increased \$28.6 million, or 16.1%.

### *Cost of Sales*

Cost of sales was \$386.3 million in Q3 2023 compared to \$394.6 million in Q3 2022, a decrease of \$8.3 million or 2.1%. Manufacturing costs decreased as lower pulp and other input costs, along with productivity improvements in plant operations, were only partially offset by higher sales volumes and the unfavourable impact of foreign exchange fluctuations on U.S. dollar costs. Freight costs were lower compared to Q3 2022 as supply constraints and inflation moderated, while warehousing costs increased as a result of additional logistics network costs. As a percentage of revenue, cost of sales was 81.6% in Q3 2023 compared to 92.4% in Q3 2022.

### *Selling, General and Administrative Expenses*

Selling, general and administrative (SG&A) expenses were \$40.0 million in Q3 2023 compared to \$30.1 million in Q3 2022, an increase of \$9.9 million or 33.0%. The increase was primarily due to higher advertising spend in the quarter, higher personnel costs, higher consulting costs, lower foreign exchange gains compared to the year ago quarter and higher related party management fees. As a percentage of revenue, SG&A expenses were 8.4% in Q3 2023 compared to 7.0% in Q3 2022.

### *Adjusted EBITDA*

Adjusted EBITDA<sup>1</sup> was \$72.4 million in Q3 2023 compared to \$30.7 million in Q3 2022, an increase of \$41.7 million or 135.7%. The significant increase was primarily due to a combination of factors: higher sales volumes and favourable sales mix, selling price increases in 2022, lower pulp and other input costs, productivity improvements in plant operations and lower freight costs. These factors were partially offset by higher warehousing and SG&A expenses and the unfavourable impact of foreign exchange fluctuations.

### *Interest Expense and Other Finance Costs*

Interest expense and other finance costs were \$16.7 million in Q3 2023 compared to \$18.9 million in Q3 2022, a decrease of \$2.2 million. The decrease was primarily due to higher interest income and lower pension interest expense, partially offset by higher interest rates on variable rate operating debt.

### *Foreign Exchange Loss*

Foreign exchange loss was \$8.4 million in Q3 2023 compared to \$26.0 million in Q3 2022 due to the favourable impact of foreign exchange fluctuations on USD denominated debt.

### *Income Taxes*

An income tax expense of \$7.1 million was recorded in Q3 2023 compared to an income tax recovery of \$3.9 million in Q3 2022. Kruger Products Inc. is now directly taxable on its Canadian business as a result of the Reorganization on January 1, 2023, while it was operating as a limited partnership during Q3 2022 and not directly taxable on its Canadian business. Income tax in partner's hands was an expense of \$1.1 million in Q3 2022.

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<sup>1</sup> Adjusted EBITDA is a non-GAAP financial measure. Refer to the *Non-GAAP Financial Measures* section of this MD&A for more information on these measures.



### *Net Income (Loss) attributable to Kruger Products*

Net income was \$12.9 million in Q3 2023 compared to a loss of \$38.8 million in Q3 2022, an increase of \$51.7 million. The increase was primarily due to higher Adjusted EBITDA<sup>1</sup> of \$41.7 million, lower foreign exchange loss of \$17.6 million, lower interest expense and other financing costs of \$2.2 million, and lower consulting costs of \$3.5 million, partially offset by higher income tax expense of \$11.0 million, and a loss from non-controlling interest of \$1.9 million resulting from the parent company, Kruger Inc., continuing with the monthly redemption payments under the KPSI IQ Debenture in Q3 2023.

### ***Results of Operations YTD 2023 compared to YTD 2022***

#### *Revenue*

Revenue was \$1,390.7 million in YTD 2023 compared to \$1,223.3 million in YTD 2022, an increase of \$167.4 million or 13.7%. The increase in revenue was primarily due to higher sales volumes and favourable sales mix, along with the favourable impact of selling price increases implemented across all segments and regions during 2022. Revenue was also favourably impacted by foreign exchange fluctuations on U.S. dollar sales (USD average 1.35 in YTD 2023 compared to 1.28 in YTD 2022). From a geographic perspective, revenue in Canada increased \$61.5 million or 8.4%, while revenue in the U.S. increased \$105.9 million, or 21.6%.

#### *Cost of Sales*

Cost of sales was \$1,171.1 million in YTD 2023 compared to \$1,131.0 million in YTD 2022, an increase of \$40.1 million or 3.6%. While the significant inflation experienced during 2022 has moderated during 2023, manufacturing input costs, including pulp, were higher than the first three quarters of 2022. Unfavourable foreign exchange fluctuations on U.S. dollar costs also impacted manufacturing costs while improvements in Memphis operations benefitted manufacturing costs. Freight costs were lower compared to YTD 2022 as supply constraints and inflation moderated, while warehousing costs increased as a result of additional logistics network costs. As a percentage of revenue, cost of sales was 84.2% in YTD 2023 compared to 92.5% in YTD 2022.

#### *Selling, General and Administrative Expenses*

Selling, general and administrative (SG&A) expenses were \$116.9 million in YTD 2023 compared to \$94.0 million in YTD 2022, an increase of \$22.9 million or 24.3%. The increase was primarily due to higher personnel costs, foreign exchange losses related to foreign denominated working capital and higher consulting costs, related party management fees and selling expenses along with a loss on disposal of fixed assets. As a percentage of revenue, SG&A expenses were 8.4% in YTD 2023 compared to 7.7% in YTD 2022.

#### *Adjusted EBITDA*

Adjusted EBITDA<sup>1</sup> was \$177.4 million in YTD 2023 compared to \$71.6 million in YTD 2022, an increase of \$105.8 million or 147.8%. The significant increase was primarily due to a combination of factors: selling price increases in 2022 along with higher sales volumes and favourable sales mix, improvements in Memphis operations and lower freight costs, which were partially offset by higher pulp prices and other input cost inflation compared to YTD 2022, higher warehousing and SG&A expenses and the unfavourable impact of foreign exchange fluctuations.

#### *Interest Expense and Other Finance Costs*

Interest expense and other finance costs were \$51.7 million in YTD 2023 compared to \$53.8 million in YTD 2022, a decrease of \$2.1 million. The decrease was primarily due to higher interest income, the loss on extinguishment of debt recorded under IFRS related to the refinancing of the CAD\$107 million term loan in KPSI that did not repeat in YTD 2023 and lower pension interest expense, partially offset by higher debt levels compared to Q3 2022 and higher interest rates on variable rate operating debt.

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<sup>1</sup> Adjusted EBITDA is a non-GAAP financial measure. Refer to the *Non-GAAP Financial Measures* section of this MD&A for more information on these measures.

### *Foreign Exchange Loss (Gain)*

Foreign exchange gain was \$0.8 million in YTD 2023 compared to a loss of \$34.4 million in YTD 2022 due to the favourable impact of foreign exchange fluctuations on USD denominated debt.

### *Income Taxes*

An income tax expense of \$70.8 million was recorded in YTD 2023 compared to an income tax recovery of \$18.0 million in YTD 2022. Kruger Products Inc. is now directly taxable on its Canadian business as a result of the Reorganization on January 1, 2023 while it was operating as a limited partnership during YTD 2022 and not directly taxable on its Canadian business. The income tax expense in YTD 2023 was primarily due to a deferred tax expense of \$68.9 million, which related primarily to the recognition of the deferred tax liability resulting from all temporary differences between the tax value and carrying value of Kruger Product's assets and liabilities transferred in the Reorganization on January 1st. Income tax in partner's hands was an expense of \$4.8 million in YTD 2022.

### *Net Loss attributable to Kruger Products*

Net loss was \$21.8 million in YTD 2023 compared to \$72.9 million in YTD 2022, a decrease in the loss of \$51.1 million. The decrease in the loss was primarily due to higher Adjusted EBITDA<sup>1</sup> of \$105.8, lower foreign exchange loss of \$35.2, and lower consulting costs of \$3.5 million, partially offset by higher income tax expense of \$88.8 million, higher depreciation and amortization expense of \$3.8 million, a loss on sale of fixed assets of \$1.1 million and a loss from non-controlling interest of \$1.5 million resulting from the parent company, Kruger Inc., assuming the monthly redemption payments under the KPSI IQ Debenture in YTD 2023.

## **Results of Operations of KPT**

	<b>3-month period ended September 30, 2023</b>	<b>3-month period ended September 30, 2022</b>	<b>9-month period ended September 30, 2023</b>	<b>9-month period ended September 30, 2022</b>
<b>(C\$ millions, unless otherwise noted)</b>				
<b>Statement of Operations Data:</b>				
Share of income (loss)	1.8	(5.5)	(2.9)	(10.4)
Depreciation of fair value increments	(0.3)	(1.3)	(0.9)	(4.0)
<b>Equity income (loss)</b>	<b>1.5</b>	<b>(6.8)</b>	<b>(3.8)</b>	<b>(14.4)</b>
Dilution gain	0.3	0.2	0.8	0.5
<b>Income (loss) before income taxes</b>	<b>1.8</b>	<b>(6.6)</b>	<b>(3.0)</b>	<b>(13.9)</b>
Income taxes:				
Current tax recovery	-	-	-	0.4
Deferred tax recovery (expense)	-	0.3	(3.9)	4.2
Income taxes	-	0.3	(3.9)	4.6
<b>Net income (loss)</b>	<b>1.8</b>	<b>(6.3)</b>	<b>(6.9)</b>	<b>(9.3)</b>
<b>Basic earnings (loss) per share (dollars)</b>	<b>0.18</b>	<b>(0.63)</b>	<b>(0.69)</b>	<b>(0.93)</b>

The financial information presented above is based on KPT's interest in Kruger Products for Q3 2023 and YTD 2023 and Q3 2022 and YTD 2022. The share of income (loss) relates to KPT's share of income (loss) of Kruger Products. Refer to Results of Operations of Kruger Products above for an explanation of the results. The depreciation of fair value increments relates to adjustments to the carrying amount of certain assets of Kruger Products on its acquisition by KPT. Refer to note 4 in KPT's financial statements for additional details.

The deferred tax recovery (expense) is a result of changes in the temporary differences of Kruger Products' assets and liabilities since acquisition and the difference between the accounting and tax basis for KPT's investment in Kruger Products. Refer to note 5 in KPT's financial statements for additional details.

## SEGMENT INFORMATION

### Segment Operating Income

Segment operating income is the earnings (loss) for each such segment before (i) interest expense and other finance costs, (ii) income taxes, (iii) depreciation, (iv) amortization, (v) impairment (gain on sale) of non-financial assets, (vi) loss (gain) on disposal of property, plant and equipment, (vii) foreign exchange loss (gain), (viii) costs related to restructuring activities, (ix) changes in amortized cost of Partnership units liability, (x) change in fair value of derivatives, (xi) consulting costs related to operational transformation initiatives, (xii) corporate development related costs and (xiii) loss (gain) on sale of shares. “Consumer Segment Adjusted EBITDA<sup>1</sup>” and “AFH Segment Adjusted EBITDA<sup>1</sup>” means in each case the Segment operating income for the referring respective segment of Kruger Products.

### Segment Results

(C\$ millions, unless otherwise noted)	Q3 2023	Q3 2022	YTD 2023	YTD 2022	Q3 2023 vs Q3 2022		YTD 2023 vs YTD 2022	
					\$ Change	% Change	\$ Change	% Change
<b>Segment Revenue</b>								
Consumer	390.3	346.0	1,150.3	1,015.3	44.3	12.8%	135.0	13.3%
AFH	83.1	81.0	240.4	208.0	2.1	2.6%	32.4	15.6%
Total segment revenue	473.4	427.0	1,390.7	1,223.3	46.4	10.9%	167.4	13.7%
<b>Adjusted EBITDA<sup>1</sup></b>								
Consumer	65.9	25.0	170.5	74.7	40.9		95.8	
AFH	8.4	5.4	15.1	1.7	3.0		13.4	
Corporate and other costs	(1.9)	0.3	(8.2)	(4.8)	(2.2)		(3.4)	
Total Adjusted EBITDA <sup>1</sup>	72.4	30.7	177.4	71.6	41.7		105.8	

#### *Consumer Segment*

##### *Q3 2023 compared to Q3 2022*

Consumer segment revenue was \$390.3 million in Q3 2023 compared to \$346.0 million in Q3 2022, an increase of \$44.3 million or 12.8%. The increase in revenue was due to higher sales volumes along with favourable sales mix, selling price increases implemented in Canada and the U.S. during 2022 and the favourable impact of foreign exchange fluctuations on U.S. dollar sales. Consumer segment revenue increased in both Canada and the U.S.

Consumer Segment Adjusted EBITDA<sup>1</sup> was \$65.9 million in Q3 2023 compared to \$25.0 million in Q3 2022, an increase of \$40.9 million. The significant increase in Adjusted EBITDA<sup>1</sup> was primarily due to the increase in Consumer segment revenue, lower manufacturing costs and lower freight costs, partially offset by higher warehousing and SG&A expenses.

##### *YTD 2023 compared to YTD 2022*

Consumer segment revenue was \$1,150.3 million in Q3 2023 compared to \$1,015.3 million in Q3 2022, an increase of \$135.0 million or 13.3%. The increase in revenue was due to higher sales volume along with favourable sales mix, selling price increases implemented in Canada and the U.S. during 2022 and the favourable impact of foreign exchange fluctuations on U.S. dollar sales. Consumer segment revenue increased in both Canada and the U.S.

<sup>1</sup> Adjusted EBITDA is a non-GAAP financial measure. Refer to the *Non-GAAP Financial Measures* section of this MD&A for more information on these measures.

Consumer Segment Adjusted EBITDA<sup>1</sup> was \$170.5 million in YTD 2023 compared to \$74.7 million in YTD 2022, an increase of \$95.8 million. The significant increase in Adjusted EBITDA<sup>1</sup> was primarily due to the increase in Consumer segment revenue along with lower freight costs, partially offset by higher cost of sales and higher SG&A expenses.

### ***AFH Segment***

#### *Q3 2023 compared to Q3 2022*

AFH segment revenue was \$83.1 million in Q3 2023 compared to \$81.0 million in Q3 2022, an increase of \$2.1 million or 2.6%. The increase was primarily due to selling price increases implemented during 2022 and the favourable impact of foreign exchange fluctuations on U.S. dollar sales, partially offset by slightly lower sales volume. AFH segment revenue increased in the U.S. and decreased in Canada.

AFH Segment Adjusted EBITDA<sup>1</sup> was \$8.4 million in Q3 2023 compared to \$5.4 million in Q3 2022, an increase of \$3.0 million. The increase was primarily due to the favourable revenue impact, lower manufacturing costs and lower freight costs, partially offset by higher warehousing and SG&A expenses.

#### *YTD 2023 compared to YTD 2022*

AFH segment revenue was \$240.4 million in YTD 2023 compared to \$208.0 million in YTD 2022, an increase of \$32.4 million or 15.6%. The increase was primarily due to higher sales volumes in both the U.S. and Canada, selling price increases implemented during 2022 and the favourable impact of foreign exchange fluctuations on U.S. dollar sales. AFH segment revenue increased in both the U.S. and Canada.

AFH Segment Adjusted EBITDA<sup>1</sup> was \$15.1 million in YTD 2023 compared to \$1.7 million in YTD 2022, an increase of \$13.4 million. The increase was primarily due to the favourable revenue impact and lower freight costs, partially offset by higher cost of sales, higher warehousing and SG&A costs.

### ***Corporate and Other Costs***

Corporate and other costs include certain management overhead costs not directly attributable to the business segments.

#### *Q3 2023 compared to Q3 2022*

Corporate and other costs were \$1.9 million in Q3 2023 compared to income of \$0.3 million in Q3 2022, an increase of \$2.2 million resulting primarily from lower foreign exchange gains related to working capital in compared to the year ago quarter and higher related party management fees.

#### *YTD 2023 compared to YTD 2022*

Corporate and other costs were \$8.2 million in YTD 2023 compared to \$4.8 million in YTD 2022, an increase of \$3.4 million resulting primarily from higher foreign exchange losses related to working capital in YTD 2023 and higher related party management fees.

## **LIQUIDITY AND CAPITAL RESOURCES**

### **Overview**

Kruger Products' principal uses of funds are for operating costs, working capital, capital expenditures, pension contributions and dividends (together, the Funding Requirements). To date, Kruger Products has met the Funding Requirements by using cash generated from operating activities and the Dividend Reinvestment Plan and borrowings under its various debt facilities. Kruger Products is required to make funding contributions to the sponsored, registered defined benefit pension plans (RDBPP) over the next ten years. Kruger Products Management believes that cash generated from

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<sup>1</sup> Adjusted EBITDA is a non-GAAP financial measure. Refer to the *Non-GAAP Financial Measures* section of this MD&A for more information on these measures.

operations and the Dividend Reinvestment Plan, together with amounts available under the various debt facilities will be sufficient to meet its future Funding Requirements. However, Kruger Products' ability to meet future Funding Requirements and its ability to make scheduled payments of interest and principal on its debt facilities and to satisfy any of its other present or future debt obligations will depend on its future operating performance, which will be affected by general economic, financial, and other factors including factors beyond its control. Kruger Products Management reviews investment opportunities in the normal course of its business and may, if suitable opportunities arise, make selected investments to implement Kruger Products' business strategy. Historically, the funding for any such investments has come from cash flows from operations and/or additional debt.

As of September 30, 2023, Kruger Products was in compliance with all of its financial covenants under all of its outstanding credit facilities. As of September 30, 2023, Kruger Products had drawn \$50 million from the \$200 million committed amount under the Kruger Products Senior Credit Facility and had \$15.1 million of letters of credit outstanding, resulting in \$134.9 million available from the Kruger Products Senior Credit Facility, subject to covenant limitations. As of September 30, 2023, Kruger Products had two revolving loans available under the TAD Sherbrooke Project Facility. The US\$10 million (\$13.5 million) revolving loan had draws of US\$3.0 million (\$4.0 million) and the \$12.5 million revolving loan had no draws and outstanding letters of credit of \$8.3 million, resulting in \$13.7 million available from the revolving loans. As of September 30, 2023, KPSB had drawn \$1.5 million from the \$5 million committed amount under the KPSB Revolving Facility and had \$3.1 million of letters of credit outstanding, resulting in \$0.4 million available from the KPSB Revolving Facility, subject to covenant limitations. As of September 30, 2023, Kruger Products had total liquidity of \$277.6 million (December 31, 2022 - \$133.4 million) representing cash and cash equivalents and availability under the Kruger Products Senior Credit Facility, the revolving loans available under the TAD Sherbrooke Project Facility and the KPSB Revolving Facility within the covenant limitations. In addition, \$22.5 million (December 31, 2022 - \$29.7 million) of cash and cash equivalents were held by Kruger Products for the Sherbrooke Expansion project.

As it pertains to capital expenditures, approximately \$25 million annually relates to maintenance projects and the remaining expenditures are focused on strategic and growth projects aimed at reducing costs and offsetting annual inflation or increasing production capacity. Regular growth projects focused on performance improvement generally have a 3 to 4 year payback. Capital expenditures were \$105.9 million in YTD 2023, including \$90.3 million related to the Sherbrooke Expansion Project (including interest capitalized during construction) and government assistance received of \$1.3 million. Capital expenditures are expected to be approximately \$190 million to \$210 million in fiscal 2023, including the Sherbrooke Expansion Project.

The tissue industry is generally characterized by high sales volume and rapid turnover of inventories and accounts receivable. In general, accounts receivable and inventories are readily convertible into cash. Investment in working capital may be affected by fluctuations in the prices of pulp and other supply costs, vendor terms and timing of collection of accounts receivable. Kruger Products participates in a factoring program to assist in managing working capital. Under the program, Kruger Products derecognizes certain receivables upon sale.

## Cash Flows

(C\$ millions, unless otherwise stated)	YTD 2023	YTD 2022	\$ Change
			YTD 2023 vs. YTD 2022
Net cash flows from (used in) operating activities	236.1	(24.3)	260.4
Net cash flows used in investing activities	(103.4)	(76.6)	(26.8)
Net cash flows from (used in) financing activities	(52.8)	33.1	(85.9)
Effect of exchange rate changes on cash and cash equivalents held in foreign currency	(0.1)	1.4	(1.5)
Increase (decrease) in cash and cash equivalents	79.8	(66.4)	146.2
Beginning cash and cash equivalents, net	71.3	148.5	(77.2)
Ending cash and cash equivalents, net	151.1	82.1	69.0

### ***Net Cash Flows from (used in) Operating Activities***

Net cash from operating activities was \$236.1 million in YTD 2023 compared to net cash used in operating activities of \$24.3 million in YTD 2022. Cash from operating activities in YTD 2023 was primarily driven by Adjusted EBITDA<sup>1</sup> of \$177.4 million (YTD 2022 - \$71.6 million), a decrease in working capital of \$64.3 million (YTD 2022 – an increase of \$85.2 million), partially offset by provisions paid of \$3.4 million (YTD 2022 - \$4.0 million), income tax payments of \$2.0 million (YTD 2022 - \$1.8 million) and pension and post-retirement benefit contributions above expense of \$1.0 million (YTD 2022 - \$1.6 million).

### ***Net Cash Flows used in Investing Activities***

Net cash used in investing activities was \$103.4 million in YTD 2023 compared to \$76.6 million in YTD 2022. Cash used in investing activities related to capital expenditures of \$105.9 million (including \$90.3 million for the Sherbrooke Expansion Project) in YTD 2023 compared to \$76.6 million (including \$30.2 million for the Sherbrooke Expansion Project and \$15.2 million for the TAD Sherbrooke Project) in YTD 2022. This was partially offset by proceeds on sale of property, plant and equipment of \$2.5 million in YTD 2023.

### ***Net Cash Flows from (used in) Financing Activities***

Net cash used in financing activities was \$52.8 million in YTD 2023 compared to net cash from financing activities of \$33.1 million in YTD 2022. Net cash used in financing activities in YTD 2023 was primarily due to interest paid of \$34.3 million (YTD 2022 - \$36.2 million), lease payments of \$20.8 million (YTD 2022 - \$21.3 million), payment to related party of \$5.7 million (YTD 2022 – nil), net dividends paid of \$5.2 million (YTD 2022 net distributions - \$15.8 million), the change in Restricted cash of \$3.9 million (YTD 2022 - \$3.5 million), deferred financing fees paid of \$0.4 million (YTD 2022 - \$2.8 million), partially offset by proceeds from debt net of repayments of \$17.6 million (YTD 2022 – \$112.6 million).

### **Contractual Obligations**

Kruger Products' contractual obligations consist of long-term debt (principal repayments and interest payments), right-of-use leases for the rental of property, equipment and motor vehicles and pensions.

As of September 30, 2023, Kruger Products had \$89.9 million (December 31, 2022 – \$121.7 million) of commitments related to the Sherbrooke Expansion Project.

Kruger Products' cash pension contribution for defined benefit pension arrangements in YTD 2023 was \$5.7 million, while its post-retirement benefits contribution was \$1.7 million. In addition, as of September 30, 2023, Kruger Products had \$13.1 million of letters of credit related to pensions outstanding. Pension contributions for fiscal 2023 are expected to be \$10.4 million and post-retirement contributions for fiscal 2023 are expected to be \$2.4 million.

As a result of the Reorganization, the Partnership unit liability was extinguished as the Limited Partnership Agreement was dissolved and the corresponding requirement to make the Tax Distribution was eliminated. The outstanding liability of \$133.6 million as of January 1, 2023 was reclassified to Equity in the unaudited condensed consolidated statements of financial position. Refer to Business Highlights, Corporate Reorganization for additional details.

The Exchange Agreement was amended and restated on January 1, 2023 to reflect the Reorganization. Pursuant to the Exchange Agreement, KPT has granted Kruger Inc. the right to exchange Kruger Products common shares it holds from time to time for common shares of KPT (the KPT Common Shares) issued by KPT on the basis of one Kruger Products common share for one KPT Common Share, subject to adjustment upon the occurrence of certain events that would result in the indirect economic interest in Kruger Products represented by a KPT Common Share diverging from the direct economic interest in Kruger Products represented by a Kruger Products common share, including splits or consolidations of the KPT Common Shares without a corresponding split or consolidation of the Kruger Products common shares, issuances or repurchases of the KPT Common Shares without corresponding issuances or repurchases of Kruger Products common

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<sup>1</sup> Adjusted EBITDA is a non-GAAP financial measure. Refer to the *Non-GAAP Financial Measures* section of this MD&A for more information on these measures.

shares, acquisition of assets by KPT other than Kruger Products common shares or incurrence of liabilities other than ordinary course liabilities, or special distributions by KPT, certain other securities, debt or assets to all shareholders. If at any time the Kruger Inc. aggregate ownership interest is less than 20% in Kruger Products, KPT may require the exchange of all outstanding Kruger Products common shares held by Kruger Inc. or its affiliates in return for KPT Common Shares on the basis of one Kruger Products common share for one KPT Common Share subject to adjustment as set forth above. As of September 30, 2023, no Kruger Products common shares had been exchanged for KPT Common Shares.

The Administration Agreement was amended and restated on January 1, 2023 to reflect the Reorganization. Pursuant to the Administration Agreement, Kruger Products, as administrator (the Administrator) has full power and authority to administer, subject to the general supervision and any specific instructions of the KPT Board, all of the ongoing operations and affairs of KPT in order for KPT to carry on its activities as a public company. The Administrator shall directly bear and pay for all KPT's normal operating expenses incurred in connection with the ordinary course operation of a company that is a reporting issuer. The Administrator may also advance funds to KPT in an amount equal to pay for any expenses of KPT that are outside of such ordinary course expenses, by way of non-recourse, interest-free loans, repayable upon payment by the Administrator of distributions to KPT. As KPT's agent, the Administrator will also bear and pay all outlays and expenses to third parties incurred by the Administrator in the administration of the affairs of KPT and the performance by the Administrator of its duties under the Administration Agreement.

## **Indebtedness**

### ***KPSI IQ Debenture***

Pursuant to the KPSI Repayment Agreement, Kruger Products waived its priority right to make the nine monthly redemption payments in 2023 under the KPSI IQ Debenture and Kruger Inc. notified Investissement Québec that it would instead make the monthly redemption payments. Kruger Inc. received common shares of Kruger Products Sherbrooke Inc. (KPSI) with a value of \$14.6 million as consideration, resulting in Kruger Inc. holding a 9.2% non-controlling interest directly in KPSI as of September 30, 2023. As a result, a non-controlling interest of \$16.2 million has been recorded in the unaudited condensed consolidated statement of financial position as of September 30, 2023. Net loss and comprehensive loss in the unaudited condensed consolidated statements of income (loss) and comprehensive income (loss) for YTD 2023 include a loss of \$1.6 million directly attributable to Kruger Inc's share of loss in KPSI. Two monthly redemption payments by Kruger Inc. occurred subsequent to September 30, 2023.

### ***KPSB Senior Credit Agreement***

Subsequent to September 30, 2023, KPSB and Kruger Products received consent to increase the KPSB Construction facility to \$158.3 million from \$150 million.

## **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

### **Credit Risk**

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Kruger Products' financial instruments exposed to credit risk as of September 30, 2023 included cash and cash equivalents, restricted cash, trade and other receivables and receivables from related parties. Kruger Products places its cash and cash equivalents and restricted cash with financial institutions of high creditworthiness.

Kruger Products sells its products to a variety of customers under certain credit terms and therefore is exposed to credit risks. Normal trade receivables are due within 30 days from the invoice date and amounts in excess of 90 days past the invoice date are considered delinquent. Kruger Products routinely assesses the financial strength of its customers and mitigates against identified exposure primarily by lowering credit limits with high-risk accounts. Kruger Products' customers are well established companies and accordingly, Kruger Products has experienced limited financial loss with respect to credit risk. As a result, Kruger Products believes that its exposure to credit risk is limited.

On November 16, 2018, Kruger Products entered into a factoring arrangement with the Bank of Nova Scotia, pursuant to a Receivables Purchase Agreement, as amended by a first amendment agreement dated November 12, 2020, a second

amendment agreement dated November 8, 2021, a third amendment agreement dated November 8, 2022 and a fourth amended and restated agreement dated December 15, 2022. As a result, Kruger Products sells to the Bank of Nova Scotia eligible trade receivables owing by certain key customers with a facility limit of \$50 million. Eligible trade receivables are sold on a non-recourse basis. Kruger Products receives 95% of customer invoices sold net of a dilution factor. The dilution factor is an estimate of rebates accrued for each customer in respect of the customer invoice. Kruger Products is restricted from selling or pledging these trade receivables. The factoring arrangement bears interest at a floating interest rate based on CDOR plus applicable margin. Pursuant to the fourth amendment, the Receivables Purchase Agreement was renewed on a non-committed basis going forward, whereby either party may terminate the Receivables Purchase Agreement at any time subject to a notice period. As eligible trade receivables are sold, Kruger Products removes the factored receivables from the consolidated statement of financial position, recognizes the proceeds received as consideration for the transfer and records a loss on factoring, which is included in Interest expense and other finance costs in the unaudited condensed consolidated statement of income (loss). Cash flows from the factoring arrangement are presented as operating activities in the unaudited condensed consolidated statement of cash flows.

### **Currency Risk**

Currency risk is the risk that Kruger Products' earnings may fluctuate due to changes in Canadian to U.S. dollar exchange rates, as the financial results are reported in Canadian dollars. Kruger Products sells certain of its products in U.S. dollars at prevailing U.S. dollar prices. The currency exposure is more than offset by U.S. dollar costs and expenses and the U.S. dollar denominated debt.

As of September 30, 2023, Kruger Products had net liabilities denominated in U.S. dollars of \$426.5 million (September 30, 2022 – \$424.9 million). Assuming the Canadian dollar strengthened (weakened) by 5% against the U.S. dollar, with all other variables held constant, the hypothetical result on net income before tax in Q3 2023 would have been an increase (decrease) of \$21.3 million (Q3 2022 – \$21.2 million).

### **Liquidity Risk**

The purpose of liquidity risk management is to maintain sufficient cash and cash equivalents and to ensure Kruger Products has sufficient authorized credit facilities to maintain liquidity and meet its future obligations as they come due.

The ability to pay its obligations relies on Kruger Products collecting its trade receivables in a timely manner and by maintaining sufficient cash and cash equivalents in excess of anticipated needs. Kruger Products' trade and other payables of \$350.4 million as of September 30, 2023 (December 31, 2022 – \$279.4 million) are all due for payment within twelve months of the dates of the consolidated statements of financial position.

Refer to Liquidity and Capital Resources, Overview for additional details.

### **Interest Rate Risk**

Kruger Products' interest rate risk arises from its variable rate debt related to the Kruger Products Senior Credit Facility, certain credit facilities made available as part of the TAD Sherbrooke Project Facility and the KPSB Senior Credit Facility. As of September 30, 2023, Kruger Products had variable rate debts of \$55.0 million (December 31, 2022 – \$106.9 million). The Kruger Products Senior Credit Facility bears interest at a base rate of Canadian prime rate, U.S. base rate, banker's acceptance rates, SOFR (as defined in the Kruger Products Senior Credit Agreement) or the applicable benchmark replacement rate, plus an applicable margin varying between 0.20% and 3.50%. The revolving loans of US\$10 million and \$12.5 million made available as part of the TAD Sherbrooke Project Facility bear interest at floating interest rates based on U.S. base rate, Canadian prime rate or CDOR (or the applicable replacement rate) plus an applicable margin. The KPSB Senior Credit Facility bears interest at a base rate of Canadian prime rate, U.S. base rate, LIBOR or the applicable benchmark replacement rate, banker's acceptance rates, plus a margin varying between 1.50% and 3.25%.

A 100 basis point increase (decrease) in the market rate of interest would result in an increase (decrease) in net loss before tax of \$0.5 million for YTD 2023.



## Commodity Price Risk

Commodity price risk is the risk that future cash flows associated with purchasing required raw materials will fluctuate due to changes in commodity prices, which can be affected by foreign exchange and other trade related risks. Kruger Products is subject to commodity price fluctuations since Kruger Products' main raw material is fibre, which changes price due to market conditions, and therefore can result in periodic earnings volatility in the short term. Historically, the industry has generally been able to mitigate its exposure to commodity price risk over the medium term by passing increases in its supply costs onto its customers through incremental price increases, depending on the supply and demand balance. The ability to eventually pass through the full amount of pulp and other commodity cost increases can be impacted by the competitive market situation. There can be no assurance that the historical ability to pass through increases in costs will continue to occur in the future.

## TRANSACTIONS WITH RELATED PARTIES

Kruger Products and Kruger are parties to a Third Amended and Restated Management Services Agreement dated as of November 15, 2019 with effect as of January 1, 2020 (the Management Services Agreement) pursuant to which Kruger provides certain management and support services to Kruger Products, including corporate management support and administrative support services; accounting and tax support; corporate financing and treasury support; benefits and human resources support services; corporate insurance; corporate procurement services complementary to Kruger Products procurement; project development and management services, corporate development support, environmental support and corporate engineering support services.

Kruger Inc. is also providing certain management and support services related to the Sherbrooke Expansion Project including project management services, and engineering, construction, accounting and corporate finance support services.

Kruger Products also leases warehouses located in Laval, Québec and New Westminster, British Columbia from an entity of which an affiliate of Kruger Inc. is a 50% owner.

Kruger Products purchases certain supplies and services from Kruger Inc. and its affiliates, including fibre and small quantities of pulp and packaging. These transactions generally take place on arm's-length terms. Kruger Products also has the ability to procure these goods and services from third party suppliers.

Goods are sold to Kruger Inc. and subsidiaries of Kruger Inc. based on the price lists in force and terms that would be available to third parties.

	YTD 2023	YTD 2022
	\$	\$
Sales of goods to Kruger Inc.	79	251
Sale of goods to subsidiaries of Kruger Inc	3,034	2,987
Purchases of goods from Kruger Inc.	361	401
Purchases of goods and services from subsidiaries of Kruger Inc.	32,318	45,179
Management fees to Kruger Inc.	6,208	5,840

During YTD 2023, in connection with the contribution undertaking agreement, Kruger Products made its annual payment of \$5.8 million to Kruger Brompton L.P., a subsidiary of Kruger Inc. Also during YTD 2023, the increase in the obligation due to passage of time was \$1.8 million and was recognized as Interest expense and other finance costs in the unaudited condensed consolidated statement of income (loss).

## OFF BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL OBLIGATIONS

Kruger Products has entered into right-of-use lease commitments related to land, buildings, IT services, vehicles and other machines and equipment. Refer to Liquidity and Capital Resources, Contractual Obligations for additional details on contractual obligations including these right-of-use leases.

## CRITICAL ACCOUNTING ESTIMATES

The preparation of the unaudited condensed consolidated financial statements is in accordance with IFRS, which requires Kruger Products Management to make estimates and assumptions that affect the reported amounts and disclosures made in the Kruger Products and KPT financial statements and accompanying notes. Kruger Products Management continually evaluates the estimates and assumptions it uses. These estimates and assumptions are based on Kruger Products Management's historical experience, best knowledge of current events and conditions and activities that Kruger Products and KPT may undertake in the future. Actual results could differ materially from these estimates. The estimates and assumptions described in this section depend upon subjective or complex judgment that may be uncertain and changes in these estimates and assumptions could materially impact the financial statements. The estimates and judgement applied by Kruger Products Management that most significantly affect the unaudited condensed consolidated financial statements are the same as the ones that applied to the audited consolidated financial statements of Kruger Products and KPT for the year ended December 31, 2022, except for those related to the Partnership units liability which was extinguished as a result of the Reorganization (refer to Business Highlights, Corporate Reorganization).

## ACCOUNTING CHANGES AND FUTURE ACCOUNTING STANDARDS

### Summary of significant accounting policies

The significant accounting policies used in the preparation of the unaudited condensed financial statements of Kruger Products and KPT for the 3-month and 9-month periods ended September 30, 2023 and September 30, 2022 were disclosed in the annual audited financial statements of KPLP and KPT for the year ended December 31, 2022 and the unaudited condensed financial statements of Kruger Products and KPT for the 3-month and 6-month periods ended June 30, 2023 and June 30, 2022 and have been applied to all periods presented.

## SELECTED QUARTERLY FINANCIAL INFORMATION

The following table provides selected financial information for KPT and Kruger Products:

(C\$ millions, unless otherwise stated)	<u>September 30, 2023</u>	<u>December 31, 2022</u>
<b>KPT Financial Information</b>		
Total assets	74.6	81.7
Total liabilities	1.8	7.7
<b>Kruger Products Financial Information</b>		
Total assets	2,297.9	2,256.8
Total liabilities	1,671.9	1,763.6

The following table summarizes quarterly financial results for Kruger Products for the last eight quarters:

(C\$ millions, unless otherwise stated)	2023			2022				2021
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
<b>Number of days in the period</b>	92	91	90	92	92	91	90	92
Revenue	473.4	466.3	451.0	458.1	427.0	397.5	398.7	424.1
Net income (loss) including non-controlling interest	14.8	15.0	(50.1)	16.0	(38.8)	(35.5)	1.4	42.3
<b>Reconciliation of net income (loss) to Adjusted EBITDA<sup>1</sup></b>								
<b>Net income (loss) including non-controlling interest</b>	14.8	15.0	(50.1)	16.0	(38.8)	(35.5)	1.4	42.3
Interest expense and other finance costs	16.7	18.6	16.5	20.7	18.9	17.4	17.5	22.8
Income taxes	7.1	5.1	58.6	1.8	(3.9)	(4.9)	(9.1)	(43.2)
Depreciation and amortization	25.3	24.0	24.3	33.0	24.9	21.9	23.1	21.8
Foreign exchange loss (gain)	8.4	(8.9)	(0.4)	(5.3)	26.0	12.5	(4.3)	(1.3)
Change in amortized cost of Partnership units liability	-	-	-	(25.6)	-	-	-	(5.0)
Other expense	-	-	-	0.1	-	-	-	0.4
Loss on sale of property, plant and equipment	-	1.1	-	0.1	-	-	-	0.1
Restructuring costs, net	0.1	0.1	1.1	3.6	0.1	0.4	0.5	0.4
Consulting costs related to operational transformation initiatives	-	-	-	-	3.5	-	-	-
<b>Adjusted EBITDA<sup>1</sup></b>	<b>72.4</b>	<b>55.0</b>	<b>50.0</b>	<b>44.4</b>	<b>30.7</b>	<b>11.8</b>	<b>29.1</b>	<b>38.3</b>

## SHARE INFORMATION

KPT's authorized share capital consists of an unlimited number of KPT Common Shares. As of November 8, 2023, there were 9,963,722 KPT Common Shares issued and outstanding. Pursuant to the Exchange Agreement, Kruger Inc. has the right to exchange Kruger Products common shares it holds from time to time for KPT Common Shares on the basis of one Kruger Products common share for one KPT Common Share, subject to adjustment as set out in the Exchange Agreement. Pursuant to the Asset Purchase Agreement dated as of January 1, 2023, KPLP transferred its rights under the Exchange Agreement to Kruger Products, in connection with the Reorganization (refer to Business Highlights, Corporate Reorganization for additional details). Accordingly, if Kruger Inc. were to exchange all Kruger Products Common Shares held by it as of November 8, 2023 for KPT Common Shares, it would hold approximately 86.9% of the issued and outstanding KPT Common Shares. As of November 8, 2023, there were no potentially dilutive instruments outstanding.

Pursuant to the Shareholders' Agreement, Kruger Products is authorized to issue an unlimited number of common shares and an unlimited number of Kruger Products Common Shares. As of November 8, 2023, there were 75,973,356 Kruger Products Common Shares issued and outstanding.

<sup>1</sup> Adjusted EBITDA is a non-GAAP financial measure. Refer to the *Non-GAAP Financial Measures* section of this MD&A for more information on these measures.

## **RISK FACTORS**

For a detailed description of risk factors associated with KPT and Kruger Products, refer to the “Risk Factors” section of the 2022 Annual Information Form dated March 9, 2023 available on SEDAR at [www.sedar.com](http://www.sedar.com). Kruger Products Management is not aware of any significant changes to the risk factors associated with KPT and Kruger Products from those disclosed at that time.

## **CONTROLS AND PROCEDURES**

### ***Disclosure Controls and Procedures and Internal Control over Financial Reporting***

Disclosure controls and procedures within KPT and Kruger Products (collectively, the Corporations) have been designed to provide reasonable assurance that all relevant information is identified to its Chief Executive Officer (CEO), its Chief Financial Officer (CFO) and its Disclosure Policy Committee to ensure appropriate and timely decisions are made regarding public disclosure.

Internal controls over financial reporting have been designed by Management, under the supervision of, and with the participation of the Corporations’ CEO and CFO, to provide reasonable assurance regarding the reliability of the Corporations’ financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Corporations will file certifications, signed by the Corporations’ CEO and CFO, with the Canadian Securities Administrators (CSA) upon filing of the Corporations’ Annual Information Form. In those filings, the Corporations’ CEO and CFO will certify, as required by National Instrument 52-109, the appropriateness of the financial disclosure, the design and effectiveness of the Corporations’ disclosure controls and procedures and the design and effectiveness of internal controls over financial reporting. The Corporations’ CEO and CFO also certify the appropriateness of the financial disclosures in the Corporations’ interim filings with securities regulators. In those interim filings, the Corporations’ CEO and CFO also certify the design of the Corporations’ disclosure controls and procedures and the design of internal controls over financial reporting.

The Corporations’ Audit Committees reviewed this MD&A and the unaudited condensed financial statements and notes of KPT and the unaudited condensed consolidated financial statements and notes of Kruger Products, and the Corporations’ Boards of Directors approved these documents prior to their release.

### ***Changes in Internal Controls over Financial Reporting***

There have been no changes to the Corporations’ internal controls over financial reporting during Q3 2023 that have materially affected, or are reasonably expected to materially affect, its internal controls over financial reporting.

## **ADDITIONAL INFORMATION**

Additional information relating to KPT and Kruger Products, including the Annual Information Form, is available on SEDAR at [www.sedar.com](http://www.sedar.com).