



2017 ANNUAL REPORT



**TO BE  
THE MOST  
SUSTAINABLE  
PROTEIN  
COMPANY  
ON EARTH**

# 2017 Financial Highlights

## Sales

(In millions of Canadian dollars)



Continued progress in 2017 with a 5.7% increase in sales.

## Adjusted EBITDA Margin<sup>(i)</sup>

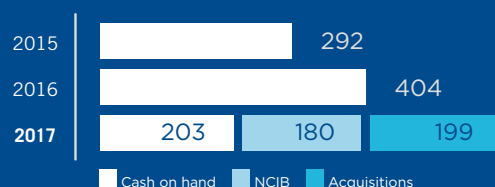
(Percent)



The improvement in Adjusted EBITDA margin<sup>(i)</sup> to 10.8% was our eighth consecutive quarter above 10%.

## Cash on Hand

(In millions of Canadian dollars)



The Company continues to have a strong cash position, after factoring in share buybacks and completed acquisitions in the year.

## Share Price<sup>(ii)</sup>

(In Canadian dollars)



Share price has increased 51% from the end of 2015 to the end of 2017.

(i) Please refer to the Non-IFRS Measures outlined in the Management's Discussion & Analysis on page 25.

(ii) Share price is as of December 29, 2017, December 30, 2016 and December 31, 2015.

## About Maple Leaf Foods Inc.

Maple Leaf Foods Inc. is a leading consumer protein company, making high-quality, innovative products under national brands including Maple Leaf®, Maple Leaf Prime®, Maple Leaf Natural Selections®, Schneiders®, Schneiders® Country Naturals®, Mina® and Lightlife™. Maple Leaf employs approximately 11,500 people and does business in Canada, the U.S. and Asia. The Company is headquartered in Mississauga, Ontario, and its shares trade on the Toronto Stock Exchange (MFI).

For more information, please visit [mapleleaffoods.com](http://mapleleaffoods.com)

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**The world faces pressing challenges, including the need for a sustainable food system to nourish future generations. We are united behind an aspirational purpose – to Raise the Good in Food – and a vision to be the most sustainable protein company on earth.**



# MAPLE LEAF FOODS HAD A PIVOTAL YEAR IN 2017. WE MAINTAINED OUR EARNINGS MOMENTUM, ANNOUNCED TWO TRANSFORMATIVE ACQUISITIONS AND COMPLETED A COMPREHENSIVE PROCESS TO DEFINE OUR FUTURE.



We united behind an aspirational purpose – to Raise the Good in Food – and we continue to shape Maple Leaf in pursuit of our vision to be the most sustainable protein company on earth.

Never have I been as excited about Maple Leaf's future or the opportunities in front of us – opportunities for our business and for the future of food.

Our people are inspired by our collective ambition, energized by our focus and executing our strategies with passion. We are doing more than something that's good for Maple Leaf and our shareholders. We are doing something that's good for society.

That's because the world needs us – needs all of us – to change, and change fast!

The global food system is overtaxed and becoming increasingly unsustainable.

Figuring out how the planet can sustainably feed a rapidly growing population is one of the great challenges of our time. Resource-intensive livestock production, particularly of beef, puts tremendous pressure on the air, water and land we all share. In fact, it accounts for 75% of all agricultural land use, contributes to global deforestation and generates an estimated 15% of all greenhouse gas emissions.

The world's food system will need to close a 70% food gap between calories that are currently available and expected caloric demand by 2050, when the world's population is expected to exceed nine billion people. Closing that gap responsibly is one of society's most urgent needs.

Simply put, the food system needs to serve our world better in feeding and nourishing generations to come.

Companies that rise to the challenge – those companies that can demonstrate deep commitments to sustainability and translate those commitments into transformative change – will increasingly earn higher consumer trust and, ultimately, loyalty.

At Maple Leaf, we embrace this challenge as a company that is prepared to lead and change, and we are well



positioned to succeed. We are small enough to be rebellious in that pursuit, yet large enough to scale up our bold ideas to commercial viability.

Advancing a bold aspiration to be the most sustainable protein company on earth is an exciting path to growth through creating shared value – where our capabilities and strengths as an organization intersect with what the world needs. This intersection creates high growth profitable markets in which we can differentiate Maple Leaf, and supports a more sustainable food system.

Building a growth-oriented, profitable and sustainable company positions us well for success. In 2017, the financial expression of this momentum was Adjusted Operating Earnings of \$263.8 million (\$1.54 Adjusted EPS), and an Adjusted EBITDA margin of 10.8% – both well ahead of 2016.

We completed the year with \$203 million in cash, inclusive of \$180 million in share repurchases to buy back 5.7 million shares as part of our Normal Course

Issuer Bid, and investments close to \$200 million for acquisitions including the purchase of Lightlife Foods.

Shareholders were rewarded with \$57 million in dividend payments, up 17% over the prior year, and a 27% year-over-year increase in our share price (compared to 6% growth by the S&P/TSX Composite Index).

We are implementing a roadmap to deliver accelerated growth and profitability for the long term. Our five-year aspirational goal to deliver an Adjusted EBITDA margin of between 14% and 16% is backed by a plan that combines further cost reduction opportunities with tangible growth, along with our commitment to creating shared value.

**Six core strategies** underpin this plan:

- Lead in sustainability
- Invest in people
- Make great food
- Broaden our reach
- Build a digital future
- Eliminate waste

**Share price appreciation**

**27%**

**year-over-year increase**

**Adjusted EBITDA margin**

**10.8%**

**well ahead of 2016**





**Sustainability is authentic to who we are, as a culture and as individuals. It is deeply embedded in our organization and supported by investments we have been making for many years.”**

To **lead in sustainability** is the defining strategy of our vision and a key differentiator. We take a broad view, not just an environmental lens. It informs all aspects of our business, in our pursuit of a sustainable enterprise. It enables us to pursue a new social contract of shared value. Leading in sustainability is a significant market differentiator for Maple Leaf, as we focus our brands, our products and our customer relationships on the unique propositions we offer in a market where “responsible consumption” is the most significant consumer growth opportunity.

This work is not new for us. Sustainability is an area that is deeply embedded in our organization and supported by investments we have been making for many years.

It is authentic to who we are, as a culture and as individuals. We have framed our multi-year sustainability journey under the pillars of Better Food, Better Care, Better Communities and Better Planet.

We pursue *Better Food*, in part, through product reformulations that remove artificial ingredients, colours and flavours, while also reducing sodium. We also pursue Better Food through building our sustainable meat portfolio – guided by our Sustainable Meat Principles. And we are about to embark on a comprehensive new brand and product marketing strategy – the most expansive in our history – that will position our brands for leadership in well-defined demand spaces driven by extensive consumer insights.

*Better Care* for animals is central to our responsibility as a sustainable enterprise, and we are implementing a comprehensive, goal-driven plan to become a leader. This has led to better training, better husbandry, increased transparency and accountability, and significant investments in remote video auditing, transportation, humane processing and enhanced open sow housing. All of this has required material capital investments to support our commitments.

We pursue *Better Communities* as part of our social contract and have invested

years in developing a strategic, high impact approach that will increasingly define our Company and contribute to the shared value we create. The greatest expression of this is our launch of the Maple Leaf Centre for Action on Food Security, a registered charity that is focused on the pressing issue of advancing food security. It is a national shame that in Canada, a country of considerable wealth and abundant farmland, one in eight households and one in six children are affected by food insecurity. Through advocacy, investing in innovation and knowledge sharing, the Centre reflects our long-term commitment to working collaboratively to address this urgent social issue, and to leveraging our resources and expertise as a leading Canadian food company.

And we pursue a *Better Planet* by dramatically reducing our environmental footprint, recognizing that this is an area of high impact across our supply chain and core to our vision. We have publicly committed to cutting our emissions and energy use, our water usage and our waste by at least 50% by 2025 – and we are tracking well ahead of that goal. We know we must accelerate our progress, and we are considering other bold goals and actions that reflect our leadership position.

Leading in sustainability, and executing our comprehensive strategic plan, requires us to **invest in people**, the second of our six core strategies. We have an ambitious agenda, one that requires us to be a destination for top talent. Supporting this, we are making targeted investments in leadership development, including a material expansion of our Leadership Academy. This strategy is about doubling down on our efforts to drive engagement and on our investments in people. It means continuing to lead our industry in workplace safety practices, highlighted by our Safety Promise. This strategy is also about creating exceptional engagement opportunities and fostering a workplace where talented people can fully contribute, and where differences are valued in a culture of openness and inclusion. This includes a clear goal of



having 50% gender representation at the manager level and above by 2022.

With great people, our job is to **make great food**. That's what we do, but consumers and society are asking for more from their food. In addition to wanting no artificial colours, flavours and ingredients, consumers want minimal or no antibiotics in the production of their meat, and we are North American leaders in meeting their needs. They want real, simple and natural food where possible. And they want full transparency, as they should have! But they will never cede a great taste experience; that, too, is our commitment in making great food.

I am proud of our unparalleled brand portfolio, with leading market shares in key categories. I also recognize that prepared meats is a category where there is significant opportunity to innovate to drive growth. We need to provide people with more of what they want (simpler, tasty and healthier foods), and tap into different needs (which change depending on the day and occasion) – what marketers call “demand spaces”.

Following a year of intense preparation and effort, we are now launching the most ambitious brand and product strategy in our history. We have set out to differentiate our flagship brands and clearly position them within these defined demand spaces that drive the vast majority of prepared meats consumption.

The Maple Leaf® brand will lead a “Real Food” revolution! As our family-friendly brand, it will be known for only natural, simple ingredients and nothing artificial. Consistent with its roots, Schneiders® will be positioned as the go-to brand for Canadians seeking an authentic and indulgent food experience that brings together craftsmanship, artisanal methods and irresistible taste. Our SWIFT® brand is all about convenience and value. Collectively, these brands target about 85% of total demand in prepared meats, and I am confident our brand strategy renovations this year will contribute significantly to our growth for decades.

At the same time, we have been pioneering the space of “sustainable meat” throughout North America. We

“  
**We are now launching the most ambitious brand and product strategy in our history.”**

“  
Becoming the most sustainable protein company on earth is a bold ambition – one that requires a great shift in how we think about and run our Company. But we believe it is the path to higher levels of growth and profitability.”

began by defining what sustainable meat means to us through a clear set of aspirational principles. We then launched the Greenfield Natural Meat Co. brand, which is our leading sustainability brand.

Greenfield products come from animals raised without any hormones or antibiotics, with high husbandry standards including humane transportation and processing, and in a culture of transparency, accountability and constant improvement. Our offering is a great demonstration of how consumers are rewarding responsible companies: Greenfield has become the fastest growing new brand in Canadian retailing.

**Broadening our reach** to wider geographies and markets is a core element of our growth plan. There are two areas of focus: expanding our presence in the U.S. market and establishing leadership in plant-based proteins.

In the U.S., we have built a platform focused on sustainable meat categories where we are differentiated in the market. We are consistently building our capabilities and expanding our emerging presence, delivering double-digit growth rates. While the U.S. is a particularly competitive market, we are achieving success. We have the “disruptor” advantage!

Our journey in plant-based proteins began many years ago when we invested in developing category knowledge, product development, consumer behaviour research and everything necessary to underpin our eventual aggressive moves in this space.

We acquired U.S.-based Lightlife Foods in March of last year, which gave us a leadership position and platform in the emerging, high growth plant protein category. Then we rapidly built a relationship with the most unique and complementary player in this category, the Field Roast Grain Meat Co., and closed this purchase in early 2018.

Combined with our resources, these two acquisitions give us a unique platform to drive consistent North American growth in a highly attractive category. We have built a stand-alone, highly skilled

organization focused on riding the wave of plant protein growth well into the future.

In addition, we have made a small, minority venture investment in Entomo Farms, a leading insect protein company, as we also see a long-term role in the expansion of this highly sustainable form of protein, either for animal or human consumption, which exists in many parts of the world.

Broadening Maple Leaf’s reach has meant taking our sustainability story directly to the marketplace in many different forms. This gives us a core growth engine well into the future.

With great people and great products to offer our customers and consumers, we are embracing technology to **build a digital future**. A sustainable future is a digital future. Technology will serve as both a great disruptor and an enabler in this fourth industrial revolution. We have commenced developing a digital roadmap to introduce new ways of working, innovating and collaborating. And we are embracing technology’s rapidly evolving role in our business, which includes how we streamline operations, improve safety, reduce animal waste and advance animal care. Our digital roadmap is coming to life in many ways. It is changing how and where we operate with increased mobility. Technology is introducing precision agriculture, artificial intelligence, robotics and sensor technology. It is also changing how we engage with our customers in new forms of e-commerce platforms. Technology in food production and distribution is evolving at lightning speed. We will not only keep pace, but build competitive advantage, as a result.

Our final strategy is to **eliminate waste**. This is our fuel for investing in growth. Deeply embedded in our culture, it spans everything from a willingness to invest in world-class, low cost assets, through to our rigorous business processes that seek continuous improvement in eliminating waste in any resources we consume – food, energy, time, water, packaging, or any other. We’re tracking well ahead of our goals, and now we are considering how we can dig even deeper!





Becoming the most sustainable protein company on earth is a bold ambition. These six strategies will deliver the shared value we believe is possible on that journey. Sustainability at Maple Leaf has evolved from a business strategy, to a company strategy, to our defining vision and purpose: to Raise the Good in Food. Our vision and purpose have required a great shift in how we think about and run our Company, but we believe it is the path to higher levels of growth and profitability.

This is a foot race! We are in a race against time, so urgency is important. First, our planet requires fast action to mitigate the looming effects of climate change and mounting environmental degradation while simultaneously feeding a burgeoning population. Second, we have chosen to be the leader in this movement toward a new form of sustainable enterprise within the protein industry. Others are focused on it as well, which is good for all of us, as the global food system must serve the world better. But we intend to be driven by bolder goals and actions, and to set the standard.

In our pursuit to be the most sustainable protein company on earth, we will execute strategies that will increasingly differentiate us in the market. We will create new opportunities and avenues for growth. We will be thought leaders who champion a more sustainable food industry.

The Maple Leaf culture is unique. We challenge the status quo, relentlessly pushing ourselves to higher and bigger goals in the pursuit of our vision. I am deeply humbled to lead such a passionate, dedicated group of people who come to work every day to Raise the Good in Food. I am also grateful to our Board for their guidance and engaged stewardship. I have great confidence in the future and in our ability to drive long-term shared value that will continue to reward shareholders well.

Michael H. McCain  
President and CEO  
February 2018

**“The world’s food system will need to close a 70% food gap between calories that are currently available and expected caloric demand by 2050. We have chosen to be the leader in finding the solution.”**



# THE BENEFITS OF MAPLE LEAF'S TRANSFORMATIVE STRATEGY HAVE BEEN PROFOUND.

For nearly a decade, Maple Leaf Foods has focused on remaking the Company's prepared meats manufacturing and distribution network and singularly refocusing the organization on protein.

The benefits of this strategy have been profound. The Company's market leading prepared meats brands now leverage a cost-competitive manufacturing network which, coupled with growth initiatives across the business, has accelerated profitability. In 2017, the Company delivered an Adjusted EBITDA margin above 10%.

Strengthened financial performance contributed to improved free cash flow, an excellent balance sheet and an increase in the quarterly dividend for the fourth consecutive year. Shareholders have been rewarded by this improved performance, with share appreciation of 27% last year.

Prudent stewardship of capital will remain an important priority for the Board. The Board and Management are focused on the pursuit of profitable growth strategies that, in the Board's view, have great potential to contribute to the next step-change in structural profitability over time, leveraging previous and planned investments to create a world-class, cost-competitive manufacturing and distribution network that includes a growing, but selective, footprint in the United States.

In 2018, the Company will undertake the most ambitious brand and product reformulation in its history. These changes are designed to invigorate brand and category growth, following a year of concentrated testing and research begun in 2017.

Governance at Maple Leaf Foods, while constructive, professional and cordial, always includes robust debate and discussion at the Board level. Good governance requires good people. The Company benefits enormously from the expertise of our highly experienced directors, who engage with Management under the inspired leadership of Michael McCain.

One of the Company's strategic pillars commits to leadership in sustainability. Over several years, Maple Leaf has distinguished itself, and realized competitive advantage, in a market that increasingly demands sustainability. We have embraced a purpose-based strategy that has led to Maple Leaf taking a North American leadership position in animals raised without antibiotics, high standards of animal care and reduced environmental impact. Our people are committed, our customers are committed and it is driving growth in both the Canadian and U.S. market.

This strategy is also driving our diversification into plant proteins. With the acquisition of Lightlife Foods and Field Roast Grain Meat Co., both U.S.-based

companies, Maple Leaf is now a leader in the North American plant proteins segment. This small but rapidly growing category represents an exciting growth platform for Maple Leaf, and positions the Company for balanced growth in a changing market environment.

The Board will continue to play an active role in shaping and stewarding the strategic direction of the organization, including its commitment to sustainability. Maintaining momentum requires both Management depth and continuous Board renewal. We are in the process of recruiting two new directors who will continue to expand and renew the expertise and skills of our current Board.

I would like to acknowledge my fellow directors for the commitment, expertise and insights they collectively bring to our deliberations and work, and to also extend my appreciation to our shareholders for their support of the Company. Our managers and employees are terrific and a constant reminder that Maple Leaf Foods is a dynamic, thriving and capable organization forging an exciting future!

Sincerely,

David L. Emerson  
Chairman  
February 2018

# Corporate Governance and Board of Directors

## Corporate Governance

The Board of Directors and Management of the Company are committed to maintaining a high standard of corporate governance. The Board has responsibility for the overall stewardship of the Company and discharges such responsibility by reviewing, discussing and approving the Company's strategic planning and organizational structure and supervising Management with a view to preserving and enhancing the underlying value of the Company. Management of

the business within this process and structure is the responsibility of the Chief Executive Officer and Senior Management. The Board has adopted guidelines to assist it in meeting its corporate governance responsibilities. The roles of the Board, the Chief Executive Officer, the Chairman and the individual committees are clearly delineated. Together with the Chairman and the Corporate Governance Committee, the Board assesses its processes and practices regularly to ensure its governance objectives are met.

## Composition of the Board of Directors

The Company's directors are very experienced, high-calibre business leaders with diverse relevant skills and competencies. The Board of Directors has assessed each of the Company's eight non-management directors to be independent. A more comprehensive analysis of the Company's approach to corporate governance matters is included in the Management Proxy Circular for the May 2, 2018 annual meeting of shareholders.

## Board of Directors

### William E. Aziz, CPA, CA

President and Chief Executive Officer,  
BlueTree Advisors II Inc.  
(Private management advisory firm)

### W. Geoffrey Beattie

Chief Executive Officer,  
Generation Capital  
(Investment management firm)

### Ronald G. Close

Corporate Director

### The Honourable David L. Emerson

Corporate Director

### Jean M. Fraser

Retired Partner, Osler, Hoskin & Harcourt

### John A. Lederer

Corporate Director

### Michael H. McCain

President and Chief Executive Officer,  
Maple Leaf Foods Inc.

### James P. Olson

Corporate Director

### Carol M. Stephenson

Corporate Director

# Senior Management and Officers

## Standing Committees of the Board of Directors

### Audit Committee

**W.E. Aziz, Chair**

**R.G. Close**

**J.P. Olson**

**C.M. Stephenson**

### Corporate Governance Committee

**W.G. Beattie, Chair**

**R.G. Close**

**D.L. Emerson**

**J.M. Fraser**

### Safety and Sustainability Committee

**J.P. Olson, Chair**

**W.G. Beattie**

**D.L. Emerson**

**J.A. Lederer**

### Human Resources and Compensation Committee

**J.M. Fraser, Chair**

**W.E. Aziz**

**J.A. Lederer**

**C.M. Stephenson**

## Senior Leadership Team

### Michael H. McCain

President and Chief Executive Officer

### Ben Brooks

Senior Vice-President and General Manager, Poultry

### Rocco Cappuccitti

Senior Vice-President and Corporate Secretary

### Chris Compton

Senior Vice-President, Foodservice Sales and Marketing

### Curtis Frank

Senior Vice-President, Retail Sales

### Adam Grogan

Senior Vice-President, Marketing and Innovation

### Ian Henry

Senior Vice-President, People

### Randall Huffman

Chief Food Safety and Sustainability Officer

### Lynda Kuhn

Senior Vice-President, Public Affairs and Purpose Champion

### Andreas Liris

Chief Information Officer

### Gary Maksymetz

Chief Operating Officer

### Rory McAlpine

Senior Vice-President, Government and Industry Relations

### Debbie Simpson

Chief Financial Officer

### Iain Stewart

Senior Vice-President and General Manager, Pork Complex

### Richard Young

Senior Vice-President, Supply Chain and Purchasing

## Other Corporate Officers

### Scott Bonikowsky

Vice-President, Communications and Public Affairs

### Stephen Elmer

Vice-President and Corporate Controller

### Glen Gratton

Vice-President, Maple Leaf Agri-Farms

### René McLean

Vice-President, Business Finance

### Michael Rawle

Vice-President, Finance and Treasurer

### Dianne Singer

Assistant Corporate Secretary



## 2017 Financial Review

For years ended December 31

(In millions of Canadian dollars, except share information)

	2017	2016	2015 <sup>(i)</sup>	2014 <sup>(i) (ii)</sup>	2013 <sup>(i) (ii)</sup>
<b>Consolidated results</b>					
Sales	<b>3,522</b>	3,332	3,293	3,157	2,955
Adjusted Operating Earnings (Loss) <sup>(iii)</sup>	<b>264</b>	239	110	(75)	(136)
Adjusted EBITDA <sup>(iii)</sup>	<b>381</b>	343	220	15	(49)
Adjusted EBITDA % <sup>(iv)</sup>	<b>10.8%</b>	10.3%	6.7%	0.5%	(1.6)%
Net earnings from continuing operations	<b>164</b>	182	42	(214)	(141)
Net earnings <sup>(v)</sup>	<b>164</b>	182	42	710	496
Return on Net Assets <sup>(iii) (vi)</sup>	<b>10.5%</b>	9.8%	4.8%	(3.7)%	(0.2)%
<b>Financial position</b>					
Net Assets <sup>(vi) (vii)</sup>	<b>1,938</b>	1,717	1,705	1,729	2,124
Shareholders' equity <sup>(vi)</sup>	<b>2,052</b>	2,088	2,041	2,233	1,569
Net Cash (Debt) <sup>(iii)</sup>	<b>194</b>	394	282	486	(452)
<b>Per share</b>					
Adjusted Earnings (Loss) per Share <sup>(iii) (v)</sup>	<b>1.54</b>	1.23	0.58	(0.56)	(1.08)
Net earnings (loss) from continuing operations	<b>1.28</b>	1.35	0.30	(1.51)	(1.01)
Net earnings <sup>(v)</sup>	<b>1.28</b>	1.35	0.30	5.03	3.55
Dividends	<b>0.44</b>	0.36	0.32	0.16	0.16
Book value <sup>(vi) (viii)</sup>	<b>16.11</b>	15.73	15.10	15.56	11.20
Stock price (MFI) <sup>(ix)</sup>	<b>35.82</b>	28.12	23.76	19.47	16.79
<b>Number of shares (millions)</b>					
Weighted average	<b>128.6</b>	134.2	140.2	141.2	139.9
Outstanding at December 31 <sup>(viii)</sup>	<b>127.3</b>	132.7	135.2	143.5	140.1

<sup>(i)</sup> 2013–2015 figures have been restated for the impact of adopting a 2016 IFRIC clarification of International Accounting Standard 12 *Income taxes* ("IAS 12"). Refer to Note 3(v) of the Company's 2016 audited consolidated financial statements for further information.

<sup>(ii)</sup> Figures exclude the results of the Bakery Products Group, which are reported as discontinued operations. Refer to Note 22 of the Company's 2015 audited consolidated financial statements for further information.

<sup>(iii)</sup> Refer to the Non-IFRS Measures on page 25 of the Company's 2017 Management's Discussion & Analysis.

<sup>(iv)</sup> Adjusted EBITDA % is calculated as Adjusted EBITDA divided by sales.

<sup>(v)</sup> Attributable to common shareholders.

<sup>(vi)</sup> 2013 has not been restated for the classification of the Rothsay business and the Bakery Products Group as discontinued operations.

<sup>(vii)</sup> Net Assets defined as total assets (excluding cash and deferred tax assets) less non-interest bearing liabilities (excluding deferred tax liabilities).

<sup>(viii)</sup> Outstanding number of shares has been restated for inclusion of the purchase of treasury stock for all years.

<sup>(ix)</sup> Closing share price as of the date closest to the Company's fiscal year end; source: Bloomberg.

# Management's Discussion and Analysis

All dollar amounts are presented in Canadian dollars unless otherwise noted.

February 20, 2018

## THE BUSINESS

Maple Leaf Foods Inc. ("Maple Leaf Foods" or the "Company") is a leading consumer protein company, making high quality, innovative products under national brands including Maple Leaf®, Maple Leaf Prime®, Maple Leaf Natural Selections®, Schneiders®, Schneiders® Country Naturals®, Mina® and Lightlife™. The Company's portfolio includes prepared meats, ready-to-cook and ready-to-serve meals, valued-added fresh pork and poultry and plant protein products. The Company employs approximately 11,500 people and does business in Canada, the U.S. and Asia. The Company is headquartered in Mississauga, Ontario and its shares trade on the Toronto Stock Exchange (MFI).

## OPERATING SEGMENTS

Following the sale of the bakery and rendering businesses, the Company undertook significant reorganization of the internal leadership and reporting structure, as previously disclosed. The reorganization is now complete and the Company is arranged as a single, focused protein company. As such, the Company has transitioned to a single reporting segment.

## FINANCIAL OVERVIEW

In 2017, sales increased 5.7% to \$3,522.2 million from \$3,331.8 million in the prior year, or 4.8% after adjusting for the impact of foreign exchange and acquisitions. Higher sales across the portfolio benefited from improved volumes and pricing, as well as the addition of Lightlife Food Holdings, Inc. ("Lightlife").

Net earnings for the year were \$164.1 million (\$1.28 per basic share) compared to \$181.7 million (\$1.35 per basic share) in the prior year. Positive revenue and margin growth and a tax benefit associated with U.S. tax reform was more than offset by factors excluded in calculating Adjusted Operating Earnings<sup>(i)</sup>. These factors consist of unrealized losses on derivative contracts, the change in fair value of biological assets and restructuring costs.

Adjusted Operating Earnings<sup>(i)</sup> for the year increased to \$263.8 million compared to \$239.3 million in the prior year. Adjusted Earnings per Share<sup>(ii)</sup> increased to \$1.54 from \$1.23 in the prior year. The increase was primarily due to sales growth across the business with earnings performance in the value-added fresh portfolio being partially offset by margin compression in prepared meats related to the volatility in raw material costs.

Adjusted EBITDA margin<sup>(iii)</sup> for the year increased to 10.8% from 10.3% in the prior year, consistent with factors noted above.

Several items are excluded from the discussions of underlying earnings performance as they are not representative of ongoing operational activities. Refer to the section entitled Non-IFRS Financial Measures of this Management Discussion and Analysis on page 25 for a description and reconciliation of all non-IFRS financial measures.

### Notes:

- <sup>(i)</sup> *Adjusted Operating Earnings, a non-IFRS measure, is used by Management to evaluate financial operating results. It is defined as earnings before income taxes adjusted for items that are not considered representative of ongoing operational activities of the business, and items where the economic impact of the transactions will be reflected in earnings in future periods when the underlying asset is sold or transferred. Please refer to the section entitled Non-IFRS Financial Measures starting on page 25 of this document.*
- <sup>(ii)</sup> *Adjusted Earnings per Share, a non-IFRS measure, is used by Management to evaluate financial operating results. It is defined as basic earnings per share and is adjusted on the same basis as Adjusted Operating Earnings. Please refer to the section entitled Non-IFRS Financial Measures starting on page 25 of this document.*
- <sup>(iii)</sup> *Adjusted EBITDA is calculated as earnings before interest and income taxes plus depreciation and intangible asset amortization, adjusted for items that are not considered representative of ongoing operational activities of the business, and items where the economic impact of the transactions will be reflected in earnings in future periods when the underlying asset is sold or transferred. Adjusted EBITDA margin is calculated as Adjusted EBITDA divided by sales. Please refer to the section entitled Non-IFRS Financial Measures starting on page 25 of this document.*

**SELECTED FINANCIAL INFORMATION**

The following table summarizes selected financial information for the three years ended December 31:

(\$ millions except earnings per share)	2017	2016	2015 <sup>(ii)</sup>
Sales	\$ 3,522.2	\$ 3,331.8	\$ 3,292.9
Adjusted Operating Earnings	\$ 263.8	\$ 239.3	\$ 109.8
Adjusted EBITDA <sup>(i)</sup>	\$ 381.1	\$ 343.4	\$ 219.8
Adjusted EBITDA margin	10.8%	10.3%	6.7%
Net earnings	\$ 164.1	\$ 181.7	\$ 41.6
Adjusted Earnings per Share	\$ 1.54	\$ 1.23	\$ 0.58
Basic earnings per share	\$ 1.28	\$ 1.35	\$ 0.30
Diluted earnings per share	\$ 1.24	\$ 1.32	\$ 0.29
Total assets <sup>(iii)</sup>	\$ 2,632.6	\$ 2,632.6	\$ 2,619.0
Net Cash <sup>(i)</sup>	\$ 194.2	\$ 393.7	\$ 281.6
Total long-term liabilities	\$ 230.7	\$ 169.4	\$ 248.6
Return on Net Assets ("RONA") <sup>(i)</sup>	10.5%	9.8%	4.8%
Cash provided by operating activities	\$ 386.7	\$ 357.2	\$ 159.4
Cash dividends per share	\$ 0.44	\$ 0.36	\$ 0.32

<sup>(i)</sup> Please refer to the section entitled *Non-IFRS Financial Measures* starting on page 25 of this document.

<sup>(ii)</sup> 2015 figures have been re-stated for the impact of adopting a 2016 IFRIC clarification of International Accounting Standard 12 Income taxes ("IAS 12"). Refer to Note 3(x) of the Company's 2017 audited consolidated financial statements for further information.

**COMPANY VISION AND STRATEGIC PLAN**

For the past several years, Maple Leaf Foods has been engaged in the execution of a multi-year transformative strategy to reduce complexity and transform the Company's manufacturing and distribution network.

Successful execution of this strategy resulted in a step-change in structural profitability, surpassing our strategic margin target in 2016 of 10% Adjusted EBITDA compared to historical average Adjusted EBITDA margin of approximately 3.5% between 2005 and 2012. In 2017, Adjusted EBITDA margin increased to 10.8%.

In 2017, following a comprehensive process, Maple Leaf Foods defined its vision to become the most sustainable protein company on earth, and its purpose to Raise the Good in Food. This vision and purpose is consistent with investments the Company has been making for several years, and a core conviction that its emerging North American leadership in sustainability can strategically differentiate the organization and create significant commercial and social value.

Maple Leaf Foods believes it can further increase structural profitability over the next five years with an aspirational goal of 14-16% Adjusted EBITDA margin, and has developed a comprehensive strategic plan with six priorities to achieve its vision and growth agenda.

**Maple Leaf Foods' Strategic Priorities***Lead in sustainability*

Maple Leaf Foods takes a broad perspective to advancing its leadership in sustainability. The Company is pursuing a comprehensive strategy and actions across four sustainability pillars that encompass all facets of its business: Better Food, Better Care, Better Communities and Better Planet. Building leadership in sustainability is a competitive advantage for the Company, as the market increasingly seeks suppliers who produce protein with the highest standards of nutrition, animal care, social engagement and environmental sustainability.

As consumers increasingly focus on what is in their food and how it is produced, there is significant opportunity in building leadership in sustainability by producing more natural, nutritious foods; lending our voice and resources to address the critical issue of food security; continually enhancing a strong animal care program; and eliminating waste. In 2017, the Company made considerable progress in executing its sustainability priorities identified for each of its four pillars.

*Invest in our people*

Maple Leaf Foods is committed to being a destination for top talent, supported by career and leadership development, training, and developing a formalized diversity and inclusion strategy. The Company values a strong workplace and culture that keeps people safe, rewards excellence and empowers employees to learn and contribute their best. This includes a robust workplace safety program, which has driven continuous material reductions in workplace accidents. The Company is also implementing a multi-year diversity and inclusion strategy, including a goal to have 50% gender equality at the manager level and above within the next five years.

*Make great food*

Maple Leaf Foods has a leading portfolio of brands with the number one or number two market share in their respective categories. The Company is deeply connecting with consumers by offering great food choices and options. In 2017, the Company commenced an initiative to renovate its prepared meats portfolio across multiple dimensions, including taste, nutrition, affordability and sustainability to accelerate growth in this core segment of the Company's product portfolio. The results of this comprehensive initiative will materialize in 2018 through well-defined positioning for the Maple Leaf®, Schneiders® and SWIFT® brands, supporting clearly aligned brand attributes. More than 900 unique products have been reformulated as part of this commercial strategy to align core flagship brands with demand spaces.

*Broaden our reach*

Maple Leaf Foods is expanding its presence in the United States with sustainable protein as a core growth platform. This includes a portfolio of products that combine the Company's advancements in raised without antibiotics, animal care, and environmental sustainability. To diversify its portfolio into other high growth markets, Maple Leaf Foods has been building leadership in plant proteins with the acquisition of Lightlife in 2017 and with the acquisition of The Field Roast Grain Meat Company, SPC ("Field Roast Grain Meat Co.") in early 2018. The Company continues to identify both organic and acquisition opportunities that expand the Company's business outside of Canada.

*Build a digital future*

Technology is leading to new ways of working, of operating more effectively and of engaging with suppliers and customers in most industries, including the food sector. Maple Leaf Foods has commenced developing a digital roadmap to introduce new ways of working, innovating and collaborating. The digital roadmap's focus includes exploring new technologies to streamline operations, improve safety in all areas, reduce waste and improve animal care. The Company is leveraging insights, data visualization and analytics to enhance its capabilities to engage with suppliers and customers.

*Eliminate waste*

Maple Leaf Foods has embedded a rigorous and disciplined cost culture throughout the organization and continues to seek out opportunities to eliminate waste from its supply chain. This is supported by zero-based budgeting, strategic sourcing, 'cost-gates' that define thresholds across key functions, and improved operating efficiencies through waste reduction and energy and water conservation initiatives.

**OPERATING REVIEW**

The following table summarizes sales, Adjusted Operating Earnings and Adjusted EBITDA margin for the two years ended December 31:

(\$ millions)	2017	2016	Change
<b>Sales</b>	<b>\$ 3,522.2</b>	\$ 3,331.8	5.7%
<b>Adjusted Operating Earnings</b>	<b>\$ 263.8</b>	\$ 239.3	10.3%
<b>Adjusted EBITDA Margin</b>	<b>10.8%</b>	10.3%	+50bps

Sales for 2017 increased 5.7% to \$3,522.2 million, or 4.8% after adjusting for the impact of foreign exchange and acquisitions compared to the prior year. Higher sales across the portfolio benefited from improved volumes and pricing, as well as the addition of Lightlife. Prepared meats sales benefited from innovation and the Company's development in the U.S. market. Sales in the value-added fresh portfolio increased due to stronger volumes and improved sales mix.

Adjusted Operating Earnings for 2017 increased to \$263.8 million compared to \$239.3 million in the prior year. Increased sales across the business contributed to earnings growth. Earnings performance in the value-added fresh portfolio was partially offset by margin compression in prepared meats related to the volatility in raw material costs for the majority of the year. During the fourth quarter the trend reversed, with a softening in the pork complex partially offset by improved commercial performance in prepared meats.

Adjusted EBITDA margin for the year increased to 10.8% from 10.3% in the prior year, consistent with factors noted above.



## GROSS MARGIN

Gross margin in 2017 was \$587.5 million (16.7% of sales) compared to \$590.9 million (17.7% of sales) in the prior year. The decrease in gross margin as a percentage of sales is largely attributable to the change in fair value of unrealized derivative contracts of \$46.8 million and the change in fair value of biological assets of \$5.0 million.

## SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

During the year, selling, general and administrative expenses were \$348.6 million (9.9% of sales), compared to \$324.8 million (9.7% of sales) in the prior year. The increase is primarily related to the selling, general and administrative expenses of companies acquired during the year and an investment in growth initiatives, offset by a partial reduction versus last year in variable compensation costs linked to Company performance.

## OTHER INCOME (EXPENSE)

Other income was \$3.6 million compared to an expense of \$3.6 million in the prior year and is primarily due to the gain on sale of investment properties, recovery from insurance proceeds and changes in environmental provisions related to investment properties no longer held by the Company offset by provisions on plants announced for closure. This is offset by transaction costs related to acquisitions and a fixed asset impairment loss. Refer to Note 27 and Note 28 of the Company's 2017 audited consolidated financial statements for information on the acquisitions.

Certain items in other income (expense) are excluded from the calculation of Adjusted EBITDA and Adjusted Earnings per Share as they are not considered representative of ongoing operational activities of the business. Other income (expense) used in the calculation of Adjusted EBITDA and Adjusted Earnings per Share for 2017 is income of \$0.0 million (2016: expense of \$6.1 million).

## RESTRUCTURING AND OTHER RELATED COSTS

For the year ended December 31, 2017, the Company recorded restructuring and other related costs of \$23.0 million. Of this amount, \$18.9 million related to accelerated depreciation and severance and other employee costs as a result of the announced plant closures of the Thamesford turkey facility and the St. Anselme pastry facility. In addition, \$1.9 million related to adjustments to share-based compensation for terminated employees pertaining to changes to the Company's Management structure associated with previously divested businesses, and \$1.0 million related to an onerous lease for vacated space in the Company's office facilities. The remaining \$1.2 million related to other previously announced Management and organizational restructuring initiatives.

For the year ended December 31, 2016, the Company recorded restructuring and other related costs of \$6.6 million. These costs were related primarily to the announced closure of the Thamesford turkey facility.

## INTEREST EXPENSE AND OTHER FINANCING COSTS

Interest expense and other financing costs for 2017 were \$5.2 million compared to \$6.4 million in the prior year. The decrease was mainly due to non-recurring financing costs of \$1.4 million related to the renewal of the Company's accounts receivable securitization facility, which occurred during the third quarter of 2016.

## INCOME TAXES

The Company's income tax expense for 2017 resulted in an effective tax rate of 23.4% (2016: 27.2%). In 2017 the Company recorded a deferred income tax recovery in the amount of \$6.8 million in respect of the re-measurement of its U.S. deferred tax liabilities at the lower U.S. corporate tax rate that was enacted in December 2017. The effective tax rate excluding this item was 26.6%.

The effective tax rate in 2017 in determining Adjusted Earnings per Share is 23.4% (2016: 27.2%). The lower effective rate in 2017 is due to the deferred income tax recovery of \$6.8 million recorded in respect of the re-measurement of the Company's U.S. deferred tax liability described above. The effective tax rate excluding this item was 26.0%. For 2017, the effective tax recovery rate on restructuring charges used in the computation of Adjusted Earnings per Share is 26.1% (2016: 26.1%). The effective tax recovery rate on items not considered representative of continuing operations in 2017 was 20.1% (2016: 27.2%). The lower effective rate of recovery in 2017 primarily resulted from non-deductible acquisition-related transaction costs.

## ACQUISITIONS AND DIVESTITURES

On May 1, 2017, the Company acquired specific assets, liabilities and assembled workforce from a privately-held hog production operation for total consideration of \$10.3 million. The acquisition has been accounted for as a business combination and no goodwill was recognized.

On March 10, 2017, the Company acquired 100% of the outstanding shares of Lightlife, a privately held U.S. based corporation engaged in the production and distribution of plant protein products.

Recognized goodwill is attributable to the skills, talent and artisanal expertise of Lightlife's work force and the Company's leadership position in the fast-growing plant protein market. The amount of goodwill expected to be deductible for tax purposes is \$6.1 million. Lightlife has a leading market share, and will provide the Company with a strong foothold in this expanding category.

During the year ended December 31, 2017, the Company recorded transaction costs of \$7.6 million (2016: \$0.0 million) related to acquisition activities, that have been excluded from the consideration paid and have been recognized as an expense in other income (expense).

The Company has finalized the amounts recorded in the Lightlife business combination during 2017. Refer to Note 27 of the Company's 2017 audited consolidated financial statements for further details.

There were no acquisitions or divestitures during the year ended December 31, 2016.

## SUBSEQUENT EVENTS

On November 30, 2017, the Company signed a definitive agreement to acquire 100% of the outstanding shares of Field Roast Grain Meat Co., a privately held U.S. based corporation engaged in the production and distribution of premium grain-based protein and vegan cheese products. The transaction was subject to customary U.S. regulatory review, and was completed on January 29, 2018. The purchase price was US\$120.0 million plus transaction costs settled through a combination of cash-on-hand and borrowings under the existing revolving credit facility as described in Note 13 of the Company's 2017 audited consolidated financial statements. The transaction will be accounted for as a business combination.

## CAPITAL RESOURCES

The consumer packaged protein industry in which the Company operates is generally characterized by high sales volume and high turnover of inventories and accounts receivable. In general, accounts receivable and inventories are readily convertible into cash. Investment in working capital is affected by fluctuations in the price of raw materials, seasonal and other market-related fluctuations. The Company has consistently generated a strong base level of operating cash flow, even in periods of higher commodity prices and restructuring of its operations. These operating cash flows provide a base of underlying liquidity that the Company supplements with credit facilities, securitization facilities and cash on hand to provide longer-term funding and to finance fluctuations in working capital levels.

On October 19, 2017, the Company amended its existing \$400.0 million unsecured committed revolving credit facility by extending the maturity of the facility to October 19, 2021 under similar terms and conditions using the same syndicate of Canadian, U.S., and international institutions. This unsecured facility can be drawn in Canadian or U.S. dollars and bears interest payable monthly, based on Banker's Acceptance and Prime rates for Canadian dollar loans and LIBOR for U.S. dollar loans. The facility is intended to meet the Company's funding requirements for general purposes, corporate development activities, and to provide appropriate levels of liquidity. As at December 31, 2017, the only drawings on the facility were letters of credit of \$6.4 million (2016: \$6.2 million).

The revolving term facility requires the maintenance of certain covenants. As at December 31, 2017, the Company was in compliance with all of these covenants.

The Company has an additional uncommitted credit facility for issuing up to a maximum of \$120.0 million letters of credit. As at December 31, 2017, \$67.8 million of letters of credit had been issued thereon (2016: \$63.4 million). These letters of credit have not been collateralized with cash, as further described in Note 4 of the Company's 2017 audited consolidated financial statements.

The Company's cash balance as at December 31, 2017 is \$203.4 million (2016: \$403.6 million). The Company has invested in short-term deposits in Canadian financial institutions with long-term debt ratings of A or higher.

The Company operates an accounts receivable securitization facility. The maximum cash advance available to the Company under this program is \$110.0 million. The facility provides cash funding with a proportion of the Company's receivables being sold, and provides the Company with competitively priced financing and further diversifies its funding sources. Under the facility, the Company has sold certain accounts receivable, with very limited recourse, to an unconsolidated third-party trust that is funded by an international financial institution with a long-term AA debt rating. The receivables are sold at a discount to face value based on prevailing money market rates.

As at December 31, 2017, the Company had \$124.9 million (2016: \$116.2 million) of trade accounts receivable serviced under its facilities. In return for the sale of its trade receivables, the Company will receive cash of \$96.0 million (2016: \$83.7 million) and notes receivable in the amount of \$28.9 million (2016: \$32.5 million). Due to the timing of receipts and disbursements, the Company may, from time to time, also record a receivable or payable related to the securitization facility. As at December 31, 2017, the Company recorded a net payable amount of \$14.0 million (2016: \$0.9 million net payable). The facility is accounted

for as an off-balance sheet transaction in accordance with International Financial Reporting Standards ("IFRS") and will expire in August 2019.

The Company's securitization and other credit facilities are subject to certain restrictions, including the maintenance of covenants. The Company was in compliance with all of the requirements of these facilities during 2017. If the securitization facility were to be terminated, the Company would recognize the related amounts on the consolidated balance sheet and consider alternative financing if required.

## **CAPITAL EXPENDITURES**

Capital expenditures for 2017 were \$142.2 million compared to \$113.2 million in 2016. The increase in spending from 2016 is related to profit enhancement projects, the purchase of sow farms and sustainability projects which support the Company's animal welfare and environmental strategies.

The Company currently estimates its capital expenditures for the full year of 2018 will be approximately \$150.0 million. Included in the 2018 estimate are investments that support the Company's animal welfare and environmental priorities.

## **NORMAL COURSE ISSUER BID**

On May 17, 2017, the Toronto Stock Exchange ("TSX") accepted the Company's notice of intention to commence a Normal Course Issuer Bid ("NCIB"), which allows the Company to repurchase, at its discretion, up to 8.20 million common shares in the open market or as otherwise permitted by the TSX, subject to the normal terms and limitations of such bids. Common shares purchased by the Company are cancelled. The program commenced on May 23, 2017 and will terminate on May 22, 2018, or on such earlier date as the Company completes its purchases pursuant to the notice of intention. During the year ended December 31, 2017, 2.33 million shares were purchased for cancellation under this NCIB for \$77.4 million at a volume weighted average price paid of \$33.25 per common share.

On May 16, 2016, the TSX accepted the Company's notice of intention to commence a NCIB, which allowed the Company to repurchase, at its discretion, up to 8.70 million common shares in the open market or as otherwise permitted by the TSX, subject to the normal terms and limitations of such bids. The program commenced on May 19, 2016 and was terminated on May 18, 2017 as the Company completed its purchase and cancellation of 5.52 million common shares for \$163.1 million at a volume weighted average price of \$29.57 per common share. During the year ended December 31, 2017, 3.41 million shares (2016: 2.11 million) were purchased for cancellation under this NCIB for \$102.6 million (2016: \$60.5 million) at a volume weighted average price paid of \$30.09 (2016: \$28.74) per common share.

On March 23, 2015, the TSX accepted the Company's notice of intention to commence a NCIB which allowed the Company to repurchase, at its discretion, up to approximately 8.65 million common shares in the open market or as otherwise permitted by the TSX, subject to the normal terms and limitations of such bids. The program commenced on March 25, 2015 and was terminated on January 22, 2016, as the Company completed its purchase and cancellation of 8.65 million common shares for \$194.5 million at a weighted average price paid of \$22.48 per common share. During the year ended December 31, 2016, 0.51 million shares were purchased for cancellation under this NCIB for \$11.9 million at a volume weighted average price paid of \$23.23 per common share.

## **CASH FLOW AND FINANCING**

Cash was \$203.4 million at the end of 2017, compared to \$403.6 million in 2016. The decrease in cash for the year ended December 31, 2017 is largely due to acquisitions of businesses, share repurchases under NCIB programs, investment in property and equipment, increased quarterly dividend payments and the purchase of treasury shares, offset by earnings and proceeds from sale of long-term assets.

### **Cash Flow from Operating Activities**

Cash provided by operations for 2017 was \$386.7 million compared to \$357.2 million in 2016. The improvement in cash flow from operations was primarily due to higher cash earnings from operations and reduced investment in working capital, partially offset by higher pension contributions, lower margin received by the Company against its derivatives for its commodity hedging program and higher income tax payments.

### Cash Flow from Financing Activities

Cash used in financing activities was \$261.2 million for 2017 compared to \$139.3 million in 2016. The increased use of cash was mainly due to higher share repurchases under the NCIB programs, more treasury share purchases and an increased dividend payment rate.

### Cash Flow from Investing Activities

Cash used in investing activities was \$325.7 million for 2017 compared to \$106.5 million in 2016. The increase was due to acquisitions of businesses and higher capital expenditures partially offset by higher proceeds from the disposal of long-term assets.

### CONTRACTUAL OBLIGATIONS

The following table provides information about certain of the Company's significant contractual obligations as at December 31, 2017. This table presents the undiscounted cash flows payable in respect of financial liabilities.

Payments due by fiscal year:

(\$ thousands)	Due within 1 year	Due between 1 and 2 years	Due between 2 and 3 years	Due after 3 years	Total
<b>Financial liabilities</b>					
Accounts payable and accruals	\$ 300,659	\$ —	\$ —	\$ —	\$ 300,659
Long-term debt	1,083	1,083	1,083	6,944	10,193
Foreign exchange contracts	2,802	—	—	—	2,802
Commodity futures contracts	3,237	—	—	—	3,237
Other liabilities	26,237	1,511	960	1,949	30,657
	<b>\$ 334,018</b>	<b>\$ 2,594</b>	<b>\$ 2,043</b>	<b>\$ 8,893</b>	<b>\$ 347,548</b>
<b>Commitments</b>					
Contractual obligations including operating leases	47,523	37,382	29,896	90,906	205,707
<b>Total</b>	<b>\$ 381,541</b>	<b>\$ 39,976</b>	<b>\$ 31,939</b>	<b>\$ 99,799</b>	<b>\$ 553,255</b>

Management believes its cash flow, cash on hand, and sources of financing provide the Company with sufficient resources to finance ongoing business requirements and its planned capital expenditure program for at least the next 12 months. Additional details concerning financing are set out in Note 13 and Note 17 of the Company's 2017 audited consolidated financial statements.

### FINANCIAL INSTRUMENTS AND RISK MANAGEMENT ACTIVITIES

Through the normal course of business, the Company is exposed to financial and market risks that have the potential to affect its operating results. In order to manage these risks, the Company operates under risk management policies and guidelines which govern the hedging of price and market risk in the foreign exchange, interest rate, and commodity markets, as well as funding and investing activities.

The Company engages in hedging to manage price and market risk associated with core operating exposures and does not engage in significant trading activity of a speculative nature.

The Company's Risk Management Committee meets frequently to discuss current market conditions, review current hedging programs and trading activity, and approve any new hedging or trading strategies.



## Financial Instruments

The Company's financial assets and liabilities are classified into the following categories:

Cash and cash equivalents	Held for trading
Accounts receivable	Loans and receivables
Notes receivable	Loans and receivables
Accounts payable and accruals	Other financial liabilities
Long-term debt	Other financial liabilities
Derivative instruments <sup>(i)</sup>	Held for trading

<sup>(i)</sup> These derivative instruments may be designated as cash flow hedges, fair value hedges or net investments in foreign operations hedge as appropriate.

The Company applies hedge accounting as appropriate and uses derivatives and other non-derivative financial instruments to manage its exposures to fluctuations in foreign exchange rates, interest rates, and commodity prices.

The fair values and notional amounts of derivative financial instruments as at December 31 are shown below:

(\$ thousands)	2017			2016		
	Notional amount <sup>(i)</sup>	Fair value		Notional amount <sup>(i)</sup>	Fair value	
		Asset	Liability		Asset	Liability
<b>Cash flow hedges</b>						
Foreign exchange contracts <sup>(ii)</sup>	\$ 340,505	\$ 4,225	\$ 1,788	\$ 182,696	\$ 348	\$ 1,019
Commodity contracts <sup>(ii)</sup>	—	—	—	—	—	—
<b>Fair value hedges</b>						
Commodity contracts <sup>(ii)</sup>	\$ 44,822	\$ —	\$ 1,589	\$ 44,738	\$ —	\$ 848
<b>Derivatives not designated in a formal hedging relationship</b>						
Interest rate swaps	\$ —	\$ —	\$ —	\$ 520,000	\$ 2,128	\$ 5,893
Foreign exchange contracts <sup>(ii)</sup>	136,546	710	1,014	450,259	11,248	670
Commodity contracts <sup>(ii)</sup>	371,157	—	1,648	537,621	13,113	—
<b>Total fair value</b>		\$ 4,935	\$ 6,039		\$ 26,837	\$ 8,430
Current <sup>(iii)</sup>		\$ 4,935	\$ 6,039		\$ 26,837	\$ 8,430
Non-current		—	—		—	—
<b>Total fair value</b>		\$ 4,935	\$ 6,039		\$ 26,837	\$ 8,430

<sup>(i)</sup> Unless otherwise stated, notional amounts are stated at the contractual Canadian dollar equivalent.

<sup>(ii)</sup> Derivatives are short-term and will impact profit or loss at various dates within the next 12 months.

<sup>(iii)</sup> As at December 31, 2017, the above fair value of current assets has been increased on the consolidated balance sheet by an amount of \$9.8 million (2016: reduced by \$3.4 million), which represents the excess or deficit of the fair market value of exchange traded commodities contracts over the initial margin requirements. The excess or deficit in maintenance margin requirements with the futures exchange is net settled in cash each day and is therefore presented as cash and cash equivalents.

The fair value of financial assets and liabilities classified as loans and receivables and other financial liabilities (excluding long-term debt) approximate their carrying value due to their short-term nature.

The carrying value of long-term debt as at December 31, 2017 and 2016 approximates its fair value. The fair value of the Company's long-term debt has been classified as Level 2 in the fair value hierarchy and was estimated based on discounted future cash flows using current rates for similar financial instruments subject to similar risks and maturities.

Financial assets and liabilities classified as held-for-trading are recorded at fair value. The fair values of the Company's interest rate and foreign exchange derivative instruments were estimated using current market measures for interest rates and foreign exchange rates. Commodity futures and commodity options contracts are exchange-traded and over-the-counter. Fair value is determined based on exchange prices and other observable market data.

Derivatives not designated in a formal hedging relationship are classified as held-for-trading. Net gains and losses on financial instruments held-for-trading consist of realized and unrealized gains and losses on derivatives that were de-designated or were otherwise not in a formal hedging relationship.

For the year ended December 31, 2017, the Company recorded a gain of \$18.6 million (2016: gain of \$43.7 million) on financial instruments held for trading. The gain was mainly attributed to a gain in commodity exchange traded contracts which economically hedge and offset price risk volatility inherent in the hog operational business.

For the year ended December 31, 2017, the pre-tax amount of hedge ineffectiveness recognized in other income (expense) was a gain of \$0.1 million (2016: loss of \$0.0 million).

The table below sets out fair value measurements of certain financial instruments using the fair value hierarchy as at December 31, 2017:

(\$ thousands)	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Foreign exchange contracts	\$ —	\$ 4,935	\$ —	\$ 4,935
	\$ —	\$ 4,935	\$ —	\$ 4,935
<b>Liabilities:</b>				
Foreign exchange contracts	\$ —	\$ 2,802	\$ —	\$ 2,802
Commodity contracts	3,237	—	—	3,237
	\$ 3,237	\$ 2,802	\$ —	\$ 6,039

There were no transfers between levels for the year ended December 31, 2017. Determination of fair value and the resulting hierarchy requires the use of observable market data whenever available. The classification of a financial instrument in the hierarchy is based upon the lowest level of input that is significant to the measurement of fair value. For financial instruments that are recognized at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

### Capital

The Company's objective is to maintain a cost-effective capital structure that supports its long-term growth strategy and maximizes operating flexibility. In allocating capital to investments to support its earnings goals, the Company establishes internal hurdle return rates for capital initiatives. Capital projects are generally financed with internal cash flows and senior debt where required.

The Company typically uses leverage in its capital structure to reduce the cost of capital. The Company's goal is to maintain its primary credit ratios and leverage at levels that are designed to provide continued access to investment-grade credit pricing and terms. The Company measures its credit profile using a number of metrics, some of which are non-IFRS measures, primarily Net Cash (Debt) to EBITDA. Refer to the section entitled Non-IFRS Financial Measures starting on page 25 of this document for more information on the non-IFRS measures.

In addition to credit facilities and equity, the Company uses leases and very limited recourse accounts receivable securitization programs as additional sources of financing.

The Company has maintained a stable dividend distribution that is based on a long-term sustainable net earnings base. From time to time, the Company has purchased shares for cancellation pursuant to normal course issuer bids and to satisfy awards under its Share Incentive Plan.

### Credit Risk

Credit risk refers to the risk of losses due to failure of the Company's customers and counterparties to meet their payment obligations.

In the normal course of business, the Company is exposed to credit risk from its customers, substantially all of which are in the retail, food service, industrial, and convenience channels. The Company performs ongoing credit evaluations of new and existing customers' financial condition, and reviews the collectibility of its trade accounts receivable and other receivables in order to mitigate any possible credit losses. The Company has accounts receivable outstanding greater than 60 days past due and maintains an allowance for doubtful accounts relating to specific losses estimated on individual exposures as described in Note 5 of the Company's 2017 audited consolidated financial statements. Average accounts receivable days sales outstanding for the year is consistent with historic trends.

Management believes concentrations of credit risk with respect to accounts receivable is limited due to the generally high credit quality of the Company's major customers, the large number and geographic dispersion of smaller customers, and the

operation of the accounts receivable securitization facility as described in Note 23. The Company does, however, conduct a significant amount of business with a small number of large grocery retailers.

For the year ended December 31, 2017, the Company reported sales to two customers representing 12.0% and 10.3% (2016: one customer representing 13.2%) of total sales. No other sales were made to any one customer that represented in excess of 10% of total sales.

The Company is also exposed to credit risk on its notes receivable from an unconsolidated structured entity in respect of the accounts receivable securitization program as described in Note 23 of the Company's 2017 audited consolidated financial statements. Management believes that this credit risk is limited by the long-term AA debt rating held by the financial institution financing the third-party trust. The Company is exposed to credit risk on its cash and cash equivalents (comprising primarily of deposits with Canadian chartered banks) and non-exchange-traded derivative contracts. The Company mitigates this credit risk by transacting primarily with counterparties that are major international financial institutions with long-term debt ratings of A or higher. The Company's maximum exposure to credit risk at the balance sheet date consisted primarily of the carrying value of non-derivative financial assets and non-exchange-traded derivatives with positive fair values.

### **Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities.

The Company manages liquidity risk by monitoring forecasted and actual cash flows, minimizing reliance on any single source of credit, maintaining sufficient undrawn committed credit facilities and managing the maturity profiles of financial assets and financial liabilities to minimize re-financing risk.

As at December 31, 2017, the Company had available undrawn committed credit of \$393.6 million (2016: \$393.8 million) under the terms of its principal banking arrangements (refer to Note 13 of the Company's 2017 audited consolidated financial statements). These banking arrangements are subject to certain covenants and other restrictions.

### **Market Risk**

#### *Interest Rate Risk*

Interest rate risk refers to the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates.

The Company's interest rate risk arises from long-term borrowings issued at fixed rates that create fair value interest rate risk and variable rate borrowings that create cash flow interest rate risk. In addition, the Company's cash balances are typically invested in short-term interest-bearing assets.

The Company manages its interest rate risk exposure by using a mix of fixed and variable rate debt and periodically using interest rate derivatives to achieve the desired proportion of variable to fixed-rate debt.

At December 31, 2017 and 2016, the Company had no variable rate debt, however, the Company is exposed to floating interest rates on its accounts receivable securitization program. As at December 31, 2017, the amount serviced pursuant to this program was \$110.0 million at a weighted average interest rate of 1.4% (2016: \$84.5 million at a weighted average interest rate of 1.0%). The maximum amount available to the Company under these programs is \$110.0 million (2016: \$110.0 million).

As at December 31, 2017, 7.8% (2016: 10.5%) of the Company's outstanding debt and revolving accounts receivable securitization program were not exposed to interest rate movements.

As at December 31, 2017, the Company had fixed-rate debt of \$9.2 million (2016: \$9.9 million) with a weighted average effective interest rate of 4.4% (2016: 4.3%). Changes in market interest rates cause the fair value of long-term debt with fixed interest rates to fluctuate but do not affect net earnings, as the Company's debt is carried at amortized cost and the carrying value does not change as interest rates change.

#### *Foreign Exchange Risk*

Foreign exchange risk refers to the risk that the value of financial instruments or cash flows will fluctuate due to changes in foreign exchange rates.

The Company's foreign exchange risk arises primarily from transactions in currencies other than Canadian dollars, U.S. dollar-denominated borrowings, and investments in foreign operations.

The Company uses foreign exchange forward contracts to manage foreign exchange transaction exposures. The primary currencies to which the Company is exposed to are the U.S. dollar and the Japanese yen.

#### *Commodity Price Risk*

The Company is exposed to price risk related to commodities such as live hogs, fuel costs, and purchases of certain other agricultural commodities used as raw materials, including feed grains. The Company may use fixed price contracts with

suppliers as well as exchange-traded and over-the-counter futures and options to manage its exposure to price fluctuations on operating results.

Derivatives designated as a hedge of an anticipated or forecasted transaction are accounted for either as cash flow or fair value hedges and are managed within the Company's hedge accounting portfolio.

The Company applies the "own use exception" classification to certain contracts that are entered into for the purpose of procuring commodities to be used in production and are not recognized on the balance sheet until delivery.

For a comprehensive discussion on the Company's risk management practices and derivative exposures, please refer to Note 17 of the Company's 2017 audited consolidated financial statements.

## **EMPLOYEE BENEFIT PLANS**

The cost of pensions and other post-retirement benefits earned by employees is actuarially determined using the projected unit credit method calculated on service and Management's best estimate of salary escalation, retirement ages of employees and expected health care costs. Management employs external experts to advise it when deciding upon the appropriate estimates to use to value employee benefit plan obligations and expenses. These estimates are determined at the beginning of each year and re-evaluated if changes in estimates and market conditions indicate that there may be a significant effect on the Company's consolidated financial statements.

During 2017, the Company recorded a pre-tax loss of \$4.2 million through other comprehensive income (loss) related to the re-measurement of plan assets and liabilities. This included a pre-tax loss of \$61.3 million related to differences between plan experience compared to actuarial assumptions, offset by \$56.1 million of pre-tax returns on plan assets in excess of the discount rate.

During 2016, the Company recorded a pre-tax gain of \$63.2 million through other comprehensive income (loss) related to the re-measurement of plan assets and liabilities. This includes \$55.7 million of pre-tax returns on plan assets in excess of the discount rate and a pre-tax gain of \$12.5 million related to differences between plan experience compared to actuarial assumptions.

The Company operates both defined contribution and defined benefit plans. The assets of the defined benefit plans are invested primarily in foreign and domestic fixed income and equity securities that are subject to fluctuations in market prices. Discount rates used to measure plan liabilities are based on long-term market interest rates. Fluctuations in these market prices and rates can impact pension expense and funding requirements. In 2017, the investment return before expenses on the Company's defined benefit pension plan assets was 9.0% in 2017 compared to 9.4% in 2016.

The Company's contributions are funded through cash flows generated from operations. Management anticipates that future cash flows from operations will be sufficient to fund expected future cash contributions. Contributions to defined benefit plans during 2017 were \$10.3 million (2016: \$5.2 million).

The Company expects to contribute \$33.1 million to the pension plans in 2018, inclusive of defined contribution and multi-employer plans.

## **TRANSACTIONS WITH RELATED PARTIES**

Transactions between the Company and its consolidated entities have been eliminated in the Company's 2017 audited consolidated financial statements.

The Company sponsors a number of defined benefit and defined contribution plans. During the year ended December 31, 2017, the Company's contributions to these plans were \$26.4 million (2016: \$9.3 million).

Key Management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company and/or its subsidiary, directly or indirectly, including any external director of the Company and/or its subsidiary.

Remuneration of key Management personnel of the Company is comprised of the following expenses:

(\$ thousands)	2017	2016
Short-term employee benefits		
Salaries, bonuses, and fees	\$ 13,448	\$ 13,084
Company car allowances	316	288
Other benefits	139	147
Total short-term employee benefits	\$ 13,903	\$ 13,519
Post-employment benefits	902	840
Share-based compensation	12,753	12,596
Total remuneration	\$ 27,558	\$ 26,955

During the year ended December 31, 2017, key Management personnel of the Company exercised 0.4 million (2016: 0.1 million) share options granted under the Maple Leaf Foods Share Option Plan for an amount of \$5.9 million (2016: \$1.3 million).

The Company's largest shareholder is McCain Capital Inc. ("MCI") which is beneficially owned and controlled by Mr. Michael H. McCain, Chief Executive Officer and President of the Company. For the year ended December 31, 2017, the Company received services from MCI in the amount of \$0.5 million (2016: \$0.6 million), which represented the market value of the transactions with MCI. As at December 31, 2017, \$0.1 million (2016: \$0.2 million) was owing to MCI relating to these transactions.

McCain Financial Advisory Services ("MFAS"), is an entity jointly controlled by individuals including Mr. Michael H. McCain. For the year ended December 31, 2017, the Company provided services to MFAS for a nominal amount which represented the market value of the transactions.

## SHARE CAPITAL

As at December 31, 2017, there were 127,321,089 voting common shares issued and outstanding (2016: 132,625,089). As at February 13, 2018, there were 127,147,389 common shares issued and outstanding.

In each of the quarters of 2017, the Company declared and paid cash dividends of \$0.11 per voting common share, representing a total annual dividend of \$0.44 per voting common share and aggregate dividend payments of \$56.6 million. In each of the quarters of 2016, the Company declared and paid cash dividends of \$0.09 per voting common share, representing a total annual dividend of \$0.36 per voting common share and aggregate dividend payments of \$48.3 million.

## OTHER MATTERS

On February 20, 2018, the Board of Directors approved a dividend of \$0.13 per share, \$0.52 per share on an annual basis, from \$0.11 per share, payable March 29, 2018 to shareholders of record at the close of business March 9, 2018. Unless indicated otherwise by the Company at or before the time the dividend is paid, the dividend will be considered an Eligible Dividend for the purposes of the "Enhanced Dividend Tax Credit System".

On May 1, 2014, shareholders of the Company reconfirmed the Shareholder Rights Plan (the "Rights Plan"). While the Rights Plan was entered into on December 5, 2011, it required reconfirmation by shareholders of the Company at the May 2014 and 2017 annual meetings in order to remain in effect. On February 21, 2017, the Company entered into an amended and restated governance agreement with McCain Capital Inc. and Michael H. McCain. Pursuant to that agreement, the Company did not submit the rights plan for reconfirmation at the Company's annual meeting in 2017, thereby allowing the rights plan to expire in accordance with its terms at the termination of that meeting. The determination to not submit the rights plan for reconfirmation at the annual shareholders' meeting in 2017 arose, in part, as a result of the new provisions of the amended and restated governance agreement and the fact that recent changes in securities law make certain provisions of the rights plan redundant.

## SUMMARY OF QUARTERLY RESULTS

The following is a summary of unaudited quarterly financial information for each quarter in the last three fiscal years:

(\$ millions except earnings per share)		First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total <sup>(iii)</sup>
<b>Sales</b>	<b>2017</b>	<b>\$ 811.2</b>	<b>\$ 925.9</b>	<b>\$ 908.4</b>	<b>\$ 876.8</b>	<b>\$ 3,522.2</b>
	2016	\$ 796.9	\$ 854.6	\$ 852.1	\$ 828.2	\$ 3,331.8
	2015	\$ 780.2	\$ 820.8	\$ 818.8	\$ 873.1	\$ 3,292.9
<b>Net earnings (loss)</b>	<b>2017</b>	<b>\$ 30.1</b>	<b>\$ 37.3</b>	<b>\$ 37.6</b>	<b>\$ 59.1</b>	<b>\$ 164.1</b>
	2016	\$ 42.3	\$ 31.4	\$ 31.8	\$ 76.2	\$ 181.7
	2015	\$ (2.9)	\$ (7.5)	\$ 18.7	\$ 33.3	\$ 41.6
<b>Earnings (loss) per share</b>						
Basic <sup>(i)</sup>	<b>2017</b>	<b>\$ 0.23</b>	<b>\$ 0.29</b>	<b>\$ 0.29</b>	<b>\$ 0.47</b>	<b>\$ 1.28</b>
	2016	\$ 0.31	\$ 0.23	\$ 0.24	\$ 0.57	\$ 1.35
	2015	\$ (0.02)	\$ (0.05)	\$ 0.13	\$ 0.24	\$ 0.30
Diluted <sup>(i)</sup>	<b>2017</b>	<b>\$ 0.22</b>	<b>\$ 0.28</b>	<b>\$ 0.29</b>	<b>\$ 0.45</b>	<b>\$ 1.24</b>
	2016	\$ 0.31	\$ 0.23	\$ 0.23	\$ 0.56	\$ 1.32
	2015	\$ (0.02)	\$ (0.05)	\$ 0.13	\$ 0.24	\$ 0.29
Adjusted EPS <sup>(i)(ii)</sup>	<b>2017</b>	<b>\$ 0.33</b>	<b>\$ 0.41</b>	<b>\$ 0.39</b>	<b>\$ 0.41</b>	<b>\$ 1.54</b>
	2016	\$ 0.28	\$ 0.32	\$ 0.32	\$ 0.31	\$ 1.23
	2015	\$ 0.05	\$ 0.13	\$ 0.16	\$ 0.25	\$ 0.58

<sup>(i)</sup> Basic and diluted earnings (loss) per share, earnings (loss) per share and Adjusted Earnings (loss) per Share are based on amounts attributable to common shareholders.

<sup>(ii)</sup> Refer to Non-IFRS Financial Measures starting on page 25 of this document.

<sup>(iii)</sup> May not add due to rounding.

Fluctuations in quarterly sales can be attributed to changes in pricing, volume, sales mix, acquisitions and foreign exchange rates.

Fluctuations in quarterly net earnings can be attributed to similar factors as noted above, pork and poultry industry processing margins, restructuring and other related costs, operating efficiencies, changes in the fair value of derivative and non-derivative financial instruments and biological assets, acquisitions, transitional costs incurred, provision estimate adjustments and gains/losses on disposal of assets.

For an explanation and analysis of quarterly results, please refer to the Company's Management's Discussion and Analysis for each of the respective quarterly periods which are filed on SEDAR and also available on the Company's website at [www.mapleleaffoods.com](http://www.mapleleaffoods.com).

## SUMMARY OF 2017 FOURTH QUARTER RESULTS

The following table summarizes sales, Adjusted Operating Earnings and Adjusted EBITDA margin for the fourth quarter:

(\$ millions)	Fourth Quarter		
	2017	2016	Change
<b>Sales</b>	<b>\$ 876.8</b>	<b>\$ 828.2</b>	<b>5.9%</b>
<b>Adjusted Operating Earnings<sup>(i)</sup></b>	<b>\$ 64.7</b>	<b>\$ 63.7</b>	<b>1.5%</b>
<b>Adjusted EBITDA Margin<sup>(i)</sup></b>	<b>10.7%</b>	<b>10.4%</b>	<b>+30bps</b>

<sup>(i)</sup> Please refer to the section entitled Non-IFRS Financial Measures starting on page 25 of this document.

Sales for the fourth quarter increased 5.9% to \$876.8 million or 5.4% after adjusting for the impact of foreign exchange and acquisitions, driven primarily by pricing and volume growth, with prepared meats sales benefiting from innovation and the Company's development in the U.S. market. Sales in the value-added fresh portfolio benefited from continued increased demand for fresh value-added poultry. The addition of Lightlife also contributed to the increase.



Adjusted Operating Earnings for the fourth quarter of 2017 were \$64.7 million compared to \$63.7 million in the fourth quarter of 2016. Adjusted EBITDA margin increased to 10.7% in the fourth quarter of 2017 from 10.4% in the prior year. Increased sales and volume growth, lower operating costs, as well as a partial reduction in year over year variable compensation costs, contributed to higher earnings in the quarter. Commercial performance in prepared meats partially offset a softening in the pork complex, reversing the trend from earlier in the year. Fourth quarter earnings also benefited from continued high demand for fresh value-added poultry.

Selling, general and administrative expenses for the fourth quarter of 2017 were \$92.1 million (10.5% of sales), compared to \$89.4 million (10.8% of sales) in the fourth quarter of 2016. The increase is primarily related to the selling, general and administrative expenses of companies acquired during the year and investment in growth initiatives, offset by a partial reduction versus last year in variable compensation costs linked to Company performance.

Net earnings for the quarter were \$59.1 million compared to \$76.2 million in the same period last year. The progress in the business reflected in positive revenue and margin growth, and a tax benefit associated with U.S. tax reform, was more than offset by factors excluded in calculating Adjusted Operating Earnings. These factors consist of unrealized losses on derivative contracts, the change in fair value of biological assets and restructuring costs.

Basic Earnings per Share was \$0.47 for the fourth quarter of 2017 compared to \$0.57 in the fourth quarter of 2016 due to the factors described above. Adjusted Earnings per Share in the fourth quarter of 2017 was \$0.41 compared to \$0.31 in the fourth quarter of 2016.

## DISCUSSION OF FACTORS IMPACTING THE COMPANY'S OPERATIONS AND RESULTS

### Impact of Currency

The following table outlines the changes in currency rates that have affected the Company's business and financial results:

(Unaudited)	As at December 31, 2017	Annual Averages			
		2017	2016	Change	2015
U.S. dollar / Canadian dollar <sup>(i)</sup>	\$ 1.26	\$ 1.30	\$ 1.32	(1.5)%	\$ 1.28
Canadian dollar / Japanese yen <sup>(i)</sup>	¥ 89.66	¥ 86.48	¥ 82.10	5.3 %	¥ 94.66

<sup>(i)</sup> Source: Bloomberg

The Canadian dollar, on average, strengthened relative to the U.S. dollar by 1.5% in 2017. In the short-term, a stronger Canadian dollar compresses the Company's export margins. Conversely, a stronger Canadian dollar decreases the cost of raw materials and ingredients in the domestic business. The business is able to react to changes in input costs over time through pricing, cost reduction, or investment in value-added products.

During 2017, the Japanese yen, on average declined in value relative to the Canadian dollar by 5.3%. In general, a decline in the Japanese yen compresses export margins to Japan. The Company ultimately seeks to manage pricing to offset the impact of currency fluctuations.

The Company uses derivatives and other non-derivative financial instruments to manage its exposures to fluctuations in foreign exchange rates.

### Market Influences for Pork Value Chain

The following table outlines the change in key commodity prices that affected the Company's business and financial results:

(Unaudited)	As at December 31, 2017	Annual Averages			
		2017	2016	Change	2015
Pork cutout (US\$ per cwt) <sup>(i)(ii)</sup>	\$ 77.40	\$ 84.13	\$ 78.66	7.0%	\$ 79.13
Hog market price per cwt (US\$ per cwt) <sup>(i)(ii)</sup>	\$ 58.06	\$ 71.42	\$ 65.09	9.7%	\$ 70.59
Hog market price per cwt (CAD per cwt) <sup>(i)(ii)</sup>	\$ 72.99	\$ 92.72	\$ 86.23	7.5%	\$ 90.28
Corn (US\$ per bushel) <sup>(iii)</sup>	\$ 3.51	\$ 3.59	\$ 3.58	0.3%	\$ 3.81

<sup>(i)</sup> As at December 31, 2017, rate based on spot prices for the week ended December 31, 2017 based on CME (Source: USDA).

<sup>(ii)</sup> Annual averages based on five-day average on CME (Source: USDA).

<sup>(iii)</sup> Daily close prices (Sources: Bloomberg and CME).

In aggregate for 2017, the market influences for the entire pork value chain were higher than the five-year average. Pork industry processor margins were significantly positive compared to the five-year average; however, these were partially offset by lower pork by-product values and hog production market influences which were below the five-year average in 2017.

The Company uses derivatives and other non-derivative financial instruments to manage its exposures to fluctuations in commodity prices.

### **Seasonality**

The Company is sufficiently large and diversified, with a balanced portfolio, that seasonal factors within various parts of its operations tend to offset each other; therefore, in isolation, they do not have a material impact on the Company's consolidated earnings. For example, in general, margins on fresh pork products tend to be higher in the last half of the year when hog prices historically decline which in turn depresses earnings from raising hogs, maintaining balance within the Company's pork complex. Strong demand for grilled meat products positively affects categories such as wieners and fresh sausages in the summer, while back-to-school promotions support increased sales of sliced meats and lunch items in the fall. Higher demand for turkey and ham products occurs in the spring and fourth quarter holiday seasons.

### **Environment**

Maple Leaf Foods is committed to maintaining high standards of environmental responsibility and positive relationships in the communities where it operates. It operates within the framework of an environmental policy entitled "Our Environmental Sustainability Commitment" that is approved by the Board of Directors' Safety and Sustainability Committee ("Committee").

The Company's environmental program is monitored on a regular basis by the Committee, including compliance with regulatory requirements and the use of internal environmental specialists and independent, external environmental experts. The Company continues to invest in environmental infrastructure related to water, waste, and air emissions to ensure that environmental standards continue to be met or exceeded, while implementing procedures to reduce the impact of operations on the environment. In the fourth quarter of 2017, the Company announced the closure of its St. Anselme, Quebec pastry facility. All environmental assessments required to ensure that potential environmental matters are appropriately addressed during decommissioning activities will be completed.

Expenditures related to current environmental requirements are not expected to have a material effect on the financial position or earnings of the Company. However, there can be no assurance that certain events will not occur that will cause expenditures related to the environment to be significant and have a material adverse effect on the Company's financial condition or results of operations. Such events could include, but not be limited to, additional environmental regulation or the occurrence of an adverse event at one of the Company's locations. The Company currently has a provision of \$4.8 million related to expected environmental remediation costs. Please refer to Note 12 of the Company's 2017 audited consolidated financial statements for additional information.

As a large food company there are health, environmental, and social issues that go beyond short-term profitability that Management believes must shape its business if the Company is to realize a sustainable future. Increasingly, moving beyond compliance to materially reducing the Company's environmental footprint is critical to addressing mounting environmental issues and realizing increased operating efficiencies and cost reductions.

The Company is committed to reducing its environmental footprint by 50% by 2025, encompassing the three areas where Maple Leaf Foods has the largest environmental impact: climate change (energy usage and emissions), water usage and waste. The Company has developed environmental sustainability action plans at every operation to deliver on its environmental goals. In 2017, the Company has made significant progress towards the implementation of these plans and reducing the Company's environmental footprint. Details on this environmental performance can be found in the annual sustainability report available on the Company's sustainability website ([www.mapleleafsustainability.ca](http://www.mapleleafsustainability.ca)).

### **RISK FACTORS**

The Company operates in the food processing and agricultural businesses, and is therefore subject to risks and uncertainties related to this business that may have adverse effects on the Company's results of operations and financial condition. The following risk factors should be considered carefully. These risk factors, along with other risks and uncertainties not currently known to the Company, or that the Company currently considers immaterial, could materially and adversely affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking information, including any financial outlooks, relating to the Company.

#### **Risks Related to the Business of Maple Leaf Foods**

##### *Focus on Protein Business*

Maple Leaf Foods is primarily a meat protein company with early investments in plant protein. As a result, the Company may be susceptible to earnings volatility. This factor may have a material adverse effect on the Company's financial condition and results of operations.

### *Risk of Returning or not Returning Capital to Shareholders*

In 2015, 2016 and 2017 the Company initiated normal course issuer bids for 8.65 million, 8.70 million and 8.20 million of its common shares, respectively. In 2017 a total of 5.7 million shares had been repurchased under those bids at an aggregate cost of \$180.1 million. There can be no assurance that the Company will continue share repurchases under the bid or return any further funds to shareholders. In addition, if funds are returned to shareholders, there can be no assurance as to the exact mechanism by which such funds will be returned to shareholders. Furthermore, a return of funds or a failure to return funds to shareholders may have a material adverse effect on the Company's share price.

### *Supply Chain Consolidation*

From 2010 to 2015 the Company consolidated and upgraded its prepared meats manufacturing network. The Company also reconfigured its distribution systems for prepared meats into two large distribution centers. As a result of these initiatives, the Company's operations are more concentrated in fewer facilities resulting in the risk that any unforeseen disruption in such facilities could have a greater effect on the operations of the Company as a whole.

### *Leverage and Availability of Capital*

The ability of the Company to secure short-term and long-term financing on terms acceptable to the Company is critical to fund business growth and manage its liquidity. The failure or inability of the Company to secure short-term and long-term financing in the future on terms that are commercially reasonable and acceptable to the Company could have a significant impact on the Company's opportunity for growth. Even if the Company does successfully raise additional capital when needed, if it issues equity securities, investors will be diluted, and if it raises additional debt, it will be further leveraged and could be subject to restrictive covenants, such as restrictions on paying dividends or being required to pledge assets.

### *Systems Conversion, Standardization and Common Systems*

The Company regularly implements process improvement initiatives to simplify and harmonize its systems and processes to optimize performance and reduce the risk of errors in financial reporting. There cannot be any guarantee that any such changes will improve current processes or operating results or reduce the risk of errors in financial reporting. Any of these failures could have a material adverse impact on the Company's financial condition and results of operations.

### *Cyber Security*

The Company relies on information technology systems in all areas of operations. These systems are subject to an increasing number of sophisticated cyber threats. The methods used to obtain unauthorized access, disable or degrade service or sabotage systems are constantly evolving. Should a cyber-attack be successful and a breach of sensitive information occur or its systems and services be disrupted, Maple Leaf Foods' financial position, brand, and/or ability to achieve its strategic objectives may be negatively affected.

The Company maintains policies, processes, and procedures to address capabilities, performance, security, and system availability including resiliency and disaster recovery for systems, infrastructure, and data. Security protocols, along with information technology security policies, address compliance with information technology security standards, including those relating to information belonging to the Company's customers, employees and suppliers. The Company actively monitors, manages, and continues to enhance its ability to mitigate cyber risk through its enterprise wide programs. There is no assurance that any of these measures will be successful however.

### *Food Safety and Consumer Health*

The Company is subject to risks that affect the food industry in general, including risks posed by food spoilage, accidental contamination, product tampering, consumer product liability, and the potential costs and disruptions of a product recall. The Company's products are susceptible to contamination by organisms that can cause illness, or pathogens, such as certain strains of *Escherichia coli*, *Salmonella* and *Listeria*. There is a risk that these pathogens could be present in certain products produced by the Company. The Company actively manages these risks by maintaining strict and rigorous controls and processes in its manufacturing facilities and distribution systems and by maintaining prudent levels of insurance. However, the Company cannot assure that such systems, even when working effectively, will eliminate the risks related to food safety. The Company could be required to recall certain of its products in the event of contamination or adverse test results or as a precautionary measure, similar to other recalls initiated in the past. There is also a risk that not all of the product subject to the recall will be properly identified, or that the recall will not be successful or not be enacted in a timely manner. Any product contamination could subject the Company to product liability claims, adverse publicity and government scrutiny, investigation or intervention, resulting in increased costs and decreased sales. Many of these costs and losses are not covered by insurance. Any of these events could have a material adverse impact on the Company's financial condition and results of operations.

### *Business Acquisitions, Divestitures, and Capital Expansion Projects*

The Company continues to review opportunities for strategic growth through acquisitions. Any acquisitions may involve large transactions or realignment of existing investments, and present financial, managerial and operational challenges, which, if not

successfully overcome, may reduce the Company's profitability. These risks include: the diversion of Management's attention from existing core businesses; difficulties integrating or separating personnel, financial, and other systems; adverse effects on existing business relationships with suppliers and customers; inaccurate estimates of the rate of return on acquisitions or investments; inaccurate estimates of fair value made in the accounting for acquisitions and amortization of acquired intangible assets, which could reduce future reported earnings; potential loss of customers or key employees of acquired businesses; and indemnities and potential disputes with the buyers or sellers. Any of these items could materially adversely affect the Company's financial condition and results of operations.

The Company may, from time to time, determine that certain aspects of its operations are not required to be owned to support its core business operations and may seek to sell an operation if it believes it can realize sufficient value from its sale. Such a sale may divert Management's attention from existing core businesses during the sale process, create difficulties in separating personnel, financial, and other systems, and cause adverse effects on existing business relationships with suppliers and customers. Any of these items could materially adversely affect the Company's financial condition and result in a reduction of earnings beyond the earnings of any operation to be sold.

#### *Pension Plan Assets and Liabilities*

In the normal course of business, the Company provides post-retirement pension benefits to its employees under both defined contribution and defined benefit pension plan arrangements. The funded status of the plans significantly affects the net periodic benefit costs of the Company's pension plans and the ongoing funding requirements of those plans. Among other factors, changes in interest rates, mortality rates, early retirement rates, and the market value of plan assets can affect the level of plan funding required, increase the Company's future funding requirements, and cause volatility in the net periodic pension cost as well as the Company's financial results. Any increase in pension expense or funding requirements could have a material adverse impact on the Company's financial condition and results of operations.

#### *Hog and Pork Market Cyclicalities and Supply*

The Company's results of operations and financial condition are partially dependent upon the cost and supply of hogs as well as the selling prices for fresh meat products, both of which are influenced by constantly changing market forces of supply and demand over which the Company has little or no control. These prices, for the most part, are denominated in or related to U.S. dollars, which adds further variability due to fluctuations in exchange rates. The North American primary pork processing markets are highly competitive, with major and regional companies competing in each market. The market prices for pork products regularly experience periods of supply and demand imbalance and are sensitive to changes in industry processing capacity. Other factors that can influence the supply and market price of live hogs include: fluctuations in the size of herds maintained by North American hog suppliers; environmental and conservation regulations; economic conditions; the relative cost of feed for hogs; weather; livestock diseases; and changes to foreign jurisdiction restrictions on drugs, vitamin and feed additives used in hogs raised in Canada. There can be no assurance that all or part of any such increased costs experienced by the Company from time to time can be passed along to consumers of the Company's products directly or in a timely manner or that meat restricted from certain foreign markets can be sold at acceptable prices. The factors described above may also impact the supply of hogs available for processing at the Company's pork processing plants by negatively impacting the financial strength of the various independent farming operations upon which the Company relies to meet its requirements for hogs. Any of these could have a material adverse effect on the Company's financial condition and results of operations.

#### *Livestock*

The Company's operations and the demand for the Company's products can be significantly affected by outbreaks of disease among hogs and poultry (collectively "livestock"), or attributed to livestock whether it occurs within the Company's production operations or in the operations of third parties. In the longer term, the availability of livestock in the relative proximity of the Company's processing facilities may be impacted by climate change if the availability of feed grains in the relative proximity of its processing facilities is altered.

The Company monitors herd and flock health status and has strict bio-security procedures and employee training programs throughout its hog production system and ensures the animals receive veterinary medications as required. However, there is no guarantee these processes will not fail. In addition, not all livestock procured by the Company may be subject to these processes, as the majority of livestock processed by the Company is purchased from independent third parties. In addition to risks associated with maintaining the health of the Company's livestock, any outbreak of disease elsewhere in the world could reduce consumer confidence in the meat products affected by the particular disease and generate adverse publicity. Accordingly, there can be no assurance that an outbreak of animal disease in Canada or elsewhere will not have a material adverse effect on the Company's financial condition and results of operations.

Over the long term, a reduction in the availability of livestock at the Company's processing plant may result in higher transportation costs if livestock is sourced from more distant growing areas or result in higher capital costs if the Company is required to relocate processing facilities. There can be no assurance that those extra operating costs or capital costs can be passed on to customers which may have a material adverse effect on the Company's financial condition and results of operations.

The Company is increasing its sales of raised without antibiotic meat products and in turn expanding the portion of its hog supply raised without antibiotics. Animals raised without antibiotics have a higher cost of production and command higher prices. If the Company fails to find markets or buyers willing to pay the premium price for all the raised without antibiotic meat produced, a portion of the higher cost meat will be sold through lower price conventional channels.

The Company has developed a comprehensive internal contingency plan for dealing with animal disease occurrences and/or a more broad-based pandemic. It has taken steps to support the Canadian government in enhancing both the country's prevention measures and preparedness plans. There can be no assurance, however, that these prevention measures or plans will be successful in minimizing or containing the impact of an outbreak of animal disease and that such outbreak will not have a material adverse effect on the Company's financial condition and results of operations. Furthermore, the Company's supply of raised without antibiotic meats may be at a greater risk supply disruption in the event of an animal disease outbreak.

#### *Foreign Currencies*

A portion of the Company's revenues and costs are either denominated in or directly linked to other currencies (primarily U.S. dollars and Japanese yen). In periods when the Canadian dollar has appreciated both rapidly and materially against these foreign currencies, revenues linked to U.S. dollars or Japanese yen are immediately reduced, while the Company's ability to change prices or realize natural hedges may lag the immediate currency change. The effect of such sudden changes in exchange rates can have a significant immediate impact on the Company's earnings. Due to the diversity of the Company's operations, normal fluctuations in other currencies do not generally have a material impact on the Company's profitability in the short term due to either natural hedges and offsetting currency exposures (for example, when revenues and costs are both linked to other currencies) or the ability in the near term to change prices of its products to offset adverse currency movements. However, as the Company competes in international markets, and faces competition in its domestic markets from U.S. competitors, significant changes in the Canadian to U.S. dollar exchange rate can have, and have had, significant effects on the Company's relative competitiveness in its domestic and international markets, which can have, and have had, significant effects on the Company's financial condition and results of operations.

#### *Commodities*

The Company is a purchaser of, and its business is dependent on, certain commodities in the course of normal operations, such as feed grains, livestock, and energy, such as oil-based fuel, natural gas, and electricity. Commodity prices are subject to fluctuation and such fluctuations are sometimes severe. Furthermore, changes in climate and other long term trends may have a material effect on the availability and prices of the commodities the Company uses.

The Company may use commodity futures and options for hedging purposes to reduce the effect of changing prices in the short term, but such hedges may not be successful in mitigating this commodity price risk and may, in some circumstances, subject the Company to loss. On a longer-term basis, the Company attempts to manage the risk of increases in commodities and other input costs by increasing the prices it charges to its customers or switching to alternatives; however, no assurance can be given that customers will continue to purchase the Company's products if prices rise or that alternatives may be available or less costly. Any fluctuations in commodity prices that the Company is unable to properly hedge or mitigate could have a material adverse effect on the Company's financial condition and results of operations.

#### *Supply Management*

Under Canada's system of supply management, the Company's poultry operations are required to source substantially all live poultry for processing from Canadian farms which are collectively subject to restrictions on production under a quota system. Furthermore, the price at which the live poultry is available is also controlled. The supply management system may limit the availability of live poultry for processing impeding the Company's growth in the market or could create a circumstance where excesses impact the price of poultry meat without a corresponding adjustment to the controlled live poultry price. Furthermore, any dismantling of the supply management system could have negative effect on individual producers and disrupt the availability of live poultry in Canada. In that event, the Company may not be able to find alternative source of live supply which could have a material adverse effect on the Company's financial condition and results of operations.

#### *Reliance on Other Manufacturers*

The Company relies on contract manufacturers for production of some of its products for reasons such as, seasonal peak demand, unavailability of specialized equipment, or efficiency in the case of low volume product lines. Acceptable contract manufacturers may not always be available which could result in higher production costs, additional capital requirements or lost sales. While the Company maintains a strict quality and food safety protocol and monitoring regime, any deficiencies could result in product liability, recalls or other consequence that could negatively impact the Company's reputation and could have a material adverse effect on the Company's financial condition and results of operations.

#### *International Trade*

The Company exports significant amounts of its products to customers outside of Canada and certain of its inputs are affected by global commodity prices. The Company's international operations are subject to inherent risks, including: change in the free flow of food products between countries; fluctuations in currency values; discriminatory fiscal policies; unexpected changes in

local regulations and laws; and the uncertainty of enforcement of remedies in foreign jurisdictions. In addition, trade agreements between Canada and foreign jurisdictions could change and foreign jurisdictions could impose tariffs, quotas, trade barriers, and other similar restrictions on the Company's international sales, as well as subsidize competing agricultural products. All of these risks could result in increased costs or decreased revenues, either of which could have a material adverse effect on the Company's financial condition and results of operations.

#### *Regulation*

The Company's operations are subject to extensive regulation by government agencies in the countries in which it operates, including: the Canadian Food Inspection Agency; the Ministry of Agriculture in Canada; provincial Ministries of the Environment in Canada; and the United States Department of Agriculture. These agencies regulate the processing, packaging, storage, distribution, advertising, and labeling of the Company's products, including food safety standards. The Company's manufacturing facilities and products are subject to inspection by federal, provincial, and local authorities. The Company strives to maintain compliance with all laws and regulations and maintains all permits and licenses relating to its operations. Nevertheless, there can be no assurance that the Company is in compliance with such laws and regulations, has all necessary permits and licenses, and will be able to comply with such laws and regulations, permits and licenses in the future. Failure by the Company to comply with applicable laws and regulations and permits and licenses could subject the Company to civil remedies, including fines, injunctions, recalls or seizures, as well as potential criminal sanctions, which could have a material adverse effect on the Company's financial condition and results of operations. Various governments throughout the world are considering regulatory proposals relating to genetically modified organisms, drug residues in food ingredients, food safety, and market and environmental regulation that, if adopted, may increase the Company's costs. There can be no assurance that additional regulation will not be enacted. In fact, new regulations and standards were enacted to address the risks associated with certain pathogens in response to the Company's August 2008 recall of ready-to-eat meat products. If any of these or other proposals or regulations are enacted, the Company could experience a disruption in the supply or distribution of its products, increased operating costs, and significant additional cost for capital improvements. The Company may be unable to pass on the cost increases associated with such increased regulatory burden to its customers without incurring volume loss as a result of higher prices. Any of these events could have a material adverse effect on the Company's financial condition and results of operations.

#### *Legal Matters*

In the normal course of its operations, the Company becomes involved in various legal actions including class actions, either as plaintiff or defendant, relating to its commercial activities and relationships, employment matters, product liabilities, in addition to other things. This includes a class action that was launched in respect of pricing practices at packaged bread manufacturers and retailers that are the subject of an ongoing investigation by the Competition Bureau. Maple Leaf Foods is not the subject of the investigation but it believes that it was added as a defendant to the class action as a result of the share ownership position it previously held in Canada Bread. The Company generally believes that the resolution of these claims will not have a material effect on the Company based, in part, on the availability of insurance. However, the final outcome with respect to actions outstanding, pending or with respect to future claims cannot be predicted with certainty. Furthermore, even if any action is settled within insurance limits, this can result in increases to the Company's insurance premiums. Therefore, there can be no assurance that their resolution will not have a material adverse effect on the Company's financial condition or results of operations.

#### *Consumer Trends*

Success of the Company depends in part on the Company's ability to respond to market trends and produce innovative products that anticipate and respond to the changing tastes and dietary habits of consumers. From time to time certain products are deemed more or less healthy and this can impact consumer buying patterns. The Company's failure to anticipate, identify, or react to these changes or to innovate could result in declining demand and prices for the Company's products, which in turn could have a material adverse effect on the Company's financial condition and results of operations.

#### *Environmental Regulation and Risks*

The Company's operations are subject to extensive environmental laws and regulations pertaining to the discharge of materials into the environment (including greenhouse gases) and the handling and disposition of wastes (including solid and hazardous wastes) or otherwise relating to protection of the environment. Failure to comply could have serious consequences, such as criminal as well as civil penalties, liability for damages, and negative publicity for the Company. No assurances can be given that additional environmental issues relating to presently known matters or identified sites or to other matters or sites will not require additional expenditures, or that requirements applicable to the Company or levies or taxes assessed against the Company will not be altered in ways that will require the Company to incur significant additional costs. In addition, certain facilities of the Company have been in operation for many years and, over time, the Company and other prior operators of such facilities may have generated and disposed of waste which is or may be considered to be hazardous. Future discovery of previously unknown contamination of property underlying or in the vicinity of the Company's present or former properties or manufacturing facilities and/or waste disposal sites could require the Company to incur material unforeseen expenses.



Occurrences of any such events could have a material adverse effect on the Company's financial condition and results of operations.

#### *Consolidating Customer Environment*

As the retail grocery and foodservice trades continue to consolidate and customers grow larger and more sophisticated, the Company is required to adjust to changes in purchasing practices and changing customer requirements. Failure to do so could result in losing sales volumes and market share. The Company's net sales and profitability could also be affected by deterioration in the financial condition of, or other adverse developments in, the relationship with one or more of its major customers. Any of these events could have a material adverse effect on the Company's financial condition and results of operations.

#### *Competitive Industry Environment*

The food industry is intensely competitive. In many product categories in which the Company operates there are low barriers to entry. Competition is based on product availability, product quality, price, effective promotions, and the ability to target changing consumer preferences. The Company experiences price pressure from time to time as a result of competitors' promotional efforts and in product categories and markets characterized by low capacity utilization. Increased competition could result in reduced sales, margins, profits, and market share, all of which could have a material adverse effect on the Company's financial condition and results of operations.

#### *Employment Matters*

The Company and its subsidiaries have approximately 11,500 full-time and part-time employees, which include salaried and union employees, many of whom are covered by collective agreements. These employees are located in various jurisdictions, each such jurisdiction having differing employment laws. While the Company maintains systems and procedures to comply with the applicable requirements, there is a risk that failures or lapses by individual managers could result in a violation or cause of action that could have a material adverse effect on the Company's financial condition and results of operations. Furthermore, if a collective agreement covering a significant number of employees or involving certain key employees were to expire or otherwise cease to have effect leading to a work stoppage, there can be no assurance that such work stoppage would not have a material adverse effect on the Company's financial condition and results of operations. The Company's success is also dependent on its ability to recruit and retain qualified personnel. The loss of one or more key personnel could have a material adverse effect on the Company's financial condition and results of operations.

#### *Product Pricing*

The Company's profitability is dependent, in large part, on the Company's ability to make pricing decisions regarding its products that, on one hand encourage consumers to buy, yet on the other hand recoup development and other costs associated with those products. Products that are priced too high will not sell and products priced too low will not generate an adequate return. Accordingly, any failure by the Company to properly price its products could have a material adverse effect on the Company's financial condition and results of operations.

#### *Supply Chain Management*

Successful management of the Company's supply chain is critical to the Company's success. Insufficient supply of products threatens the Company's ability to meet customer demands while over capacity threatens the Company's ability to generate competitive profit margins. Accordingly, any failure by the Company to properly manage the Company's supply chain could have a material adverse effect on the Company's financial condition and results of operations.

#### *Strategic Risk Management*

Successful identification and management of the strategic risks facing the Company from time to time is critical to the Company's success. Among other things, these risks include changes in technology, the food industry, customers, consumers, and competitors. Failure to properly adapt to changes in strategic risks could have a material adverse effect on the Company's financial condition and results of operations.

### **CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

The preparation of consolidated financial statements in accordance with IFRS requires Management to make judgements, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual amounts may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Judgements included in the consolidated financial statements are decisions made by Management, based on analysis of relevant information available at the time the decision is made. Judgements relate to the application of accounting policies and decisions related to the measurement, recognition, and disclosure of financial information.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies, that have the most significant effects on the amounts recognized in the consolidated financial statements, are included both below and in the financial statement notes relating to items subject to significant estimate uncertainty and critical judgements.

#### *Long-Lived Assets Valuation*

The Company performs impairment testing annually for goodwill and indefinite life intangible assets and, when circumstances indicate that there may be impairment, for other long-lived assets. Management judgement is involved in determining if there are circumstances indicating that testing for impairment is required, and in identifying Cash Generating Units ("CGUs") for the purpose of impairment testing.

The Company assesses impairment by comparing the recoverable amount of a long-lived asset, CGU, or CGU group to its carrying value. The recoverable amount is defined as the higher of: (i) value in use; or (ii) fair value less cost to sell.

The determination of the recoverable amount involves significant estimates and assumptions, including those with respect to future cash inflows and outflows, discount rates, and asset lives. These estimates and assumptions could affect the Company's future results if the current estimates of future performance and fair values change. These determinations will affect the amount of amortization expense on definite life intangible assets recognized in future periods.

#### *Measurement of Fair Values*

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. When the measurement of fair values cannot be determined based on quoted prices in active markets, fair value is measured using valuation techniques and models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Changes in assumptions about the inputs to these models could affect the reported fair value of the Company's financial and non-financial assets and liabilities.

When measuring fair value of an asset or liability, the Company uses market observable data to the extent that it is possible. To the extent that these estimates differ from those realized, the measured asset or liability, net earnings, and/or comprehensive income will be affected in future periods.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Notes 7, 9, 10, 11, 17, and 22 of the Company's 2017 audited consolidated financial statements.

#### *Nature of Interests in Other Entities*

Management applies significant judgement in assessing the nature of its interest in unconsolidated structured entities relating to its accounts receivable securitization facilities. The Company does not hold any equity interest in the structured entities and based on the terms of the agreements under which the entities are established, the Company does not receive the returns related to their operations and is exposed to limited recourse with respect to losses (refer to Note 23 of the Company's 2017 audited consolidated financial statements).

#### *Valuation of Inventory*

Management makes estimates of the future customer demand for products when establishing appropriate provisions for inventory. In making these estimates, Management considers the product life of inventory and the profitability of recent sales of inventory. In many cases, product produced by the Company turns quickly and inventory on-hand values are low, thus reducing the risk of inventory obsolescence. However, code or "best before" dates are very important in the determination of net realizable value of inventory. Management ensures that systems are in place to highlight and properly value inventory that may be approaching code dates. To the extent that actual losses on inventory differ from those estimated, inventory, net earnings, and comprehensive income will be affected in future periods.

#### *Biological Assets*

Biological assets are measured at each reporting date, at fair value less costs to sell, except when fair value cannot be reliably measured. If fair value cannot be reliably measured, biological assets are measured at cost less depreciation and impairment losses. Although a reliable measure of fair value may not be available at the point of initial recognition, it may subsequently become available. In such circumstances, biological assets are measured at fair value less costs to sell from the point at which the reliable measure of fair value becomes available. Gains and losses that arise on measuring biological assets at fair value less costs to sell are recognized in the statement of net earnings in the period in which they arise. Costs to sell include all costs that would be necessary to sell the biological assets, including costs necessary to get the biological assets to market. Management uses estimates for some of the inputs into the determination of fair value. To the extent that actual values differ from estimates, biological assets, net earnings and comprehensive income will be affected in future periods.

#### *Trade Merchandise Allowances and Other Trade Discounts*

The Company provides for estimated payments to customers based on various trade programs and contracts that often include payments that are contingent upon attainment of specified sales volumes. Significant estimates used to determine

these liabilities include: (i) the projected level of sales volume for the relevant period and (ii) customer contracted rates for allowances, discounts, and rebates. These arrangements are complex and there are a significant number of customers and products affected. Management has systems and processes in place to estimate and value these obligations. To the extent that payments on trade discounts differ from estimates of the related liability, accounts payable and accruals, net earnings, and comprehensive income will be affected in future periods.

#### *Employee Benefit Plans*

The cost of pensions and other post-retirement benefits earned by employees is actuarially determined using the projected unit credit method prorated on service, and Management's best estimate of salary escalation and mortality rates. Discount rates used in actuarial calculations are based on long-term interest rates and can have a material effect on the amount of plan liabilities and expenses. Management employs external experts to advise the Company when deciding upon the appropriate estimates to use to value employee benefit plan obligations and expenses. To the extent that these estimates differ from those realized, employee benefit plan assets and liabilities and comprehensive income will be affected in future periods.

The significant actuarial assumptions adopted in measuring the Company's accrued benefit obligations are as follows:

	2017	2016
Weighted average discount rate	3.40%	3.70%
Rate of salary increase	3.00%	3.00%
Medical cost trend rates	5.00%	5.00%

Information about the sensitivity of the plan obligations to changes in assumptions is presented below:

			Increase (decrease) in defined benefit obligation		
			Total	Other post-	
			pensions	retirement	Total
Actuarial Assumption		Sensitivity		benefits	
Period end discount rate	3.40%	0.25% decrease	\$ 35,109	\$ 1,352	\$ 36,461
		0.25% increase	\$ (34,029)	\$ (1,319)	\$ (35,348)
Rate of salary increase	3.00%	0.50% increase	\$ 2,398	N/A	\$ 2,398
Mortality	110% of 2014 Private Sector Canadian Pensioners' Mortality Table, projected generationally using Scale CPM-B	Increase of 1 year in expected lifetime of plan participants	\$ 34,447	\$ 1,839	\$ 36,286

#### *Income Taxes*

Provisions for income taxes are based on domestic and international statutory income tax rates and the amount of income earned in the jurisdictions in which the Company operates. Significant judgement is required in determining income tax provisions and the recoverability of deferred tax assets. The calculation of current and deferred income tax balances requires Management to make estimates regarding the carrying values of assets and liabilities that include estimates of future cash flows and earnings related to such assets and liabilities, the interpretation of income tax legislation in the jurisdictions in which the Company operates, and the timing of reversal of temporary differences. The Company establishes additional provisions for income taxes when, despite Management's opinion that the Company's tax positions are fully supportable, there is sufficient complexity or uncertainty in the application of legislation that certain tax positions may be reassessed by tax authorities. The Company adjusts these additional accruals in light of changing facts and circumstances. To the extent that these adjustments differ from original estimates, deferred tax assets and liabilities, net earnings, and comprehensive income will be affected in future periods.

#### *Provisions*

The Company evaluates all provisions at each reporting date. These provisions can be significant and are prepared using estimates of the costs of future activities. In certain instances, Management may determine that these provisions are no longer required or that certain provisions are insufficient as new events occur or as additional information is obtained. Provisions are separately identified and disclosed in the Company's consolidated financial statements. Changes to these estimates may affect the value of provisions, net earnings, and comprehensive income in future periods.

*Share-Based Compensation*

The Company uses estimates including, but not limited to, estimates of forfeitures, share price volatility, dividends, expected life of the award, risk-free interest rates, and Company performance in the calculation of the liability and expenses for certain share-based incentive plans. These estimates are based on previous experience and may change throughout the life of an incentive plan. Such changes could impact the carrying value of contributed surplus, liabilities, net earnings, and comprehensive income in future periods.

Some of the Company's share-based payment plans may be settled in either cash or equity instruments at the option of the Company. Management uses judgement in determining the appropriate accounting treatment for these plans, based on expectations and historical settlement decisions. Changes to accounting treatment based on Management's judgement may impact contributed surplus, liabilities, net earnings, and comprehensive income in future periods.

*Depreciation and Amortization*

The Company's property and equipment and definite life intangible assets are depreciated and amortized on a straight-line basis, considering the estimated useful lives of the assets and residual values. Changes to these estimates may affect the carrying value of these assets, inventories, net earnings, and comprehensive income in future periods.

**SIGNIFICANT ACCOUNTING POLICIES****Accounting Standards Adopted During the Period**

During the year ended December 31, 2017, the Company adopted certain standards and amendments. As required by IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, the nature and the effect of these changes are disclosed below:

*Statement of Cash Flows*

Beginning on January 1, 2017, the Company adopted the amendments to IAS 7 Statement of Cash Flows which require a reconciliation of liabilities arising from financing activities to enable users of the financial statements to evaluate both cash flow and non-cash changes in the net debt of a company. The adoption of the amendments to IAS 7 did not have a material impact on the consolidated financial statements.

*Income Taxes*

Beginning on January 1, 2017, the Company adopted the amendments to IAS 12 Income Taxes which provide clarification on the requirements relating to the recognition of deferred tax assets for unrealized losses on debt instruments measured at fair value. The adoption of the amendments to IAS 12 did not have a material impact on the consolidated financial statements.

*Disclosure of Interests in Other Entities*

Beginning on January 1, 2017, the Company adopted the amendments to IFRS 12 Disclosure of Interests in Other Entities which provide clarification that the required disclosures under IFRS 12 also apply to subsidiaries, joint ventures and associates that are classified as held for sale or discontinued operations under IFRS 5 with the exception that the disclosures for summarized financial information do not apply to subsidiaries, joint ventures and associates classified as held for sale or discontinued operations. The adoption of the amendments to IFRS 12 did not have a material impact on the consolidated financial statements.

**Accounting Pronouncements Issued But Not Yet Effective***Revenue Recognition*

In May 2014, the IASB issued IFRS 15 Revenue from Contracts with Customers. IFRS 15 replaces the detailed guidance on revenue recognition requirements that currently exists under IFRS. IFRS 15 specifies the accounting treatment for all revenue arising from contracts with customers, unless the contracts are within the scope of other IFRSs. The standard also provides a model for the measurement and recognition of gains and losses on the sale of certain non-financial assets that are not an output of a company's ordinary activities. Additional disclosure is required under the standard including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods, and key judgments and estimates. In July 2015, the effective date for IFRS 15 was deferred to apply to annual periods beginning on or after January 1, 2018; application is permitted either following a full retrospective approach or a modified retrospective approach. The modified retrospective approach allows the standard to be applied to existing contracts beginning the initial period of adoption and restatements to the comparative periods are not required. The Company is required to disclose the impact by financial line item because of the adoption of the new standard and intends to adopt IFRS 15 in its consolidated financial statements for the annual period beginning January 1, 2018 and intends to adopt IFRS 15 using the modified retrospective approach. The Company has reviewed significant agreements and contracts with customers. Based on this review, the adoption of IFRS 15 is expected to result in changes in classification between sales and cost of goods sold and selling, general and administrative expenses, as well as an increase to inventories and other current liabilities on the

consolidated financial statements. For the period beginning January 1, 2018, the implementation of IFRS 15 is expected to decrease opening retained earnings by approximately \$2.0 million, increase inventory by approximately \$8.0 million and increase unearned revenue by approximately \$10.0 million.

#### *Financial Instruments – Recognition and Measurement*

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments with a mandatory effective date of January 1, 2018. The new standard brings together the classification and measurement, impairment, and hedge accounting phases of the IASB's project to replace IAS 39 Financial Instruments: Recognition and Measurement. In addition to the new requirements for classification and measurement of financial assets, a new general hedge accounting model and other amendments issued in previous versions of IFRS 9, the standard also introduces new impairment requirements that are based on a forward-looking expected credit loss model. The Company intends to adopt IFRS 9 in its consolidated financial statements for the annual period beginning January 1, 2018. The adoption of IFRS 9 is not expected to have a material impact on the consolidated financial statements.

The disclosure requirements in IFRS 7 Financial Instruments - Disclosure have also been amended to include the additional disclosure required under IFRS 9. The Company intends to adopt these amendments to IFRS 7 at the same time as adoption of IFRS 9. The adoption of the amendments to IFRS 7 is not expected to have a material impact on the consolidated financial statements.

#### *Leases*

In January 2016, the IASB issued IFRS 16 Leases with a mandatory effective date of January 1, 2019. The new standard will replace IAS 17 Leases and will carry forward the accounting requirements for lessors. IFRS 16 provides a new framework for lessee accounting that requires substantially all assets obtained through operating leases to be capitalized and a related liability to be recorded. The new standard seeks to provide a more accurate picture of a company's leased assets and related liabilities and create greater comparability between companies who lease assets and those who purchase assets. The Company intends to adopt IFRS 16 in its consolidated financial statements for the annual period beginning January 1, 2019. The extent of the impact of the adoption of IFRS 16 has not yet been determined.

#### *Share-Based Payments*

In June 2016, the IASB issued amendments to IFRS 2 Share-Based Payment with a mandatory effective date of January 1, 2018. The amendments provide clarification on how to account for certain types of share-based payment transactions. The Company intends to adopt the amendments to IFRS 2 in its consolidated financial statements for the annual period beginning January 1, 2018. The adoption of the amendments to IFRS 2 is not expected to have a material impact on the consolidated financial statements.

#### *Foreign Currency Transactions and Advance Considerations*

In December 2016, the IASB issued IFRIC 22 Foreign Currency Transactions and Advance Consideration with a mandatory effective date of January 1, 2018. When a foreign currency transaction where consideration is received or paid in advance of the recognition of the related asset, expense, or income, the exchange rate used should be based on the exchange rate as at the date when the pre-payment asset or deferred liability is recognized. IFRIC 22 can be applied on a full retrospective basis, retrospective from the comparative year or prospectively from January 1, 2018. The Company intends to adopt IFRIC 22 prospectively in its consolidated financial statements for the annual period beginning January 1, 2018. The adoption of IFRIC 22 is not expected to have a material impact on the consolidated financial statements.

#### *Uncertainty over Income Tax Treatments*

In June 2017, the IASB issued IFRIC 23 Uncertainty over Income Tax Treatments with a mandatory effective date of January 1, 2019. The interpretations provide guidance on how to value uncertain income tax positions based on the probability of whether the relevant tax authorities will accept the company's tax treatments. A company is to assume that a taxation authority with the right to examine any amounts reported to it will examine those amounts and will have full knowledge of all relevant information when doing so. IFRIC 23 is to be applied by recognizing the cumulative effect of initially applying these guidelines in opening retained earnings without adjusting comparative information. The extent of the impact of the adoption of IFRIC 23 has not yet been determined.

#### *Long-term Interests in Associates and Joint Ventures*

In October 2017, the IASB issued Long-term interests in Associates and Joint Ventures (Amendments to IAS 28) with a mandatory effective date of January 1, 2019. The amendments clarify that a company applies IFRS 9 to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture. The Company intends to adopt the amendments to IAS 28 retrospectively in its consolidated financial statements for the annual period beginning January 1, 2019. The adoption of the amendments to IAS 28 is not expected to have a material impact on the consolidated financial statements.

*Annual Improvements to IFRS (2015-2017) Cycle*

In December 2017, the IASB issued narrow-scope amendments to a total of four standards as part of its annual improvement process. Amendments were made to clarify that a company must remeasure its previously held interest in a joint operation when it obtains control of the business in accordance with IFRS 3 Business Combinations but does not remeasure when it obtains joint control of the business under IFRS 11 Joint Arrangements. The amendments also include clarification that, all income tax consequences of dividend payments should be recognised consistently with the transactions that generated the distributable profits, under IAS 12 Income Taxes and that under IAS 23 Borrowing Costs, any specific borrowing that remains outstanding after the related asset is ready for its intended use or sale becomes part of general borrowings. The Company intends to adopt these amendments prospectively in its consolidated financial statements for the annual period beginning January 1, 2019. The extent of the impact of the adoption of these standards has not yet been determined.

**Restatement of Comparative Periods for Previously Adopted Accounting Standards***Income taxes*

On November 8, 2016, the IFRS Interpretations Committee provided clarification on the tax rate an entity should apply to its deferred tax assets and liabilities related to intangible assets with indefinite lives. The tax rate applied should be consistent with how an entity is expected to recover the carrying amount in the form of future economic benefits. As a result of this clarification, the Company has changed the effective tax rate applied on deferred tax liabilities on indefinite life intangible assets. This change has been retrospectively applied reducing deferred tax assets and retained earnings as at December 31, 2015. There was no impact to net income or comprehensive income (loss) for the year ended December 31, 2016 as there were no movements in the temporary differences or changes in relevant statutory income tax rates during these periods.

**DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING**

Management, under the direction and supervision of the Company's Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining disclosure controls and procedures. These controls and procedures are designed to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, is accumulated and communicated to Management in a timely manner so that information required to be disclosed by the Company under securities legislation is recorded, processed, summarized and reported within the time periods specified in applicable securities legislation. Management, under the direction and supervision of the Company's Chief Executive Officer and Chief Financial Officer, is also responsible for establishing and maintaining internal control over financial reporting 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 National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings, the Company's Chief Executive Officer and Chief Financial Officer have evaluated, or caused to be evaluated under their supervision, the effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures as at December 31, 2017, and have concluded that such controls and procedures are effective.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

There have been no changes in the Company's internal control over financial reporting that occurred during the period beginning on January 1, 2017, and ended on December 31, 2017, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**NON-IFRS FINANCIAL MEASURES**

The Company uses the following non-IFRS measures: Adjusted Operating Earnings, Adjusted Earnings per Share, Adjusted EBITDA, Net Cash, Free Cash Flow and Return on Net Assets. Management believes that these non-IFRS measures provide useful information to investors in measuring the financial performance of the Company for the reasons outlined below. These measures do not have a standardized meaning prescribed by IFRS and therefore they may not be comparable to similarly titled measures presented by other publicly traded companies and should not be construed as an alternative to other financial measures determined in accordance with IFRS.

**Adjusted Operating Earnings**

Adjusted Operating Earnings, a non-IFRS measure, is used by Management to evaluate financial operating results. It is defined as earnings before income taxes adjusted for items that are not considered representative of ongoing operational activities of the business and items where the economic impact of the transactions will be reflected in earnings in future periods when the underlying asset is sold or transferred.

The table below provides a reconciliation of net earnings as reported under IFRS in the audited consolidated statement of earnings to Adjusted Operating Earnings for the years ended, as indicated below. Management believes that this basis is the most appropriate on which to evaluate operating results, as they are representative of the ongoing operations of the Company.

(\$ thousands)	December 31,	
	2017	2016
<b>Net earnings</b>	<b>\$ 164,089</b>	<b>\$ 181,702</b>
Income taxes	50,192	67,891
<b>Earnings before income taxes</b>	<b>\$ 214,281</b>	<b>\$ 249,593</b>
Interest expense and other financing costs	5,168	6,367
Other (income) expense	(3,609)	3,596
Restructuring and other related costs	23,024	6,570
<b>Earnings from operations</b>	<b>\$ 238,864</b>	<b>\$ 266,126</b>
Increase in fair value of biological assets <sup>(i)</sup>	(1,267)	(6,263)
Unrealized loss (gain) on derivative contracts <sup>(ii)</sup>	26,243	(20,581)
<b>Adjusted Operating Earnings</b>	<b>\$ 263,840</b>	<b>\$ 239,282</b>

<sup>(i)</sup> Refer to Note 7 of the Company's 2017 audited consolidated financial statements for further details regarding biological assets.

<sup>(ii)</sup> Unrealized losses (gains) on derivative contracts are reported within cost of goods sold in the Company's 2017 audited consolidated financial statements.

#### Adjusted Earnings per Share

Adjusted Earnings per Share, a non-IFRS measure, is used by Management to evaluate financial operating results. It is defined as basic earnings per share and is adjusted on the same basis as Adjusted Operating Earnings. The table below provides a reconciliation of basic earnings per share as reported under IFRS in the audited consolidated statements of earnings to Adjusted Earnings per Share for the years ended, as indicated below. Management believes this basis is the most appropriate on which to evaluate financial results as they are representative of the ongoing operations of the Company.

(\$ per share)	December 31,	
	2017	2016
Basic earnings per share	<b>\$ 1.28</b>	<b>\$ 1.35</b>
Restructuring and other related costs <sup>(i)</sup>	0.13	0.04
Items included in other income not considered representative of ongoing operations <sup>(ii)</sup>	(0.01)	(0.02)
Increase in fair value of biological assets <sup>(iii)</sup>	(0.01)	(0.03)
Unrealized loss (gain) on derivative contracts <sup>(iii)</sup>	0.15	(0.11)
<b>Adjusted Earnings per Share<sup>(iv)</sup></b>	<b>\$ 1.54</b>	<b>\$ 1.23</b>

<sup>(i)</sup> Includes per share impact of restructuring and other related costs, net of tax.

<sup>(ii)</sup> Primarily includes (gains) and losses on disposal of investment properties, changes in estimates of provisions, acquisition related costs, interest income, assets held for sale, net of tax.

<sup>(iii)</sup> Includes per share impact of the change in unrealized loss (gain) on derivative contracts and the change in fair value of biological assets, net of tax.

<sup>(iv)</sup> May not add due to rounding.



### Adjusted Earnings Before Interest, Income Taxes, Depreciation, and Amortization

Adjusted EBITDA is calculated as earnings before interest and income taxes plus depreciation and intangible asset amortization, adjusted for items that are not considered representative of ongoing operational activities of the business, and items where the economic impact of the transactions will be reflected in earnings in future periods when the underlying asset is sold or transferred. The following table provides a reconciliation of net earnings as reported under IFRS in the audited consolidated statements of earnings to Adjusted EBITDA for the years ended, as indicated below. Management believes Adjusted EBITDA is useful in assessing the performance of the Company's ongoing operations and its ability to generate cash flows to fund its cash requirements, including the Company's capital investment program.

(\$ thousands)	December 31,	
	2017	2016
<b>Net earnings</b>	<b>\$ 164,089</b>	<b>\$ 181,702</b>
Income taxes	<b>50,192</b>	67,891
<b>Earnings before income taxes</b>	<b>\$ 214,281</b>	<b>\$ 249,593</b>
Interest expense and other financing costs	<b>5,168</b>	6,367
Items included in other income not considered representative of on-going operations <sup>(i)</sup>	<b>(3,582)</b>	(2,518)
Restructuring and other related costs	<b>23,024</b>	6,570
Increase in fair value of biological assets and unrealized loss (gain) on derivative contracts	<b>24,976</b>	(26,844)
Depreciation and amortization	<b>117,190</b>	110,276
<b>Adjusted EBITDA</b>	<b>\$ 381,057</b>	<b>\$ 343,444</b>

<sup>(i)</sup> Primarily includes (gains) and losses on disposal of investment properties, changes in estimates of provisions, acquisition related costs, interest income, assets held for sale, net of tax.

### Net Cash

The Company calculates Net Cash as cash and cash equivalents, less long-term debt and bank indebtedness. Management believes this measure is useful in assessing the amount of financial leverage employed. The following table reconciles Net Cash to amounts reported under IFRS in the Company's audited consolidated balance sheets for the years ended, as indicated below:

(\$ thousands)	December 31,	
	2017	2016
Current portion of long-term debt	<b>\$ (805)</b>	<b>\$ (794)</b>
Long-term debt	<b>(8,443)</b>	(9,119)
<b>Total debt</b>	<b>\$ (9,248)</b>	<b>\$ (9,913)</b>
Cash and cash equivalents	<b>203,425</b>	403,621
<b>Net Cash</b>	<b>\$ 194,177</b>	<b>\$ 393,708</b>

## Free Cash Flow

Free Cash Flow, a non-IFRS measure, is used by Management to evaluate cash flow after investing in the maintenance or expansion of the Company's asset base. It is defined as cash provided by operations, less additions to long-term assets. The following table calculates Free Cash Flow for the periods indicated below:

(\$ thousands) (Unaudited)	December 31,	
	2017	2016
Cash provided by operating activities	\$ 386,695	\$ 357,157
Additions to long-term assets	(142,245)	(113,194)
<b>Free Cash Flow</b>	<b>\$ 244,450</b>	<b>\$ 243,963</b>

## Return on Net Assets

RONA is calculated by dividing tax effected earnings from operations (adjusted for items which are not considered representative of the underlying operations of the business) by average monthly net assets. Net assets are defined as total assets (excluding cash and deferred tax assets) less non-interest bearing liabilities (excluding deferred tax liabilities). Management believes that RONA is an appropriate basis upon which to evaluate long-term financial performance.

## FORWARD-LOOKING STATEMENTS

This document contains, and the Company's oral and written public communications often contain, "forward-looking information" within the meaning of applicable securities law. These statements are based on current expectations, estimates, forecasts, and projections about the industries in which the Company operates, as well as beliefs and assumptions made by Management of the Company. Such statements include, but are not limited to, statements with respect to objectives and goals, in addition to statements with respect to beliefs, plans, objectives, expectations, anticipations, estimates, and intentions. Specific forward-looking information in this document includes, but is not limited to, statements with respect to: expectations regarding the use of derivatives, futures and options; the expected use of cash balances; source of funds for ongoing business requirements; capital investments and expectations regarding capital expenditures; expectations regarding the implementation of environmental sustainability initiatives; expectations regarding the adoption of new accounting standards and the impact of such adoption on financial position; expectations regarding pension plan performance and future pension plan liabilities and contributions; expectations regarding levels of credit risk; and expectations regarding outcomes of legal actions. Words such as "expect", "anticipate", "intend", "may", "will", "plan", "believe", "seek", "estimate", and variations of such words and similar expressions are intended to identify such forward-looking information. These statements are not guarantees of future performance and involve assumptions, risks, and uncertainties that are difficult to predict.

In addition, these statements and expectations concerning the performance of the Company's business in general are based on a number of factors and assumptions including, but not limited to: the condition of the Canadian, U.S., and Japanese economies; the rate of exchange of the Canadian dollar to the U.S. dollar, and the Japanese yen; the availability and prices of raw materials, energy and supplies; product pricing; the availability of insurance; the competitive environment and related market conditions; improvement of operating efficiencies; continued access to capital; the cost of compliance with environmental and health standards; no adverse results from ongoing litigation; no unexpected actions of domestic and foreign governments; and the general assumption that none of the risks identified below or elsewhere in this document will materialize. All of these assumptions have been derived from information currently available to the Company, including information obtained by the Company from third-party sources. These assumptions may prove to be incorrect in whole or in part. In addition, actual results may differ materially from those expressed, implied, or forecasted in such forward-looking information, which reflect the Company's expectations only as of the date hereof.

Factors that could cause actual results or outcomes to differ materially from the results expressed, implied, or forecasted by forward looking information include, among other things:

- risks associated with the Company focusing solely on the protein business;
- risks related to the Company's decisions regarding any potential return of capital to shareholders;
- risks associated with concentration of production in fewer facilities;
- risks associated with the availability of capital;
- risks associated with changes in the Company's information systems and processes;
- risks associated with cyber threats;
- risks posed by food contamination, consumer liability, and product recalls;
- risks associated with acquisitions, divestitures, and capital expansion projects;

- impact on pension expense and funding requirements of fluctuations in the market prices of fixed income and equity securities and changes in interest rates;
- cyclical nature of the cost and supply of hogs and the competitive nature of the pork market generally;
- risks related to the health status of livestock;
- impact of a pandemic on the Company's operations;
- the Company's exposure to currency exchange risks;
- ability of the Company to hedge against the effect of commodity price changes through the use of commodity futures and options;
- impact of changes in the market value of the biological assets and hedging instruments;
- risks associated with the supply management system for poultry in Canada;
- risks associated with the use of contract manufacturers;
- impact of international events on commodity prices and the free flow of goods;
- risks posed by compliance with extensive government regulation;
- risks posed by litigation;
- impact of changes in consumer tastes and buying patterns;
- impact of extensive environmental regulation and potential environmental liabilities;
- risks associated with a consolidating retail environment;
- risks posed by competition;
- risks associated with complying with differing employment laws and practices, the potential for work stoppages due to non-renewal of collective agreements, and recruiting and retaining qualified personnel;
- risks associated with pricing the Company's products;
- risks associated with managing the Company's supply chain; and
- risks associated with failing to identify and manage the strategic risks facing the Company.

The Company cautions the reader that the foregoing list of factors is not exhaustive. These factors are discussed in more detail under the heading "Risk Factors" presented previously in this document. The reader should review such section in detail. Some of the forward-looking information may be considered to be financial outlooks for purposes of applicable securities legislation including, but not limited to, statements concerning future capital expenditures. These financial outlooks are presented to evaluate anticipated future uses of cash flows, and may not be appropriate for other purposes and readers should not assume they will be achieved. The Company does not intend to, and the Company disclaims any obligation to, update any forward-looking information, whether written or oral, or whether as a result of new information, future events or otherwise, except as required by law. Additional information concerning the Company, including the Company's Annual Information Form is available on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **About Maple Leaf Foods Inc.**

Maple Leaf Foods Inc. is a leading consumer protein company, making high quality, innovative products under national brands including Maple Leaf®, Maple Leaf Prime®, Maple Leaf Natural Selections®, Schneiders®, Schneiders® Country Naturals®, Mina® and Lightlife™. Maple Leaf employs approximately 11,500 people and does business in Canada, the U.S. and Asia. The Company is headquartered in Mississauga, Ontario and its shares trade on the Toronto Stock Exchange (MFI).

# Consolidated Financial Statements

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# Independent Auditors' Report

To the Shareholders of Maple Leaf Foods Inc.

We have audited the accompanying consolidated financial statements of Maple Leaf Foods Inc., which comprise the consolidated balance sheets as at December 31, 2017 and December 31, 2016, the consolidated statements of net earnings, other comprehensive income (loss), changes in total equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

## *Management's Responsibility for the Consolidated Financial Statements*

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

## *Auditors' Responsibility*

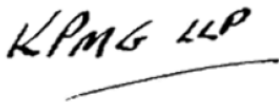
Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

## *Opinion*

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Maple Leaf Foods Inc. as at December 31, 2017 and December 31, 2016, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.



Chartered Professional Accountants, Licensed Public Accountants  
February 20, 2018

Toronto, Canada

# Consolidated Balance Sheets

<i>(In thousands of Canadian dollars)</i>	<i>Notes</i>	<b>As at December 31, 2017</b>	<b>As at December 31, 2016</b>
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	4	\$ 203,425	\$ 403,621
Accounts receivable	5	123,968	127,749
Notes receivable	23	28,918	32,485
Inventories	6	273,365	261,719
Biological assets	7	111,735	111,445
Prepaid expenses and other assets		24,393	30,372
Assets held for sale		—	4,837
		<b>\$ 765,804</b>	<b>\$ 972,228</b>
Property and equipment	8	1,116,309	1,085,275
Investment property		1,892	1,929
Employee benefits	9	9,856	10,311
Other long-term assets		6,125	6,557
Goodwill	10	517,387	428,236
Intangible assets	11	215,197	128,085
Total assets		<b>\$ 2,632,570</b>	<b>\$ 2,632,621</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Current liabilities</b>			
Accounts payable and accruals		\$ 300,659	\$ 256,163
Provisions	12	9,335	11,889
Current portion of long-term debt	13	805	794
Income taxes payable	20	7,855	9,544
Other current liabilities	14	31,597	96,857
		<b>\$ 350,251</b>	<b>\$ 375,247</b>
Long-term debt	13	8,443	9,119
Employee benefits	9	117,808	108,730
Provisions	12	11,273	16,555
Other long-term liabilities	15	12,689	12,654
Deferred tax liability	20	80,498	22,293
Total liabilities		<b>\$ 580,962</b>	<b>\$ 544,598</b>
<b>Shareholders' equity</b>			
Share capital	16	\$ 835,154	\$ 853,633
Retained earnings		1,253,035	1,247,737
Accumulated other comprehensive (loss) income		(9,620)	1,619
Treasury stock	16	(26,961)	(14,966)
Total shareholders' equity		<b>\$ 2,051,608</b>	<b>\$ 2,088,023</b>
Total liabilities and equity		<b>\$ 2,632,570</b>	<b>\$ 2,632,621</b>

Commitments and contingencies (Note 24)

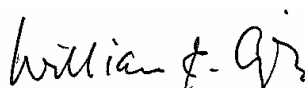
Subsequent events (Note 28)

See accompanying Notes to the Consolidated Financial Statements.

On behalf of the Board:



**MICHAEL H. MCCAIN**  
Director



**WILLIAM E. AZIZ**  
Director

# Consolidated Statements of Net Earnings

Years ended December 31,  
(In thousands of Canadian dollars, except share amounts)

	<b>Notes</b>	<b>2017</b>	<b>2016</b>
Sales		<b>\$ 3,522,226</b>	\$ 3,331,812
Cost of goods sold		<b>2,934,747</b>	2,740,866
Gross margin		<b>\$ 587,479</b>	\$ 590,946
Selling, general and administrative expenses		<b>348,615</b>	324,820
Earnings before the following:		<b>\$ 238,864</b>	\$ 266,126
Restructuring and other related costs	<b>12</b>	<b>(23,024)</b>	(6,570)
Other income (expense)	<b>18</b>	<b>3,609</b>	(3,596)
Earnings before interest and income taxes		<b>\$ 219,449</b>	\$ 255,960
Interest expense and other financing costs	<b>19</b>	<b>5,168</b>	6,367
Earnings before income taxes		<b>\$ 214,281</b>	\$ 249,593
Income tax expense	<b>20</b>	<b>50,192</b>	67,891
Net earnings		<b>\$ 164,089</b>	\$ 181,702
Earnings per share attributable to common shareholders:	<b>21</b>		
Basic earnings per share		<b>\$ 1.28</b>	\$ 1.35
Diluted earnings per share		<b>\$ 1.24</b>	\$ 1.32
Weighted average number of shares (millions)	<b>21</b>		
Basic		<b>128.6</b>	134.2
Diluted		<b>132.4</b>	137.6

See accompanying Notes to the Consolidated Financial Statements.

# Consolidated Statements of Other Comprehensive Income (Loss)

Years ended December 31,

*(In thousands of Canadian dollars)*

	2017	2016
Net earnings	<b>\$ 164,089</b>	\$ 181,702
Other comprehensive (loss) income		
Actuarial gains and losses that will not be reclassified to profit or loss (Net of tax of \$1.0 million; 2016: \$17.0 million)	<b>\$ (3,117)</b>	\$ 46,243
Items that are or may be reclassified subsequently to profit or loss:		
Change in accumulated foreign currency translation adjustment (Net of tax of \$0.0 million; 2016: \$0.0 million)	<b>\$ (13,536)</b>	\$ (390)
Change in unrealized gains and losses on cash flow hedges (Net of tax of \$0.8 million; 2016: \$0.8 million)	<b>2,297</b>	2,423
Total items that are or may be reclassified subsequently to profit or loss	<b>\$ (11,239)</b>	\$ 2,033
Total other comprehensive (loss) income	<b>\$ (14,356)</b>	\$ 48,276
Comprehensive income	<b>\$ 149,733</b>	\$ 229,978

See accompanying Notes to the Consolidated Financial Statements.



# Consolidated Statements of Changes in Total Equity

		Accumulated other comprehensive income (loss) <sup>(i)</sup>						
		Share capital	Retained earnings	Contributed surplus	Foreign currency translation adjustment	Unrealized gains and losses on cash flow hedges	Treasury stock	Total equity
(In thousands of Canadian dollars)	Notes							
<b>Balance at December 31, 2016</b>		<b>\$ 853,633</b>	<b>\$ 1,247,737</b>	<b>\$ —</b>	<b>\$ 2,116</b>	<b>\$ (497)</b>	<b>\$ (14,966)</b>	<b>\$ 2,088,023</b>
Net earnings		—	164,089	—	—	—	—	164,089
Other comprehensive income (loss) <sup>(ii)</sup>		—	(3,117)	—	(13,536)	2,297	—	(14,356)
Dividends declared (\$0.44 per share)		—	(56,640)	—	—	—	—	(56,640)
Share-based compensation expense	22	—	—	21,087	—	—	—	21,087
Deferred taxes on share-based compensation		—	—	4,750	—	—	—	4,750
Repurchase of shares	16	(24,409)	(66,074)	(25,837)	—	—	—	(116,320)
Exercise of stock options		5,930	—	—	—	—	—	5,930
Settlement of share-based compensation		—	(32,960)	—	—	—	16,005	(16,955)
Shares purchased by RSU trust		—	—	—	—	—	(28,000)	(28,000)
<b>Balance at December 31, 2017</b>		<b>\$ 835,154</b>	<b>\$ 1,253,035</b>	<b>\$ —</b>	<b>\$ (11,420)</b>	<b>\$ 1,800</b>	<b>\$ (26,961)</b>	<b>\$ 2,051,608</b>

		Accumulated other comprehensive income (loss) <sup>(i)</sup>						
		Share capital	Retained earnings	Contributed surplus	Foreign currency translation adjustment	Unrealized gains and losses on cash flow hedges	Treasury stock	Total equity
(In thousands of Canadian dollars)	Notes							
<b>Balance as at December 31, 2015<sup>(iii)</sup></b>		<b>\$ 882,770</b>	<b>\$ 1,161,047</b>	<b>\$ —</b>	<b>\$ 2,506</b>	<b>\$ (2,920)</b>	<b>\$ (2,086)</b>	<b>\$ 2,041,317</b>
Net earnings		—	181,702	—	—	—	—	181,702
Other comprehensive income (loss) <sup>(ii)</sup>		—	46,243	—	(390)	2,423	—	48,276
Dividends declared (\$0.36 per share)		—	(48,348)	—	—	—	—	(48,348)
Share-based compensation expense	22	—	—	29,224	—	—	—	29,224
Deferred taxes on share-based compensation		—	—	3,550	—	—	—	3,550
Repurchase of shares	16	(31,963)	(83,778)	(32,418)	—	—	—	(148,159)
Exercise of stock options		2,826	—	—	—	—	—	2,826
Settlement of share-based compensation		—	(9,129)	(356)	—	—	5,032	(4,453)
Shares purchased by RSU trust		—	—	—	—	—	(17,912)	(17,912)
<b>Balance at December 31, 2016</b>		<b>\$ 853,633</b>	<b>\$ 1,247,737</b>	<b>\$ —</b>	<b>\$ 2,116</b>	<b>\$ (497)</b>	<b>\$ (14,966)</b>	<b>\$ 2,088,023</b>

<sup>(i)</sup> Items that are or may be subsequently reclassified to profit or loss.

<sup>(ii)</sup> Included in other comprehensive income (loss) is the change in actuarial gains and losses that will not be reclassified to profit or loss and has been reclassified to retained earnings.

<sup>(iii)</sup> Restated, see Note 3(x).

See accompanying Notes to the Consolidated Financial Statements.

# Consolidated Statements of Cash Flows

Years ended December 31,

(In thousands of Canadian dollars)

	2017	2016
<b>CASH PROVIDED BY (USED IN):</b>		
<b>Operating activities</b>		
Net earnings	\$ 164,089	\$ 181,702
Add (deduct) items not affecting cash:		
Change in fair value of biological assets	(1,267)	(6,263)
Depreciation and amortization	117,227	111,651
Share-based compensation	21,087	29,224
Deferred income taxes	40,920	63,124
Income tax current	9,272	4,767
Interest expense and other financing costs	5,168	6,367
Gain on sale of long-term assets	(5,781)	(1,235)
Change in fair value of non-designated derivatives	21,877	(25,086)
Impairment of assets (net of reversals)	3,776	2,831
Change in net pension liability	5,379	24,903
Net income taxes paid	(10,604)	(4,944)
Interest paid	(2,299)	(3,904)
Change in provision for restructuring and other related costs	9,037	(17,256)
Change in derivatives margin	(13,210)	1,772
Other	(6,316)	520
Change in non-cash operating working capital	28,340	(11,016)
Cash provided by operating activities	\$ 386,695	\$ 357,157
<b>Financing activities</b>		
Dividends paid	\$ (56,640)	\$ (48,348)
Net decrease in long-term debt	(1,083)	(1,051)
Exercise of stock options	5,930	2,826
Repurchase of shares	(180,110)	(72,412)
Payment of deferred financing fees	(1,302)	(2,412)
Purchase of treasury stock	(28,000)	(17,912)
Cash used in financing activities	\$ (261,205)	\$ (139,309)
<b>Investing activities</b>		
Additions to long-term assets	\$ (142,245)	\$ (113,194)
Acquisition of business	(199,440)	—
Proceeds from sale of long-term assets	15,999	6,698
Cash used in investing activities	\$ (325,686)	\$ (106,496)
<b>(Decrease) increase in cash and cash equivalents</b>	<b>\$ (200,196)</b>	<b>\$ 111,352</b>
Net cash and cash equivalents, beginning of period	403,621	292,269
Net cash and cash equivalents, end of period	\$ 203,425	\$ 403,621

See accompanying Notes to the Consolidated Financial Statements.

# Notes to the Consolidated Financial Statements

(Tabular amounts in thousands of Canadian dollars unless otherwise indicated)

Years ended December 31, 2017 and 2016

## 1. THE COMPANY

Maple Leaf Foods Inc. ("Maple Leaf Foods" or the "Company") is a producer of food products under leading brands including Maple Leaf®, Maple Leaf Prime®, Maple Leaf Natural Selections®, Schneiders®, Schneiders® Country Naturals®, Mina®, and Lightlife™. The Company's portfolio includes prepared meats, ready-to-cook and ready-to-serve meals, valued-added fresh pork and poultry and plant protein products. The address of the Company's registered office is 6985 Financial Dr. Mississauga, Ontario, L5N 0A1, Canada. The consolidated financial statements of the Company as at and for the year ended December 31, 2017, include the accounts of the Company and its subsidiaries. The composition of the Company is further described in Note 23.

## 2. BASIS OF PREPARATION

### (a) Statement of Compliance

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 using the accounting policies described herein.

The consolidated financial statements were authorized for issue by the Board of Directors on February 20, 2018.

### (b) Basis of Measurement

The consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments, biological assets, defined benefit plan assets, and liabilities associated with certain share-based compensation, which are stated at fair value. Liabilities associated with employee benefits are stated at actuarially determined present values.

### (c) Functional and Presentation Currency

The consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency.

### (d) Use of Estimates and Judgements

The preparation of consolidated financial statements in accordance with IFRS requires Management to make judgements, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual amounts may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Judgements included in the consolidated financial statements are decisions made by Management, based on analysis of relevant information available at the time the decision is made. Judgements relate to the application of accounting policies and decisions related to the measurement, recognition, and disclosure of financial information.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies, that have the most significant effects on the amounts recognized in the consolidated financial statements, are included both below and in the statement notes relating to items subject to significant estimate uncertainty and critical judgements.

#### *Long-Lived Assets Valuation*

The Company performs impairment testing annually for goodwill and indefinite life intangible assets and, when circumstances indicate that there may be impairment, for other long-lived assets. Management judgement is involved in determining if there are circumstances indicating that testing for impairment is required, and in identifying Cash Generating Units ("CGUs") for the purpose of impairment testing.

The Company assesses impairment by comparing the recoverable amount of a long-lived asset, CGU, or CGU group to its carrying value. The recoverable amount is defined as the higher of: (i) value in use; or (ii) fair value less cost to sell.

The determination of the recoverable amount involves significant estimates and assumptions, including those with respect to future cash inflows and outflows, discount rates, and asset lives. These estimates and assumptions could affect the Company's future results if the current estimates of future performance and fair values change. These determinations will affect the amount of amortization expense on definite life intangible assets recognized in future periods.

#### *Measurement of Fair Values*

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. When the measurement of fair values cannot be determined based on quoted prices in active markets, fair value is measured using valuation techniques and models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair

values. Changes in assumptions about the inputs to these models could affect the reported fair value of the Company's financial and non-financial assets and liabilities.

When measuring fair value of an asset or liability, the Company uses market observable data to the extent that it is possible. To the extent that these estimates differ from those realized, the measured asset or liability, net earnings, and/or comprehensive income will be affected in future periods.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Notes 7, 9, 10, 11, 17, and 22.

#### *Nature of Interests in Other Entities*

Management applies significant judgement in assessing the nature of its interest in unconsolidated structured entities relating to its accounts receivable securitization facilities. The Company does not hold any equity interest in the structured entities and based on the terms of the agreements under which the entities are established, the Company does not receive the returns related to their operations and is exposed to limited recourse with respect to losses (Note 23).

#### *Valuation of Inventory*

Management makes estimates of the future customer demand for products when establishing appropriate provisions for inventory. In making these estimates, Management considers the product life of inventory and the profitability of recent sales of inventory. In many cases, product produced by the Company turns quickly and inventory on-hand values are low, thus reducing the risk of inventory obsolescence. However, code or "best before" dates are very important in the determination of net realizable value of inventory. Management ensures that systems are in place to highlight and properly value inventory that may be approaching code dates. To the extent that actual losses on inventory differ from those estimated, inventory, net earnings, and comprehensive income will be affected in future periods.

#### *Biological Assets*

Biological assets are measured at each reporting date, at fair value less costs to sell, except when fair value cannot be reliably measured. If fair value cannot be reliably measured, biological assets are measured at cost less depreciation and impairment losses. Although a reliable measure of fair value may not be available at the point of initial recognition, it may subsequently become available. In such circumstances, biological assets are measured at fair value less costs to sell from the point at which the reliable measure of fair value becomes available. Gains and losses that arise on measuring biological assets at fair value less costs to sell are recognized in the statement of net earnings in the period in which they arise. Costs to sell include all costs that would be necessary to sell the biological assets, including costs necessary to get the biological assets to market. Management uses estimates for some of the inputs into the determination of fair value. To the extent that actual values differ from estimates, biological assets, net earnings and comprehensive income will be affected in future periods.

#### *Trade Merchandise Allowances and Other Trade Discounts*

The Company provides for estimated payments to customers based on various trade programs and contracts that often include payments that are contingent upon attainment of specified sales volumes. Significant estimates used to determine these liabilities include: (i) the projected level of sales volume for the relevant period and (ii) customer contracted rates for allowances, discounts, and rebates. These arrangements are complex and there are a significant number of customers and products affected. Management has systems and processes in place to estimate and value these obligations. To the extent that payments on trade discounts differ from estimates of the related liability, accounts payable and accruals, net earnings, and comprehensive income will be affected in future periods.

#### *Employee Benefit Plans*

The cost of pensions and other post-retirement benefits earned by employees is actuarially determined using the projected unit credit method prorated on service, and Management's best estimate of salary escalation and mortality rates. Discount rates used in actuarial calculations are based on long-term interest rates and can have a material effect on the amount of plan liabilities and expenses. Management employs external experts to advise the Company when deciding upon the appropriate estimates to use to value employee benefit plan obligations and expenses. To the extent that these estimates differ from those realized, employee benefit plan assets and liabilities and comprehensive income will be affected in future periods.

#### *Income Taxes*

Provisions for income taxes are based on domestic and international statutory income tax rates and the amount of income earned in the jurisdictions in which the Company operates. Significant judgement is required in determining income tax provisions and the recoverability of deferred tax assets. The calculation of current and deferred income tax balances requires Management to make estimates regarding the carrying values of assets and liabilities that include estimates of future cash flows and earnings related to such assets and liabilities, the interpretation of income tax legislation in the jurisdictions in which the Company operates, and the timing of reversal of temporary differences. The Company establishes additional provisions for income taxes when, despite Management's opinion that the Company's tax positions are fully supportable, there is sufficient complexity or uncertainty in the application of legislation that certain tax positions may be reassessed by tax authorities. The

Company adjusts these additional accruals in light of changing facts and circumstances. To the extent that these adjustments differ from original estimates, deferred tax assets and liabilities, net earnings, and comprehensive income will be affected in future periods.

#### *Provisions*

The Company evaluates all provisions at each reporting date. These provisions can be significant and are prepared using estimates of the costs of future activities. In certain instances, Management may determine that these provisions are no longer required or that certain provisions are insufficient as new events occur or as additional information is obtained. Provisions are separately identified and disclosed in the Company's consolidated financial statements. Changes to these estimates may affect the value of provisions, net earnings, and comprehensive income in future periods.

#### *Share-Based Compensation*

The Company uses estimates including, but not limited to, estimates of forfeitures, share price volatility, dividends, expected life of the award, risk-free interest rates, and Company performance in the calculation of the liability and expenses for certain share-based incentive plans. These estimates are based on previous experience and may change throughout the life of an incentive plan. Such changes could impact the carrying value of contributed surplus, liabilities, net earnings, and comprehensive income in future periods.

Some of the Company's share-based payment plans may be settled in either cash or equity instruments at the option of the Company. Management uses judgement in determining the appropriate accounting treatment for these plans, based on expectations and historical settlement decisions. Changes to accounting treatment based on Management's judgement may impact contributed surplus, liabilities, net earnings, and comprehensive income in future periods.

#### *Depreciation and Amortization*

The Company's property and equipment and definite life intangible assets are depreciated and amortized on a straight-line basis, considering the estimated useful lives of the assets and residual values. Changes to these estimates may affect the carrying value of these assets, inventories, net earnings, and comprehensive income in future periods.

### **3. SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

#### **(a) Principles of Consolidation**

These consolidated financial statements include the accounts of the Company and its subsidiaries from the date that control commences until the date that control ceases. Control exists when the Company is exposed to or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

All intercompany accounts and transactions have been eliminated on consolidation.

#### **(b) Business Combinations and Goodwill**

Business combinations are accounted for using the acquisition method at the acquisition date, which is the date that control is transferred to the Company. In assessing control, the Company takes into consideration potential voting rights that are currently exercisable.

Goodwill is measured as the excess of the sum of the fair value of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of any previously held equity interest in the acquiree over the net of the acquisition date fair value of the identifiable assets acquired and the liabilities assumed. If the excess is negative, a bargain purchase gain is recognized immediately in earnings. Transaction costs, other than those associated with the issue of debt or equity, are recognized in earnings as incurred.

Goodwill is not amortized and is tested for impairment annually in the fourth quarter and as required if events occur that indicate that its carrying amount may not be recoverable. Goodwill is tested for impairment at the CGU group level by comparing the carrying amount to its recoverable amount, consistent with the methodology outlined in Note 3(k).

Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, then it is not re-measured and settlement is accounted for in equity. Otherwise, subsequent changes in the fair value of the contingent consideration are recognized in earnings.

When the initial accounting for a business combination has not been finalized by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting has not been finalized. These provisional amounts are adjusted during the measurement period, which does not exceed one year from the acquisition date, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

**(c) Fair Value Measurements**

The Company measures certain financial and non-financial assets and liabilities at fair value at each balance sheet date. In addition, fair value measurements are disclosed for certain financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and disclosure purposes is determined on such a basis, except for share-based payment transactions, and measurements that have some similarities to fair value but are not fair value, such as net realizable value or value in use.

Assets and liabilities, for which fair value is measured or disclosed in the consolidated financial statements, are classified using a three-level fair value hierarchy that reflects the significance and transparency of the inputs used in making the fair value measurements. Each level is based on the following:

Level 1 - inputs are unadjusted quoted prices of identical assets or liabilities in active markets

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 - one or more significant inputs used in a valuation technique are unobservable in determining fair values of the asset or liability

Determination of fair value and the resulting hierarchy requires the use of observable market data whenever available. The classification of an asset or liability in the hierarchy is based upon the lowest level of input that is significant to the measurement of fair value.

**(d) Non-current Assets (or Disposal Groups) Held for Sale**

The Company classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. The criteria for held for sale classification is regarded as met when a sale is highly probable, the asset or disposal group is available for immediate sale in its present condition, and management is committed to the sale, which is expected to be completed within one year from the date of classification. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Non-current assets are not depreciated once classified as held for sale.

**(e) Translation of Foreign Currencies**

The accounts of the Company are presented in Canadian dollars. Transactions in foreign currencies are translated at the actual rates of exchange. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the Canadian dollar at the exchange rate for that date. Foreign exchange differences arising on translation are recognized in net earnings. Non-monetary assets and liabilities that are measured at historical cost are translated using the exchange rate at the date of the transaction.

The financial statements of foreign subsidiaries whose unit of measure is not the Canadian dollar are translated into Canadian dollars using the exchange rate in effect at the period-end for assets and liabilities, and the average exchange rates for the period for revenue, expenses, and cash flows. Foreign exchange differences arising on translation are recognized in accumulated other comprehensive income (loss) in total equity.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Company disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to the non-controlling interest. When the Company disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to net earnings.

Foreign exchange gains and losses arising from a receivable or payable to a foreign operation, the settlement of which is neither planned nor likely to occur in the foreseeable future and which in substance is considered to form part of the net investment in the foreign operations, are recognized in other comprehensive income (loss) in the cumulative foreign currency translation differences.

**(f) Financial Instruments**

The Company's financial assets and financial liabilities, upon initial recognition, are measured at fair value and are classified as held for trading, loans and receivables, or other financial liabilities. The classification depends on the purpose for which the financial instruments were acquired and their characteristics. Held for trading is the required classification for all derivative instruments unless they are specifically designated within an effective hedge relationship. Held for trading financial instruments not designated within an effective hedging relationship are measured at fair value with changes in fair value recognized in

consolidated statements of net earnings in the period in which such changes arise. Loans and receivables and other financial liabilities are initially recorded at fair value and are subsequently measured at amortized cost.

Financial assets are assessed at each reporting date to determine whether there is any objective evidence of impairment. A financial asset is considered impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset, with impairment losses recognized in the consolidated statements of net earnings. If, in a subsequent period, the impairment loss decreases, the previously recognized impairment is reversed to the extent of the impairment.

Transaction costs, other than those related to financial instruments classified as fair value through profit or loss which are expensed as incurred, are capitalized to the carrying amount of the instrument and amortized using the effective interest method.

#### **(g) Hedge Accounting**

The Company uses derivatives and other non-derivative financial instruments to manage its exposures to fluctuations in interest rates, foreign exchange rates, and commodity prices.

At the inception of a hedging relationship, the Company designates and formally documents the relationship between the hedging instrument and the hedged item, the risk management objective, and its strategy for undertaking the hedge. The documentation identifies the specific asset, liability, or anticipated cash flows being hedged, the risk that is being hedged, the type of hedging instrument used, and how effectiveness will be assessed.

The Company also formally assesses both at inception and at least quarterly thereafter, whether or not the derivatives that are used in hedging transactions are highly effective in offsetting the changes attributable to the hedged risks in the fair values or cash flows of the hedged items. If a hedge relationship becomes ineffective, it no longer qualifies for hedge accounting and any subsequent change in the fair value of the hedging instrument is recognized in net earnings.

When hedge accounting is permitted, the hedging relationship may be designated as a cash flow hedge, a fair value hedge, or a hedge of foreign currency exposure of a net investment in a foreign operation. In a cash flow hedge, the change in fair value of the hedging instrument is recorded, to the extent it is effective, in other comprehensive income until the hedged item affects net earnings. In a fair value hedge, the change in fair value of the hedging derivative is offset in the consolidated statements of net earnings by the change in fair value of the hedged item relating to the hedged risk.

Hedge ineffectiveness is measured and recorded in current period earnings in the consolidated statements of net earnings. When either a fair value hedge or cash flow hedge is discontinued, any cumulative adjustment to either the hedged item or other comprehensive income (loss) is recognized in net earnings, as the hedged item affects net earnings, or when the hedged item is derecognized. If a designated hedge is no longer effective, the associated derivative instrument is subsequently carried at fair value through net earnings without any offset from the hedged item.

Derivatives that do not qualify for hedge accounting are carried at fair value on the consolidated balance sheets, and subsequent changes in their fair value are recorded in the consolidated statements of net earnings.

#### **(h) Cash and Cash Equivalents**

Cash and cash equivalents are comprised of cash balances, demand deposits and investments with an original maturity at the date of purchase of three months or less.

#### **(i) Inventories**

Inventories are valued at the lower of cost and net realizable value, with cost being determined substantially on a first-in, first-out basis. The cost of inventory includes direct product costs, direct labour, and an allocation of variable and fixed manufacturing overhead, including depreciation. When circumstances that previously caused inventories to have a write-down below cost no longer exist, or when there is clear evidence of an increase in the net realizable value, the amount of a write-down previously recorded is reversed through cost of goods sold.

#### **(j) Biological Assets**

Biological assets consist of live hogs, poultry, and eggs. For the purposes of valuation, these assets are categorized as either parent stock or commercial stock. Parent stock represents animals held and bred for the purpose of generating commercial stock and to replace parent stock nearing the end of its productive cycle. Commercial stock is held for the purposes of further processing or eventual sale, at which point it becomes inventory. The fair value of commercial stock is determined based on market prices of livestock of similar age, breed, and generic merit, less costs to sell the assets, including estimated costs necessary to transport the assets to market. Where reliable market prices of parent stock are not available, they are valued at cost less accumulated depreciation and any accumulated impairment losses. No active market exists for parent stock as they are rarely sold. Hog parent stock is depreciated on a straight-line basis over two to three years after considering residual values, whereas poultry parent stock is depreciated on a straight-line basis over six to eight months.

Biological assets are transferred into inventory at fair value less costs to sell at the point of delivery.

**(k) Impairment or Disposal of Long-Lived Assets**

The Company reviews long-lived assets or asset groups held and used, including property and equipment and intangible assets subject to amortization, for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Asset groups referred to as CGUs include an allocation of corporate assets and are reviewed at their lowest level for which identifiable cash inflows are largely independent of cash inflows of other assets or groups of assets. The recoverable amount is the greater of its value in use and its fair value less cost to sell.

Value in use is based on estimates of discounted future cash flows expected to be recovered from a CGU through its use. Management develops its cash flow projections based on past performance and its expectations of future market and business developments. Once calculated, the estimated future pre-tax cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Fair value less cost to sell is the amount obtainable from the sale of an asset or CGU in an arm's-length transaction between knowledgeable, willing parties, less the costs of disposal. Costs of disposal are incremental costs directly attributable to the disposal of an asset or CGU, excluding financing costs and income tax expense.

An impairment loss is recognized in the consolidated statements of net earnings when the carrying amount of any asset or its CGU exceeds its estimated recoverable amount. Impairment losses recognized in respect of CGUs are allocated, first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the net carrying amount of the other assets in the CGU on a pro rata basis.

Impairment losses related to long-lived assets recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation and amortization, if no previous impairment loss had been recognized.

**(l) Property and Equipment**

Property and equipment, with the exception of land, is recorded at cost less accumulated depreciation and any net accumulated impairment losses. Land is carried at cost and not depreciated. For qualifying assets, cost includes interest capitalized during the construction or development period. Construction-in-process assets are capitalized during construction and depreciation commences when the asset is available for use. Depreciation related to assets used in production is recorded in inventory and cost of goods sold. Depreciation related to non-production assets is recorded through selling, general, and administrative expense. Depreciation is calculated on a straight-line basis, after taking into account residual values, over the following expected useful lives of the assets:

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Buildings, including other components	10-40 years
Machinery and equipment	3-20 years

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When parts of an item of property and equipment have different useful lives, those components are accounted for as separate items of property and equipment.

**(m) Investment Property**

Investment property is comprised of properties owned by the Company that are held to either earn rental income or for capital appreciation, or both. The Company's investment properties include land and buildings.

Investment properties are recorded at cost less accumulated depreciation and any accumulated impairment losses, except for land which is recorded at cost less any accumulated impairment losses. The depreciation policies for investment properties are consistent with those for buildings.

**(n) Intangible Assets**

Intangible assets include computer software, trademarks, recipes, customer relationships and poultry production quota. Definite life intangible assets are measured at cost less accumulated amortization and any net accumulated impairment losses. Amortization is recognized in the consolidated statements of earnings on a straight-line basis over the estimated useful lives of the following assets:

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Computer software	3-10 years
Customer relationships	20-25 years
Recipes	5-20 years

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Indefinite life intangibles including trademarks and poultry production quota are tested for impairment annually in the fourth quarter and otherwise as required if events occur that indicate that the net carrying value may not be recoverable.

Upon recognition of an intangible asset, the Company determines if the asset has a definite or indefinite life. In making this determination, the Company considers the expected use, expiry of agreements, the nature of the asset, and whether the value of the asset decreases over time.

### **(o) Employee Benefit Plans**

The Company provides post-employment benefits through defined benefit and defined contribution plans.

#### *Defined Benefit Plans*

The Company accrues obligations and costs in respect of employee defined benefit plans. The cost of pensions and other retirement benefits earned by employees is actuarially determined using the projected unit credit method prorated on service and Management's best estimate of salary escalation, retirement ages of employees, mortality rates, inflation and expected health care costs. Changes in these assumptions could affect future pension expense. The fair value of plan assets and the present value of the obligation are used to calculate net interest cost or income. The discount rate used to value the defined benefit obligation is based on high-quality corporate bonds in the same currency in which the benefits are expected to be paid and with terms to maturity that, on average, match the terms of the defined benefit obligations. The discount rate used to value the current service cost is based on high-quality corporate bonds in the same currency in which the employer contributions are expected to be made in and with terms of maturity that, on average, match the expected remaining service period for active employees.

Actuarial gains and losses due to changes in defined benefit plan assets and obligations are recognized immediately in accumulated other comprehensive income (loss).

When the calculation results in a net benefit asset, the recognized asset is limited to the total of any unrecognized past service costs and the present value of economic benefits available in the form of future refunds from the plan or reductions in future contributions to the plan (the "asset ceiling"). To calculate the present value of economic benefits, consideration is given to minimum funding requirements that apply to the plan. Where it is anticipated that the Company will not be able to recover the value of the net defined benefit asset, after considering minimum funding requirements for future services, the net defined benefit asset is reduced to the amount of the asset ceiling. The impact of the asset ceiling is recognized in other comprehensive income (loss).

When future payment of minimum funding requirements related to past service would result in a net defined benefit asset "surplus" or an increase in a surplus, the minimum funding requirements are recognized as a liability, to the extent that the surplus would not be fully available as a refund or a reduction in future contributions. Re-measurement of this liability is recognized in other comprehensive income (loss) in the period in which the re-measurement occurs.

#### *Defined Contribution Plans*

The Company's obligations for contributions to employee defined contribution pension plans are recognized in the consolidated statement of net earnings in the periods during which services are rendered by employees.

#### *Multi-Employer Plans*

The Company participates in multi-employer pension plans which are accounted for as defined contribution plans. The Company does not administer these plans as the administration and the investment of these assets are controlled by a board of trustees consisting of union and employer representatives. The Company's responsibility to make contributions to these plans is established pursuant to collective bargaining agreements. The contributions made by the Company to the multi-employer plans are expensed when due.

### **(p) Share-Based Compensation**

The Company applies the fair value method of accounting for share-based compensation. The fair value at grant date of stock options is estimated using the Black-Scholes option-pricing model. The fair value of restricted share units ("RSUs"), including performance share units ("PSUs"), is measured based on the fair value of the underlying shares on the grant date and expected achievement of performance conditions. Compensation cost is recognized on a straight-line basis over the expected vesting period of the share-based compensation. The Company estimates the number of units expected to vest at the grant date and revises the estimate as necessary if subsequent information indicates that the actual number of units vesting differs significantly from the original estimate. The fair value of deferred share units ("DSUs") is measured based on the fair value of the underlying shares at each reporting date.

The Company has share-based compensation plans which are able to be settled in either cash or equity instruments at the option of the Company. Each grant is accounted for based on the expected settlement method at the time of issue. The expectation is re-evaluated at the end of each reporting period.

**(q) Provisions**

Provisions are liabilities of the Company for which the amount and/or timing of settlement is uncertain. A provision is recognized in the consolidated financial statements when the Company has a present legal or constructive obligation because of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability.

**(r) Revenue Recognition**

The majority of the Company's revenue is derived from the sale of products to retail and foodservice customers, as well as the sale of by-products to industrial and agricultural customers. The Company recognizes revenue from product sales at the fair value of the consideration received or receivable, net of estimated returns, and an estimate of sales incentives provided to customers. Revenue is recognized when the customer takes ownership of the product, title has transferred, all the risks and rewards of ownership have transferred to the customer, recovery of the consideration is probable, the Company has satisfied its performance obligations under the arrangement, and has no ongoing involvement with the sold product. The value of sales incentives provided to customers are estimated using historical trends and are recognized at the time of sale as a reduction of revenue. Sales incentives include rebate and promotional programs provided to the Company's customers. These rebates are based on achievement of specified volume or growth in volume levels and other agreed promotional activities. In subsequent periods, the Company monitors the performance of customers against agreed upon obligations related to sales incentive programs and makes any adjustments to both revenue and sales incentive accruals as required.

The Company generally does not accept returns of spoiled products from customers. For product that may not be returned, the Company, in certain cases, provides customers with allowances to cover any damage or spoilage, and such allowances are deducted from sales at the time of revenue recognition.

**(s) Borrowing Costs**

Borrowing costs are primarily comprised of interest on the Company's indebtedness. Borrowing costs are capitalized when they are attributable to the acquisition, construction, or production of a qualifying asset. The Company defines qualifying assets as any asset that requires more than six months to prepare for its intended use. Borrowing costs attributable to qualifying assets are calculated using the Company's average borrowing cost excluding the costs associated with the de-recognition of accounts receivables under securitization programs. Borrowing costs that are not attributable to a qualifying asset are expensed in the period in which they are incurred and reported within interest expense in the consolidated statement of net earnings.

**(t) Government Incentives**

Government incentives are not recognized until there is reasonable assurance that they will be received and that the Company will be in compliance with any conditions associated with the incentives. Incentives that compensate the Company for expenses or losses are recognized in earnings with the same classification as the related expense or loss in the same periods in which the expenses or losses are recognized.

Government incentives received with the primary condition that the Company should purchase, construct, or otherwise acquire non-current assets are recognized as a deduction from the associated asset on the consolidated balance sheet. The incentive is recognized in earnings over the useful life of the asset as a reduction of the related depreciation expense.

Government incentives that are receivable as compensation for expenses or losses already incurred, or for the purpose of giving immediate financial support to the Company with no future related costs, are recognized in earnings in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government incentive, and is measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

**(u) Income Taxes**

Income tax expense is comprised of current and deferred tax. Income tax is recognized in the consolidated statements of net earnings, except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income (loss).

Current tax expense represents the amount of income taxes payable, in respect of the taxable profit for the period, based on tax law that is enacted or substantially enacted at the reporting date, and is adjusted for changes in estimates of tax expense recognized in prior periods. A current tax liability or asset is recognized for income tax payable, or paid but recoverable in respect of all periods to date.

The Company uses the asset and liability method of accounting for income taxes. Accordingly, deferred tax assets and liabilities are recognized for the deferred tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years when those temporary differences are

expected to be recovered or settled and in the manner in which those temporary differences are expected to be recovered or settled through sale or continued use. In addition, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in both net earnings and comprehensive income in the period in which the enactment or substantive enactment takes place.

A deferred tax asset is recognized for unused tax losses, tax credits, and deductible temporary differences, to the extent that it is probable that future taxable income will be available to utilize such amounts. Deferred tax assets are reviewed at each reporting date and are adjusted to the extent that it is no longer probable that the related tax benefits will be realized.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Deferred tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

#### **(v) Accounting Standards Adopted During the Period**

During the year ended December 31, 2017, the Company adopted certain standards and amendments. As required by IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, the nature and the effect of these changes are disclosed below:

##### *Statement of Cash Flows*

Beginning on January 1, 2017, the Company adopted the amendments to IAS 7 Statement of Cash Flows which require a reconciliation of liabilities arising from financing activities to enable users of the financial statements to evaluate both cash flow and non-cash changes in the net debt of a company. The adoption of the amendments to IAS 7 did not have a material impact on the consolidated financial statements.

##### *Income Taxes*

Beginning on January 1, 2017, the Company adopted the amendments to IAS 12 Income Taxes which provide clarification on the requirements relating to the recognition of deferred tax assets for unrealized losses on debt instruments measured at fair value. The adoption of the amendments to IAS 12 did not have a material impact on the consolidated financial statements.

##### *Disclosure of Interests in Other Entities*

Beginning on January 1, 2017, the Company adopted the amendments to IFRS 12 Disclosure of Interests in Other Entities which provide clarification that the required disclosures under IFRS 12 also apply to subsidiaries, joint ventures and associates that are classified as held for sale or discontinued operations under IFRS 5 with the exception that the disclosures for summarized financial information do not apply to subsidiaries, joint ventures and associates classified as held for sale or discontinued operations. The adoption of the amendments to IFRS 12 did not have a material impact on the consolidated financial statements.

#### **(w) Accounting Pronouncements Issued But Not Yet Effective**

##### *Revenue Recognition*

In May 2014, the IASB issued IFRS 15 Revenue from Contracts with Customers. IFRS 15 replaces the detailed guidance on revenue recognition requirements that currently exists under IFRS. IFRS 15 specifies the accounting treatment for all revenue arising from contracts with customers, unless the contracts are within the scope of other IFRSs. The standard also provides a model for the measurement and recognition of gains and losses on the sale of certain non-financial assets that are not an output of a company's ordinary activities. Additional disclosure is required under the standard including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods, and key judgments and estimates. In July 2015, the effective date for IFRS 15 was deferred to apply to annual periods beginning on or after January 1, 2018; application is permitted either following a full retrospective approach or a modified retrospective approach. The modified retrospective approach allows the standard to be applied to existing contracts beginning the initial period of adoption and restatements to the comparative periods are not required. The Company is required to disclose the impact by financial line item because of the adoption of the new standard and intends to adopt IFRS 15 in its consolidated financial statements for the annual period beginning January 1, 2018 and intends to adopt IFRS 15 using the modified retrospective approach. The Company has reviewed significant agreements and contracts with customers. Based on this review, the adoption of IFRS 15 is expected to result in changes in classification between sales and cost of goods sold and selling, general and administrative expenses, as well as an increase to inventories and other current liabilities on the consolidated financial statements. For the period beginning January 1, 2018, the implementation of IFRS 15 is expected to decrease opening retained earnings by approximately \$2.0 million, increase inventory by approximately \$8.0 million and increase unearned revenue by approximately \$10.0 million.

*Financial Instruments – Recognition and Measurement*

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments with a mandatory effective date of January 1, 2018. The new standard brings together the classification and measurement, impairment, and hedge accounting phases of the IASB's project to replace IAS 39 Financial Instruments: Recognition and Measurement. In addition to the new requirements for classification and measurement of financial assets, a new general hedge accounting model and other amendments issued in previous versions of IFRS 9, the standard also introduces new impairment requirements that are based on a forward-looking expected credit loss model. The Company intends to adopt IFRS 9 in its consolidated financial statements for the annual period beginning January 1, 2018. The adoption of IFRS 9 is not expected to have a material impact on the consolidated financial statements.

The disclosure requirements in IFRS 7 Financial Instruments - Disclosure have also been amended to include the additional disclosure required under IFRS 9. The Company intends to adopt these amendments to IFRS 7 at the same time as adoption of IFRS 9. The adoption of the amendments to IFRS 7 is not expected to have a material impact on the consolidated financial statements.

*Leases*

In January 2016, the IASB issued IFRS 16 Leases with a mandatory effective date of January 1, 2019. The new standard will replace IAS 17 Leases and will carry forward the accounting requirements for lessors. IFRS 16 provides a new framework for lessee accounting that requires substantially all assets obtained through operating leases to be capitalized and a related liability to be recorded. The new standard seeks to provide a more accurate picture of a company's leased assets and related liabilities and create greater comparability between companies who lease assets and those who purchase assets. The Company intends to adopt IFRS 16 in its consolidated financial statements for the annual period beginning January 1, 2019. The extent of the impact of the adoption of IFRS 16 has not yet been determined.

*Share-Based Payments*

In June 2016, the IASB issued amendments to IFRS 2 Share-Based Payment with a mandatory effective date of January 1, 2018. The amendments provide clarification on how to account for certain types of share-based payment transactions. The Company intends to adopt the amendments to IFRS 2 in its consolidated financial statements for the annual period beginning January 1, 2018. The adoption of the amendments to IFRS 2 is not expected to have a material impact on the consolidated financial statements.

*Foreign Currency Transactions and Advance Considerations*

In December 2016, the IASB issued IFRIC 22 Foreign Currency Transactions and Advance Consideration with a mandatory effective date of January 1, 2018. When a foreign currency transaction where consideration is received or paid in advance of the recognition of the related asset, expense, or income, the exchange rate used should be based on the exchange rate as at the date when the pre-payment asset or deferred liability is recognized. IFRIC 22 can be applied on a full retrospective basis, retrospective from the comparative year or prospectively from January 1, 2018. The Company intends to adopt IFRIC 22 prospectively in its consolidated financial statements for the annual period beginning January 1, 2018. The adoption of IFRIC 22 is not expected to have a material impact on the consolidated financial statements.

*Uncertainty over Income Tax Treatments*

In June 2017, the IASB issued IFRIC 23 Uncertainty over Income Tax Treatments with a mandatory effective date of January 1, 2019. The interpretations provide guidance on how to value uncertain income tax positions based on the probability of whether the relevant tax authorities will accept the company's tax treatments. A company is to assume that a taxation authority with the right to examine any amounts reported to it will examine those amounts and will have full knowledge of all relevant information when doing so. IFRIC 23 is to be applied by recognizing the cumulative effect of initially applying these guidelines in opening retained earnings without adjusting comparative information. The extent of the impact of the adoption of IFRIC 23 has not yet been determined.

*Long-term Interests in Associates and Joint Ventures*

In October 2017, the IASB issued Long-term interests in Associates and Joint Ventures (Amendments to IAS 28) with a mandatory effective date of January 1, 2019. The amendments clarify that a company applies IFRS 9 to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture. The Company intends to adopt the amendments to IAS 28 retrospectively in its consolidated financial statements for the annual period beginning January 1, 2019. The adoption of the amendments to IAS 28 is not expected to have a material impact on the consolidated financial statements.

*Annual Improvements to IFRS (2015-2017) Cycle*

In December 2017, the IASB issued narrow-scope amendments to a total of four standards as part of its annual improvement process. Amendments were made to clarify that a company must remeasure its previously held interest in a joint operation

when it obtains control of the business in accordance with IFRS 3 Business Combinations but does not remeasure when it obtains joint control of the business under IFRS 11 Joint Arrangements. The amendments also include clarification that, all income tax consequences of dividend payments should be recognised consistently with the transactions that generated the distributable profits, under IAS 12 Income Taxes and that under IAS 23 Borrowing Costs, any specific borrowing that remains outstanding after the related asset is ready for its intended use or sale becomes part of general borrowings. The Company intends to adopt these amendments prospectively in its consolidated financial statements for the annual period beginning January 1, 2019. The extent of the impact of the adoption of these standards has not yet been determined.

**(x) Restatement of Comparative Periods for Previously Adopted Accounting Standards**

*Income taxes*

On November 8, 2016, the IFRS Interpretations Committee provided clarification on the tax rate an entity should apply to its deferred tax assets and liabilities related to intangible assets with indefinite lives. The tax rate applied should be consistent with how an entity is expected to recover the carrying amount in the form of future economic benefits. As a result of this clarification, the Company has changed the effective tax rate applied on deferred tax liabilities on indefinite life intangible assets. This change has been retrospectively applied reducing deferred tax assets and retained earnings as at December 31, 2015. There was no impact to net income or comprehensive income (loss) for the year ended December 31, 2016 as there were no movements in the temporary differences or changes in relevant statutory income tax rates during these periods.

**4. CASH AND CASH EQUIVALENTS**

As at December 31, 2017, the Company did not post any cash to collateralize its letters of credit (2016: \$68.1 million).

**5. ACCOUNTS RECEIVABLE**

	<b>As at December 31,</b>	
	<b>2017</b>	<b>2016</b>
Trade receivables	<b>\$ 90,862</b>	\$ 90,463
Less: Allowance for doubtful accounts	<b>(5)</b>	(5)
Net trade receivables	<b>\$ 90,857</b>	\$ 90,458
Other receivables:		
Commodity taxes receivable	<b>8,723</b>	11,004
Interest rate swap receivable	<b>—</b>	422
Government receivable	<b>13,341</b>	17,347
Other	<b>11,047</b>	8,518
	<b>\$123,968</b>	\$127,749

The aging of trade receivables is as follows:

	<b>As at December 31,</b>	
	<b>2017</b>	<b>2016</b>
Current	<b>\$ 70,054</b>	\$ 64,176
Past due 0-30 days	<b>16,683</b>	19,057
Past due 31-60 days	<b>1,694</b>	2,702
Past due > 60 days	<b>2,431</b>	4,528
	<b>\$ 90,862</b>	\$ 90,463

The Company maintains an allowance for doubtful accounts that represents its estimate of the uncollectible amounts based on specific losses estimated on individual exposures.

The Company has sold certain of its trade accounts receivables under securitization programs as described in Note 23. On August 26, 2016, the Company entered into a new three-year accounts receivable securitization facility. The new facility replaced the Company's existing facility that was due to mature on September 30, 2016. On termination of the previous facility the Company re-purchased all receivables and sold only a portion of these into the new facility.

Under both the previous facility and the current facility, the Company's securitization programs require the sale of trade receivables to be treated as a sale from an accounting perspective and as a result, trade receivables sold under these programs are derecognized in the consolidated balance sheets as at December 31, 2017 and 2016.

## 6. INVENTORIES

	As at December 31,	
	2017	2016
Raw materials	\$ 23,369	\$ 23,229
Work in process	18,517	16,309
Finished goods	180,843	175,452
Packaging	13,193	13,997
Spare parts	37,443	32,732
	<b>\$ 273,365</b>	<b>\$ 261,719</b>

For the year ended December 31, 2017, inventory in the amount of \$2,723.1 million (2016: \$2,538.5 million) was expensed through cost of goods sold.

## 7. BIOLOGICAL ASSETS

	Hog stock		Poultry stock		Total
	Commercial	Parent	Commercial	Parent	
<b>Balance at December 31, 2016</b>	<b>\$ 83,052</b>	<b>\$ 22,855</b>	<b>\$ 3,693</b>	<b>\$ 1,845</b>	<b>\$ 111,445</b>
Additions and purchases	292,080	2,582	57,312	2,338	354,312
Depreciation	—	(4,068)	—	(2,804)	(6,872)
Change in fair value realized	(4,595)	—	—	—	(4,595)
Change in fair value unrealized	5,862	—	—	—	5,862
Further processing and sales	(291,812)	—	(56,605)	—	(348,417)
<b>Balance at December 31, 2017</b>	<b>\$ 84,587</b>	<b>\$ 21,369</b>	<b>\$ 4,400</b>	<b>\$ 1,379</b>	<b>\$ 111,735</b>

	Hog stock		Poultry stock		Total
	Commercial	Parent	Commercial	Parent	
Balance at December 31, 2015	\$ 75,715	\$ 22,650	\$ 3,739	\$ 1,773	\$ 103,877
Additions and purchases	283,381	4,719	51,833	2,722	342,655
Depreciation	—	(4,514)	—	(2,650)	(7,164)
Change in fair value realized	1,668	—	—	—	1,668
Change in fair value unrealized	4,595	—	—	—	4,595
Further processing and sales	(282,307)	—	(51,879)	—	(334,186)
Balance at December 31, 2016	\$ 83,052	\$ 22,855	\$ 3,693	\$ 1,845	\$ 111,445

Hog stock is comprised of approximately 0.8 million animals as at December 31, 2017 (2016: 0.9 million). During the years ended December 31, 2017 and 2016, substantially all hog stock was directly transferred to the Company's primary processing operations.

Poultry stock is comprised of approximately 8.8 million eggs and 0.2 million birds as at December 31, 2017 (2016: 7.5 million eggs and 0.2 million birds).

The change in fair value of commercial hog and poultry stock for the year was a gain of \$1.3 million for the year ended December 31, 2017 (2016: gain of \$6.3 million) recorded in cost of goods sold.

The fair value measures of commercial hog stock have been categorized as a Level 3 fair value based on inputs to the valuation techniques used. There were no transfers between levels for the year ended December 31, 2017.

The Company uses the market comparison approach to determine the fair value of its commercial hog stock. The valuation model is based on the market price of hog stock of similar age, weight, breed, and genetic make-up. The model is based on the U.S. dollar market price per cut weight and adjusted for foreign exchange, conversion from pounds to kilograms, and specific significant unobservable inputs, including a quality index adjustment and a market conversion factor, as defined below.

The quality index adjustment is a value adjustment based on the relative quality of a processed hog based on the lean yield (being the ratio between muscle and fat content) and total weight. Quality adjustments range from 6.3% to 7.3%. A higher (lower) quality adjustment percentage will result in an increase (decrease) to the fair market value of the commercial hog stock.

The market conversion factor is a market adjustment used to discount the formula from a U.S. market price to a Canadian pricing model. The market conversion factor experiences minimal fluctuation. A higher (lower) market conversion factor will result in an increase (decrease) to the fair market value of the commercial hog stock.

Commercial poultry stock are valued at cost as an indicator of fair value in the case where little biological transformation has taken place since initial cost occurrence or when the impact of the biological transformation on price is not expected to be material.

Where reliable market prices of parent stock are not available, they are valued at cost less accumulated depreciation and any accumulated impairment losses. No active liquid market exists for parent stock as they are rarely sold.

The Company has established environmental policies and procedures which comply with local environmental and other laws. Management performs regular reviews to identify environmental risks and to ensure that the systems in place are adequate to manage those risks.

The Company's biological asset operations can be affected by outbreaks of disease among livestock. To mitigate this risk, the Company monitors herd health status and has strict bio-security procedures and employee training programs throughout its livestock production operation.

## 8. PROPERTY AND EQUIPMENT

	Land	Buildings	Machinery and equipment	Under construction	Total
Cost	\$ 41,238	\$ 848,697	\$ 1,176,443	\$ 75,412	\$ 2,141,790
Accumulated depreciation	—	(288,140)	(737,341)	—	(1,025,481)
<b>Net balance, December 31, 2017</b>	<b>\$ 41,238</b>	<b>\$ 560,557</b>	<b>\$ 439,102</b>	<b>\$ 75,412</b>	<b>\$ 1,116,309</b>

	Land	Buildings	Machinery and equipment	Under construction	Total
Cost	\$ 33,891	\$ 787,710	\$ 1,136,716	\$ 56,792	\$ 2,015,109
Accumulated depreciation	—	(250,776)	(679,058)	—	(929,834)
<b>Net balance, December 31, 2016</b>	<b>\$ 33,891</b>	<b>\$ 536,934</b>	<b>\$ 457,658</b>	<b>\$ 56,792</b>	<b>\$ 1,085,275</b>

The changes in net carrying amounts of property, plant and equipment during 2017 and 2016 were as follows:

	Land	Buildings	Machinery and equipment	Under construction	Total
<b>Net balance, December 31, 2016</b>	<b>\$ 33,891</b>	<b>\$ 536,934</b>	<b>\$ 457,658</b>	<b>\$ 56,792</b>	<b>\$ 1,085,275</b>
Business combinations	1,552	14,171	4,064	18	19,805
Additions	—	—	—	132,696	132,696
Transfers from under construction	6,114	47,333	60,633	(114,080)	—
Impairment	—	(3,776)	—	—	(3,776)
Restructuring related write-downs	—	(7,040)	(4,233)	—	(11,273)
Depreciation	—	(26,241)	(74,477)	—	(100,718)
Foreign currency translation	(30)	(369)	(252)	(14)	(665)
Other <sup>(i)</sup>	(289)	(455)	(4,291)	—	(5,035)
<b>Net balance, December 31, 2017</b>	<b>\$ 41,238</b>	<b>\$ 560,557</b>	<b>\$ 439,102</b>	<b>\$ 75,412</b>	<b>\$ 1,116,309</b>

	Land	Buildings	Machinery and equipment	Under construction	Total
Net balance, December 31, 2015	\$ 33,891	\$ 533,525	\$ 446,847	\$ 68,097	\$ 1,082,360
Additions	—	—	—	107,123	107,123
Transfers from under construction	—	32,823	85,605	(118,428)	—
Impairment	—	—	(2,831)	—	(2,831)
Restructuring related write-downs	—	(735)	(372)	—	(1,107)
Transfers to assets held for sale	—	—	(43)	—	(43)
Depreciation	—	(25,553)	(69,913)	—	(95,466)
Other <sup>(i)</sup>	—	(3,126)	(1,635)	—	(4,761)
Net balance, December 31, 2016	\$ 33,891	\$ 536,934	\$ 457,658	\$ 56,792	\$ 1,085,275

<sup>(i)</sup> Includes disposals, reclassifications and other adjustments.

### Borrowing Costs

For the years ended December 31, 2017 and 2016, there were no borrowing costs capitalized.

### 9. EMPLOYEE BENEFITS

The Company sponsors several defined benefit pension plans for Canadian employees which are either final salary plans, career salary plans, service based plans, or a combination thereof. The Company also sponsors a final salary defined benefit pension plan in the U.K. in which membership is closed. These defined benefit plans require contributions to be made to separately administered funds. Certain retired employees are covered under a post-retirement benefit plan, which reimburses certain medical costs and provides life insurance coverage.

The Canadian plans are governed by the pension laws of the province in which the respective plan is registered. The U.K. plan is governed by the employment laws of the U.K.

The Company's pension funding policy is to contribute amounts sufficient, at a minimum, to meet local statutory funding requirements. For the Company's defined benefit pension plans, local regulatory bodies either define minimum funding requirements or approve funding plans submitted by the Company. From time to time the Company may make additional discretionary contributions considering actuarial assessments and other factors. The contributions that have been made to support ongoing plan obligations have been recorded in the respective asset or liability accounts on the consolidated balance sheet. Actuarial valuations for the Company's defined benefit pension plans are completed based on the regulations in place in the jurisdictions where the plans operate.

On August 18, 2016, the Company received regulatory approval to merge certain pension plans. The merger was completed during the quarter ended December 31, 2016.



Information about the Company's defined benefit plans as at December 31, in aggregate, is as follows:

	Other post-retirement benefits			Other post-retirement		
	Pension	2017 Total		Pension	2016 Total	
<b>Accrued benefit obligation:</b>						
<b>Balance, beginning of year</b>	\$ 54,504	\$ 1,082,533	\$ 1,137,037	\$ 58,539	\$ 1,146,332	\$ 1,204,871
Current service cost	83	12,049	12,132	105	12,800	12,905
Interest cost	1,949	39,205	41,154	2,122	42,320	44,442
Benefits paid from plan assets	—	(73,572)	(73,572)	—	(78,284)	(78,284)
Benefits paid directly from the Company	(3,418)	(1,531)	(4,949)	(3,457)	(1,449)	(4,906)
Actuarial (gains) losses - experience	(411)	16,795	16,384	(3,072)	(9,424)	(12,496)
Actuarial (gains) losses - financial assumptions	1,579	43,367	44,946	267	3,502	3,769
Employee contributions	—	3,528	3,528	—	3,532	3,532
Settlements <sup>(iii)</sup>	—	—	—	—	(36,796)	(36,796)
<b>Balance, end of year</b>	\$ 54,286	\$ 1,122,374	\$ 1,176,660	\$ 54,504	\$ 1,082,533	\$ 1,137,037
Unfunded	\$ 54,286	\$ 33,680	\$ 87,966	\$ 54,504	\$ 28,686	\$ 83,190
Funded <sup>(i)</sup>	—	1,088,694	1,088,694	—	1,053,847	1,053,847
<b>Total obligation</b>	\$ 54,286	\$ 1,122,374	\$ 1,176,660	\$ 54,504	\$ 1,082,533	\$ 1,137,037

#### Plan Assets

<b>Fair value, beginning of year</b>	\$ —	\$ 1,040,616	\$ 1,040,616	\$ —	\$ 1,069,260	\$ 1,069,260
Interest income	—	37,315	37,315	—	38,635	38,635
Actuarial gains (losses) <sup>(ii)</sup>	—	56,073	56,073	—	55,711	55,711
Employer contributions	—	8,809	8,809	—	3,734	3,734
Employee contributions	—	3,528	3,528	—	3,532	3,532
Benefits paid	—	(73,572)	(73,572)	—	(78,284)	(78,284)
Asset transfer to Company defined contribution plan	—	—	—	—	(13,478)	(13,478)
Administrative costs	—	(2,289)	(2,289)	—	(2,121)	(2,121)
Settlements <sup>(iii)</sup>	—	—	—	—	(36,373)	(36,373)
<b>Fair value, end of year</b>	\$ —	\$ 1,070,480	\$ 1,070,480	\$ —	\$ 1,040,616	\$ 1,040,616
Other	\$ —	\$ (1,772)	\$ (1,772)	\$ —	\$ (1,998)	\$ (1,998)
<b>Accrued net benefit liability, end of year</b>	\$ (54,286)	\$ (53,666)	\$ (107,952)	\$ (54,504)	\$ (43,915)	\$ (98,419)

<sup>(i)</sup> Includes wholly and partially funded plans.

<sup>(ii)</sup> Return on plan assets greater (less) than discount rate.

<sup>(iii)</sup> 2016 includes the transfer of assets and liabilities to third parties related to previously divested businesses.

Amounts recognized in the consolidated balance sheet consist of:

	<b>As at December 31,</b>	
	<b>2017</b>	<b>2016</b>
Employee benefit assets	\$ 9,856	\$ 10,311
Employee benefit liabilities	117,808	108,730
Accrued net benefit liability, end of year	\$ (107,952)	\$ (98,419)

Pension benefit expense recognized in net earnings:

	<b>2017</b>	<b>2016</b>
Current service cost - defined benefit	\$ 12,049	\$ 12,800
Current service cost - defined contribution and multi-employer plans	15,116	14,931
Net interest cost	1,890	3,685
Administrative costs	2,289	2,121
Settlement (gain) loss <sup>(i)</sup>	—	(423)
Net pension benefit expense	\$ 31,344	\$ 33,114

<sup>(i)</sup> For the year ended December 31, 2016 included in other income.

For the year ended December 31, 2017, the Company expensed salaries of \$669.2 million (2016: \$656.7 million), excluding pension and other post-retirement benefits.

Amounts recognized in other comprehensive income (loss) (before income taxes):

	<b>2017</b>	<b>2016</b>
Actuarial (losses) gains	\$ (4,154)	\$ 63,206

The significant actuarial assumptions adopted in measuring the Company's accrued benefit obligations are as follows:

	<b>2017</b>	<b>2016</b>
Weighted average discount rate	3.40%	3.70%
Rate of salary increase	3.00%	3.00%
Medical cost trend rates	5.00%	5.00%

Plan assets comprise of:

	<b>As at December 31,</b>	
	<b>2017</b>	<b>2016</b>
Equity securities	50%	60%
Debt securities	48%	36%
Other investments and cash	2%	4%
	100%	100%

As at December 31, 2017, all investments in the plan assets are at Level 2 on the fair value hierarchy.

Other post-retirement benefits expense:

	<b>2017</b>	<b>2016</b>
Current service cost	\$ 83	\$ 105
Interest cost	1,949	2,122
	\$ 2,032	\$ 2,227

Impact of changes in major assumptions:

			Increase (decrease) in defined benefit obligation		
			Other post-		
			Total	retirement	
Actuarial Assumption		Sensitivity	pensions	benefits	Total
Period end discount rate	3.40%	0.25% decrease	\$ 35,109	\$ 1,352	\$ 36,461
		0.25% increase	\$ (34,029)	\$ (1,319)	\$ (35,348)
Rate of salary increase	3.00%	0.50% increase	\$ 2,398	N/A	\$ 2,398
Mortality	110% of 2014 Private Sector Canadian Pensioners' Mortality Table, projected generationally using Scale CPM-B	Increase of 1 year in expected lifetime of plan participants	\$ 34,447	\$ 1,839	\$ 36,286

Measurement dates:

2017 expense	December 31, 2016
Balance sheet	December 31, 2017

The average expected maturity of the pension obligations is 13.1 years (2016: 13.0 years).

The Company expects to contribute \$33.1 million to pension plans in 2018, inclusive of defined contribution plans and multi-employer plans.

### Governance and Risk Management

The Company administers its pension plans through its Board of Directors. The Company's Board of Directors has established a governance structure and delegated to the Audit Committee and the Pension Investment Advisory Committee all aspects of the investment of the funds. The Company's Board of Directors has delegated to the Pension Policy and Administration Committee the authority to make amendments to the documents that govern the pension plans of an administrative or compliance nature, that relate to collective bargaining agreements entered into by the Company or that have a minimal financial impact on the plans.

In fulfilling their responsibilities, the Audit Committee and the Pension Investment Advisory Committee may delegate functions or responsibilities to, or otherwise utilize employees of the Company where appropriate. The Audit Committee and the Pension Investment Advisory Committee may rely on independent experts for certain aspects of the funds' operations. The Audit Committee or the Pension Investment Advisory Committee, as appropriate, retain responsibility and utilize suitable personnel for such activities and monitor the activities undertaken by the selected personnel.

The plan assets are invested primarily in well-diversified pooled funds that meet the constraints set out in legislation of the jurisdictions in which the plans operate. Further diversification criteria set out in investment funds' governing documents require the division of investments between equities and fixed income. There are no significant concentrations of risks.

### Multi-Employer Plan

The Company contributes to the Canadian Commercial Workers Industry Pension Plan which is a multi-employer defined benefit plan for employees who are members of the United Food and Commercial Workers Canada union. This is a large-scale plan for union workers of multiple companies across Canada. Adequate information to account for these contributions as a defined benefit plan in the Company's statements is not available due to the size and number of contributing employers in the plan. Included in pension benefit expense is \$0.7 million (2016: \$0.7 million) related to payments into this plan. The Company expects to contribute \$0.7 million into this plan in 2018.

## 10. GOODWILL

The net carrying value for goodwill was \$517.4 million as at December 31, 2017 (2016: \$428.2 million). There were no impairment losses recorded for the years ended December 31, 2017 and 2016.

For the purposes of annual impairment testing, goodwill is allocated to the Meat Products and Alternative Protein CGU groups, being the groups expected to benefit from the synergies of each business combination in which the goodwill arose:

CGU Group	As at December 31,	
	2017	2016
Meat Products	\$ 428,236	\$ 428,236
Alternative Protein	89,151	—
	<b>\$ 517,387</b>	<b>\$ 428,236</b>

Annual impairment testing involves determining the recoverable amount of the CGU group to which goodwill is allocated, and comparing this to the carrying value of the CGU groups. The measurement of the recoverable amount of the CGU groups was calculated based on fair value less costs to sell. Where there was no market information available, fair value was determined by discounting the future cash flows generated from the continuing use of the groups. The calculation of the fair value based on discounting the future cash flows was based on the following key assumptions:

- Cash flows were projected based on the Company's long-term business plan. Cash flows for a further perpetual period were extrapolated using growth rates ranging from 1.5% to 7.5% (2016 - 2.2%).
- The business plan contains forecasts based on past experience of actual operating results in conjunction with anticipated future growth opportunities. While the forecast does assume some base business expansion, largely related to innovation, the primary engine of growth is strategic in nature and is consistent with the projects and expectations as articulated in the Company's strategic plan.
- Discount rates applied in determining the recoverable amount of the CGU groups were ranging from 7.9% to 11.6% (2016 - 8.0%). The discount rates were estimated based on past experience and the weighted average cost of capital of each CGU group and other competitors in the industry.

The values assigned to the key assumptions represent Management's assessment of future trends in the industries in which the CGU groups operate and are based on both external and internal sources and historical trend data.

The change in the carrying amount of goodwill during 2017 and 2016 was as follows:

	2017	2016
<b>Net balance, beginning of year</b>	<b>\$ 428,236</b>	<b>\$ 428,236</b>
Business combinations	95,639	—
Foreign currency translation	(6,488)	—
<b>Net balance, end of year</b>	<b>\$ 517,387</b>	<b>\$ 428,236</b>

## 11. INTANGIBLE ASSETS

	As at December 31,	
	2017	2016
Definite life	\$ 123,261	\$ 61,232
Indefinite life	91,936	66,853
<b>Total intangible assets</b>	<b>\$ 215,197</b>	<b>\$ 128,085</b>

	Definite life				
	Software in use	Software in process	Recipes	Customer relationships	Total
Cost	\$ 111,644	\$ 9,998	\$ 8,779	\$ 59,823	\$ 190,244
Accumulated amortization	(63,968)	—	(992)	(2,023)	(66,983)
<b>Net balance, December 31, 2017</b>	<b>\$ 47,676</b>	<b>\$ 9,998</b>	<b>\$ 7,787</b>	<b>\$ 57,800</b>	<b>\$ 123,261</b>

	Software in use	Software in process	Recipes	Customer relationships	Total
Cost	\$ 105,979	\$ 5,731	\$ —	\$ —	\$ 111,710
Accumulated amortization	(50,478)	—	—	—	(50,478)
<b>Net balance, December 31, 2016</b>	<b>\$ 55,501</b>	<b>\$ 5,731</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 61,232</b>

The changes in net carrying amounts of definite life intangibles during 2017 and 2016 were as follows:

	Software in use	Software in process	Recipes	Customer relationships	Total
<b>Net balance, December 31, 2016</b>	<b>\$ 55,501</b>	<b>\$ 5,731</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 61,232</b>
Business combinations	320	—	9,428	64,247	73,995
Additions	—	9,549	—	—	9,549
Transfers	5,282	(5,282)	—	—	—
Amortization	(13,386)	—	(1,015)	(2,070)	(16,471)
Foreign currency translation	(21)	—	(626)	(4,377)	(5,024)
Other <sup>(i)</sup>	(20)	—	—	—	(20)
<b>Net balance, December 31, 2017</b>	<b>\$ 47,676</b>	<b>\$ 9,998</b>	<b>\$ 7,787</b>	<b>\$ 57,800</b>	<b>\$ 123,261</b>

	Software in use	Software in process	Recipes	Customer relationships	Total
Net balance, December 31, 2015	\$ 66,974	\$ 4,328	\$ —	\$ —	\$ 71,302
Additions	—	6,071	—	—	6,071
Transfers	4,668	(4,668)	—	—	—
Amortization	(16,141)	—	—	—	(16,141)
<b>Net balance, December 31, 2016</b>	<b>\$ 55,501</b>	<b>\$ 5,731</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 61,232</b>

<sup>(i)</sup> Includes disposals, reclassifications and other adjustments.

**Amortization**

Amortization is recorded through cost of goods sold or selling, general, and administrative expenses depending on the nature of the asset.

**Borrowing Costs**

For the years ended December 31, 2017 and 2016, there were no borrowing costs capitalized.

### Indefinite Life Intangibles

Indefinite life intangible assets are comprised of trademarks and poultry production quota. The Company expects to renew the registration of the trademarks and poultry production quota at each expiry date indefinitely, and expects these assets to generate economic benefit in perpetuity. As such, the Company assessed these intangibles to have indefinite useful lives.

The changes in net carrying amounts of indefinite life intangibles during 2017 and 2016 were as follows:

	Indefinite life		
	Trademarks	Quota	Total
<b>Net balance, December 31, 2016</b>	<b>\$ 46,700</b>	<b>\$ 20,153</b>	<b>\$ 66,853</b>
Business Combinations	26,938	—	26,938
Foreign Currency Translation	(1,855)	—	(1,855)
<b>Net balance, December 31, 2017</b>	<b>\$ 71,783</b>	<b>\$ 20,153</b>	<b>\$ 91,936</b>
	Trademarks	Quota	Total
Net balance, December 31, 2016 and 2015	\$ 46,700	\$ 20,153	\$ 66,853

The indefinite life intangible assets are allocated between the Meat Products and Alternative Protein CGU Groups as follows:

CGU Group	As at December 31,	
	2017	2016
Meat Products	<b>\$ 66,853</b>	\$ 66,853
Alternative Protein	<b>25,083</b>	—
	<b>\$ 91,936</b>	\$ 66,853

The Company performs annual impairment testing on its indefinite life intangible assets. Annual impairment testing, consistent with the impairment testing for goodwill as described in Note 10, involves determining the recoverable amount of each indefinite life intangible asset and comparing it to the net carrying value.

### Trademarks

The recoverable value of trademarks is calculated using the royalty savings approach, which involves present valuing the royalties earned by similar trademarks. The key assumptions used in this determination are:

	2017	2016
Royalty rate range	<b>1.5 - 3.0%</b>	1.5 - 2.0%
Growth rate	<b>1.5 - 3.0%</b>	2.2%
Discount rate	<b>10.0 - 13.0%</b>	10.0%

### Quotas

The recoverable value of quotas is determined based on recent sales of similar quota, as this is an active market and reliable information is readily available.

**12. PROVISIONS**

	Legal	Environ- mental	Lease make- good	Restructuring and related provisions		Total
				Severance and other employee related costs	Site closing and other cash costs	
<b>Balance at December 31, 2016</b>	<b>\$ 2,250</b>	<b>\$ 8,233</b>	<b>\$ 2,228</b>	<b>\$ 8,656</b>	<b>\$ 7,077</b>	<b>\$ 28,444</b>
Charges	377	2,510	—	9,904	1,104	13,895
Reversals	(1,123)	(5,385)	—	(1,275)	(242)	(8,025)
Cash payments	(1,215)	(525)	—	(6,906)	(5,191)	(13,837)
Non-cash items	—	—	—	—	131	131
<b>Balance at December 31, 2017</b>	<b>\$ 289</b>	<b>\$ 4,833</b>	<b>\$ 2,228</b>	<b>\$ 10,379</b>	<b>\$ 2,879</b>	<b>\$ 20,608</b>
Current						<b>\$ 9,335</b>
Non-current						<b>11,273</b>
<b>Total at December 31, 2017</b>						<b>\$ 20,608</b>

	Legal	Environ- mental	Lease make- good	Restructuring and related provisions		Total
				Severance and other employee related costs	Site closing and other cash costs	
Balance at December 31, 2015	\$ 2,250	\$ 8,300	\$ 2,337	\$ 25,113	\$ 9,153	\$ 47,153
Charges	—	35	—	9,613	537	10,185
Reversals	—	—	(101)	(3,623)	(1,398)	(5,122)
Cash payments	—	(102)	(8)	(22,439)	(1,387)	(23,936)
Non-cash items	—	—	—	(8)	172	164
Balance at December 31, 2016	\$ 2,250	\$ 8,233	\$ 2,228	\$ 8,656	\$ 7,077	\$ 28,444
Current						<b>\$ 11,889</b>
Non-current						<b>16,555</b>
<b>Total at December 31, 2016</b>						<b>\$ 28,444</b>

**Restructuring and Other Related Costs**

For the year ended December 31, 2017, the Company recorded restructuring and other related costs of \$23.0 million. Of this amount, \$18.9 million related to accelerated depreciation and severance and other employee costs as a result of the announced plant closures of the Thamesford turkey facility and the St. Anselme pastry facility. In addition, \$1.9 million related to adjustments to share-based compensation for terminated employees pertaining to changes to the Company's Management structure associated with previously divested businesses, and \$1.0 million related to an onerous lease for vacated space in the Company's office facilities. The remaining \$1.2 million related to other previously announced Management and organizational restructuring initiatives.

For the year ended December 31, 2016, the Company recorded restructuring and other related costs of \$6.6 million. These costs were related primarily to the announced closure of the Thamesford turkey facility.

**13. LONG-TERM DEBT**

	<b>As at December 31,</b>	
	<b>2017</b>	<b>2016</b>
Current portion of long-term debt	<b>\$ 805</b>	\$ 794
Long-term debt	<b>8,443</b>	9,119
<b>Long-term debt</b>	<b>\$ 9,248</b>	\$ 9,913

The Company has various government loans on specific projects, with interest rates ranging from non-interest bearing to 2.9% per annum (2016: 2.9%). These facilities are repayable over various terms from 2022 to 2024. As at December 31, 2017, \$9.2 million (2016: \$9.9 million) was outstanding. All of these facilities are committed.

On October 19, 2017, the Company amended its existing \$400.0 million unsecured committed revolving credit facility by extending the maturity of the facility to October 19, 2021 under similar terms and conditions using the same syndicate of Canadian, U.S., and international institutions. This unsecured facility can be drawn in Canadian or U.S. dollars and bears interest payable monthly, based on Banker's Acceptance and Prime rates for Canadian dollar loans and LIBOR for U.S. dollar loans. The facility is intended to meet the Company's funding requirements for general purposes, corporate development activities, and to provide appropriate levels of liquidity. As at December 31, 2017, the only drawings on the facility were letters of credit of \$6.4 million (2016: \$6.2 million).

The revolving term facility requires the maintenance of certain covenants. As at December 31, 2017, the Company was in compliance with all of these covenants.

The Company has an additional uncommitted credit facility for issuing up to a maximum of \$120.0 million letters of credit. As at December 31, 2017, \$67.8 million of letters of credit had been issued thereon (2016: \$63.4 million).

The Company's estimated average effective cost of borrowing for 2017 was approximately 4.6%, which excludes any impact of interest rate hedges (2016: 4.6%). Required repayments of long-term debt are as follows:

2018	\$ 1,083
2019	1,083
2020	1,083
2021	1,083
2022	4,935
Thereafter	926
<b>Total long-term debt</b>	<b>\$ 10,193</b>

**14. OTHER CURRENT LIABILITIES**

	<b>Notes</b>	<b>As at December 31,</b>	
		<b>2017</b>	<b>2016</b>
Derivative instruments	<b>17</b>	<b>\$ 6,039</b>	\$ 8,430
Obligation for repurchase of shares	<b>16</b>	<b>24,531</b>	88,322
Other		<b>1,027</b>	105
		<b>\$ 31,597</b>	\$ 96,857

**15. OTHER LONG-TERM LIABILITIES**

	<b>As at December 31,</b>	
	<b>2017</b>	<b>2016</b>
Step rent and lease inducements	<b>\$ 8,559</b>	\$ 9,001
Other	<b>4,130</b>	3,653
	<b>\$ 12,689</b>	\$ 12,654



## 16. SHARE CAPITAL

	Common Shares		Treasury Stock	
(Thousands of shares)	2017	2016	2017	2016
<b>Balance, beginning of year</b>	<b>132,085</b>	134,987	<b>540</b>	93
Distributions under share-based compensation plans	<b>551</b>	182	<b>(551)</b>	(182)
Exercise of share options	<b>436</b>	163	—	—
Shares repurchased	<b>(5,740)</b>	(2,618)	—	—
Purchase of treasury stock	<b>(843)</b>	(629)	<b>843</b>	629
<b>Balance, end of year</b>	<b>126,489</b>	132,085	<b>832</b>	540

### Common Shares

The authorized share capital consists of an unlimited number of common shares, an unlimited number of non-voting common shares, and an unlimited number of preference shares. These shares have no par value.

The holders of common shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

On May 1, 2014, shareholders of the Company reconfirmed the Shareholder Rights Plan (the "Rights Plan"). While the Rights Plan was entered into on December 5, 2011, it required reconfirmation by shareholders of the Company at the May 2014 and 2017 annual meetings in order to remain in effect. On February 21, 2017, the Company entered into an amended and restated governance agreement with McCain Capital Inc. and Michael H. McCain. Pursuant to that agreement, the Company did not submit the rights plan for reconfirmation at the Company's annual meeting in 2017, thereby allowing the rights plan to expire in accordance with its terms at the termination of that meeting. The determination to not submit the rights plan for reconfirmation at the annual shareholders' meeting in 2017 arose, in part, as a result of the new provisions of the amended and restated governance agreement and the fact that recent changes in securities law make certain provisions of the rights plan redundant.

### Treasury Stock

Treasury stock is comprised of shares purchased by a trust in order to satisfy the requirements of the Company's Restricted Share Plan, as described in Note 22.

### Share Repurchase

On May 17, 2017, the Toronto Stock Exchange ("TSX") accepted the Company's notice of intention to commence a Normal Course Issuer Bid ("NCIB"), which allows the Company to repurchase, at its discretion, up to 8.20 million common shares in the open market or as otherwise permitted by the TSX, subject to the normal terms and limitations of such bids. Common shares purchased by the Company are cancelled. The program commenced on May 23, 2017 and will terminate on May 22, 2018, or on such earlier date as the Company completes its purchases pursuant to the notice of intention. During the year ended December 31, 2017, 2.33 million shares were purchased for cancellation under this NCIB for \$77.4 million at a volume weighted average price paid of \$33.25 per common share.

On May 16, 2016, the TSX accepted the Company's notice of intention to commence a NCIB, which allowed the Company to repurchase, at its discretion, up to 8.70 million common shares in the open market or as otherwise permitted by the TSX, subject to the normal terms and limitations of such bids. The program commenced on May 19, 2016 and was terminated on May 18, 2017 as the Company completed its purchase and cancellation of 5.52 million common shares for \$163.1 million at a volume weighted average price of \$29.57 per common share. During the year ended December 31, 2017, 3.41 million shares (2016: 2.11 million) were purchased for cancellation under this NCIB for \$102.6 million (2016: \$60.5 million) at a volume weighted average price paid of \$30.09 (2016: \$28.74) per common share.

On March 23, 2015, the TSX accepted the Company's notice of intention to commence a NCIB which allowed the Company to repurchase, at its discretion, up to approximately 8.65 million common shares in the open market or as otherwise permitted by the TSX, subject to the normal terms and limitations of such bids. The program commenced on March 25, 2015 and was terminated on January 22, 2016, as the Company completed its purchase and cancellation of 8.65 million common shares for \$194.5 million at a weighted average price paid of \$22.48 per common share. During the year ended December 31, 2016, 0.51 million shares were purchased for cancellation under this NCIB for \$11.9 million at a volume weighted average price paid of \$23.23 per common share.

The Company entered into an Automatic Share Purchase Plan ("ASPP") with a broker that allows the purchase of common shares for cancellation under the NCIB at any time during predetermined trading blackout periods. As at December 31, 2017, an obligation for the repurchase of shares of \$24.5 million (2016: \$88.3 million) was recognized under the ASPP.

## 17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT ACTIVITIES

### Capital

The Company's objective is to maintain a cost-effective capital structure that supports its long-term growth strategy and maximizes operating flexibility. In allocating capital to investments to support its earnings goals, the Company establishes internal hurdle return rates for capital initiatives. Capital projects are generally financed with internal cash flows and senior debt where required.

The Company typically uses leverage in its capital structure to reduce the cost of capital. The Company's goal is to maintain its primary credit ratios and leverage at levels that are designed to provide continued access to investment-grade credit pricing and terms. The Company measures its credit profile using a number of metrics, some of which are non-IFRS measures, primarily cash and cash equivalents, less long-term debt and bank indebtedness ("net cash (debt)") to earnings before interest, income taxes, depreciation, amortization, restructuring and other related costs ("EBITDA").

The Company's revolving term facility is subject to certain financial covenants. As at December 31, 2017, the Company was in compliance with all of these covenants.

In addition to credit facilities and equity, the Company uses leases and very limited recourse accounts receivable securitization programs as additional sources of financing.

The Company has maintained a stable dividend distribution that is based on a long-term sustainable net earnings base. From time to time, the Company has purchased shares for cancellation pursuant to normal course issuer bids and to satisfy awards under its Share Incentive Plan.

There have been no material changes to the Company's risk management activities during the year ended December 31, 2017.

### Financial Instruments

The Company's financial assets and liabilities are classified into the following categories:

Cash and cash equivalents	Held for trading
Accounts receivable	Loans and receivables
Notes receivable	Loans and receivables
Accounts payable and accruals	Other financial liabilities
Long-term debt	Other financial liabilities
Derivative instruments <sup>(i)</sup>	Held for trading

<sup>(i)</sup> These derivative instruments may be designated as cash flow hedges, fair value hedges or net investments in foreign operations hedge as appropriate.

The Company applies hedge accounting as appropriate and uses derivatives and other non-derivative financial instruments to manage its exposures to fluctuations in foreign exchange rates, interest rates, and commodity prices.

The fair values and notional amounts of derivative financial instruments as at December 31 are shown below:

	2017			2016		
	Notional amount <sup>(i)</sup>	Fair value		Notional amount <sup>(i)</sup>	Fair value	
		Asset	Liability		Asset	Liability
<b>Cash flow hedges</b>						
Foreign exchange contracts <sup>(ii)</sup>	\$ 340,505	\$ 4,225	\$ 1,788	\$ 182,696	\$ 348	\$ 1,019
<b>Fair value hedges</b>						
Commodity contracts <sup>(ii)</sup>	\$ 44,822	\$ —	\$ 1,589	\$ 44,738	\$ —	\$ 848
<b>Derivatives not designated in a formal hedging relationship</b>						
Interest rate swaps	\$ —	\$ —	\$ —	\$ 520,000	\$ 2,128	\$ 5,893
Foreign exchange contracts <sup>(ii)</sup>	\$ 136,546	710	1,014	\$ 450,259	11,248	670
Commodity contracts <sup>(ii)</sup>	\$ 371,157	—	1,648	\$ 537,621	13,113	—
<b>Total fair value</b>		\$ 4,935	\$ 6,039		\$ 26,837	\$ 8,430
Current <sup>(iii)</sup>		\$ 4,935	\$ 6,039		\$ 26,837	\$ 8,430
Non-current		—	—		—	—
<b>Total fair value</b>		\$ 4,935	\$ 6,039		\$ 26,837	\$ 8,430

<sup>(i)</sup> Unless otherwise stated, notional amounts are stated at the contractual Canadian dollar equivalent.

<sup>(ii)</sup> Derivatives are short-term and will impact profit or loss at various dates within the next 12 months.

<sup>(iii)</sup> As at December 31, 2017, the above fair value of current assets has been increased on the consolidated balance sheet by an amount of \$9.8 million (2016: reduced by \$3.4 million), which represents the excess or deficit of the fair market value of exchange traded commodities contracts over the initial margin requirements. The excess or deficit in maintenance margin requirements with the futures exchange is net settled in cash each day and is therefore presented as cash and cash equivalents.

The fair value of financial assets and liabilities classified as loans and receivables and other financial liabilities (excluding long-term debt) approximate their carrying value due to their short-term nature.

The carrying value of long-term debt as at December 31, 2017 and 2016 approximates its fair value. The fair value of the Company's long-term debt has been classified as Level 2 in the fair value hierarchy and was estimated based on discounted future cash flows using current rates for similar financial instruments subject to similar risks and maturities.

Financial assets and liabilities classified as held-for-trading are recorded at fair value. The fair values of the Company's interest rate and foreign exchange derivative instruments were estimated using current market measures for interest rates and foreign exchange rates. Commodity futures and commodity options contracts are exchange-traded and over-the-counter. Fair value is determined based on exchange prices and other observable market data.

Derivatives not designated in a formal hedging relationship are classified as held-for-trading. Net gains and losses on financial instruments held-for-trading consist of realized and unrealized gains and losses on derivatives that were de-designated or were otherwise not in a formal hedging relationship.

For the year ended December 31, 2017, the Company recorded a gain of \$18.6 million (2016: gain of \$43.7 million) on financial instruments held for trading. The gain was mainly attributed to a gain in commodity exchange traded contracts which economically hedge and offset price risk volatility inherent in the hog operational business.

For the year ended December 31, 2017, the pre-tax amount of hedge ineffectiveness recognized in other income (expense) was a gain of \$0.1 million (2016: loss of \$0.0 million).

The table below sets out fair value measurements of financial instruments as at December 31, 2017 using the fair value hierarchy:

	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Foreign exchange contracts	\$ —	\$ 4,935	\$ —	\$ 4,935
	<b>\$ —</b>	<b>\$ 4,935</b>	<b>\$ —</b>	<b>\$ 4,935</b>
<b>Liabilities:</b>				
Foreign exchange contracts	\$ —	\$ 2,802	\$ —	\$ 2,802
Commodity contracts	3,237	—	—	3,237
	<b>\$ 3,237</b>	<b>\$ 2,802</b>	<b>\$ —</b>	<b>\$ 6,039</b>

There were no transfers between levels for the year ended December 31, 2017. Determination of fair value and the resulting hierarchy requires the use of observable market data whenever available. The classification of a financial instrument in the hierarchy is based upon the lowest level of input that is significant to the measurement of fair value. For financial instruments that are recognized at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

The risks associated with the Company's financial instruments and policies for managing these risks are detailed below.

### Credit Risk

Credit risk refers to the risk of losses due to failure of the Company's customers and counterparties to meet their payment obligations.

In the normal course of business, the Company is exposed to credit risk from its customers, substantially all of which are in the retail, food service, industrial, and convenience channels. The Company performs ongoing credit evaluations of new and existing customers' financial condition, and reviews the collectibility of its trade accounts receivable and other receivables in order to mitigate any possible credit losses. The Company has accounts receivable outstanding greater than 60 days past due and maintains an allowance for doubtful accounts relating to specific losses estimated on individual exposures as described in Note 5. Average accounts receivable days sales outstanding for the year is consistent with historic trends.

Management believes concentrations of credit risk with respect to accounts receivable is limited due to the generally high credit quality of the Company's major customers, the large number and geographic dispersion of smaller customers, and the operation of the accounts receivable securitization facility as described in Note 23. The Company does, however, conduct a significant amount of business with a small number of large grocery retailers. The Company's two largest customers as at December 31, 2017 comprise approximately 22.3% (2016: one customer representing 13.2%) of total sales.

The Company is also exposed to credit risk on its notes receivable from an unconsolidated structured entity in respect of the accounts receivable securitization program as described in Note 23. Management believes that this credit risk is limited by the long-term AA debt rating held by the financial institution financing the third-party trust. The Company is exposed to credit risk on its cash and cash equivalents (comprising primarily of deposits with Canadian chartered banks) and non-exchange-traded derivative contracts. The Company mitigates this credit risk by transacting primarily with counterparties that are major international financial institutions with long-term debt ratings of A or higher. The Company's maximum exposure to credit risk at the balance sheet date consisted primarily of the carrying value of non-derivative financial assets and non-exchange-traded derivatives with positive fair values.

### Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities.

The contractual undiscounted cash flows payable in respect of financial liabilities as at the balance sheet date, were as follows:

	December 31, 2017				Total
	Due within 1 year	Due between 1 and 2 years	Due between 2 and 3 years	Due after 3 years	
<b>Financial liabilities</b>					
Accounts payable and accruals	\$ 300,659	\$ —	\$ —	\$ —	\$ 300,659
Long-term debt	1,083	1,083	1,083	6,944	10,193
Foreign exchange contracts	2,802	—	—	—	2,802
Commodity futures contracts	3,237	—	—	—	3,237
Other liabilities	26,237	1,511	960	1,949	30,657
<b>Total</b>	<b>\$ 334,018</b>	<b>\$ 2,594</b>	<b>\$ 2,043</b>	<b>\$ 8,893</b>	<b>\$ 347,548</b>

The Company manages liquidity risk by monitoring forecasted and actual cash flows, minimizing reliance on any single source of credit, maintaining sufficient undrawn committed credit facilities and managing the maturity profiles of financial assets and financial liabilities to minimize re-financing risk.

As at December 31, 2017, the Company had available undrawn committed credit of \$393.6 million (2016: \$393.8 million) under the terms of its principal banking arrangements (Note 13). These banking arrangements are subject to certain covenants and other restrictions.

## Market Risk

### Interest Rate Risk

Interest rate risk refers to the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates.

The Company's interest rate risk arises from long-term borrowings issued at fixed rates that create fair value interest rate risk and variable rate borrowings that create cash flow interest rate risk. In addition, the Company's cash balances are typically invested in short-term interest-bearing assets.

The Company manages its interest rate risk exposure by using a mix of fixed and variable rate debt and periodically using interest rate derivatives to achieve the desired proportion of variable to fixed-rate debt.

At December 31, 2017 and 2016, the Company had no variable rate debt, however, the Company is exposed to floating interest rates on its accounts receivable securitization program. As at December 31, 2017, the amount serviced pursuant to this program was \$110.0 million at a weighted average interest rate of 1.4% (2016: \$84.5 million at a weighted average interest rate of 1.0%). The maximum amount available to the Company under these programs is \$110.0 million (2016: \$110.0 million).

As at December 31, 2017, 7.8% (2016: 10.5%) of the Company's outstanding debt and revolving accounts receivable securitization program were not exposed to interest rate movements.

As at December 31, 2017, the Company had fixed-rate debt of \$9.2 million (2016: \$9.9 million) with a weighted average effective interest rate of 4.4% (2016: 4.3%). Changes in market interest rates cause the fair value of long-term debt with fixed interest rates to fluctuate but do not affect net earnings, as the Company's debt is carried at amortized cost and the carrying value does not change as interest rates change.

### Foreign Exchange Risk

Foreign exchange risk refers to the risk that the value of financial instruments or cash flows will fluctuate due to changes in foreign exchange rates.

The Company's foreign exchange risk arises primarily from transactions in currencies other than Canadian dollars, U.S. dollar-denominated borrowings, and investments in foreign operations.

The Company uses foreign exchange forward contracts to manage foreign exchange transaction exposures. The primary currencies to which the Company is exposed to are the U.S. dollar and the Japanese yen. Qualifying foreign currency forward contracts are accounted for as cash flow hedges. As of December 31, 2017, \$340.5 million (2016: \$182.7 million) of anticipated foreign currency denominated transactions have been hedged with underlying foreign exchange forward contracts settling at various dates beginning January 2018. The aggregate net fair value of these forward contracts was a gain of \$2.4 million as at December 31, 2017 (2016: loss of \$0.7 million) that was recorded in accumulated other comprehensive income (loss) with an offsetting amount recorded in other current assets and liabilities. The Company also holds foreign exchange

contracts for \$136.5 million (2016: \$450.3 million) related to anticipated foreign currency denominated sales and purchases that are not held in a qualifying hedge relationship.

It is estimated that, all else constant, an adverse hypothetical 10% change in the value of the Canadian dollar against all relevant currencies would result in a decrease in the fair value of the Company's foreign exchange forward contracts of \$2.9 million, with a corresponding decrease in earnings before taxes of \$3.1 million offset by an increase in other comprehensive income before taxes of \$0.3 million.

#### *Commodity Price Risk*

The Company is exposed to price risk related to commodities such as live hogs, fuel costs, and purchases of certain other agricultural commodities used as raw materials, including feed grains. The Company may use fixed price contracts with suppliers as well as exchange-traded and over-the-counter futures and options to manage its exposure to price fluctuations.

The Company uses futures to minimize the price risk assumed under forward priced contracts with suppliers. This includes futures contracts that are designated and accounted for as fair value hedges as well as non-designated derivative instruments.

The Company also uses futures to minimize the price risk of anticipated or forecasted transactions which are accounted for as cash flow hedges as well as non-designated derivative instruments.

Changes in the fair value of the cash flow hedging derivatives are recorded in other comprehensive income (loss) to the extent the hedge is effective in mitigating the exposure to the related anticipated transaction, and subsequently reclassified to earnings to offset the impact of the hedged items when they affect earnings. The Company did not have any futures contracts designated as cash flow hedging derivatives as at December 31, 2017 and 2016. The Company also holds commodity contracts designated as fair value hedges for \$44.8 million (2016: \$44.7 million) and has \$371.2 million (2016: \$537.6 million) in contracts that are not held in a qualifying hedge relationship.

It is estimated that, all else constant, an adverse hypothetical 10% change in market prices of the underlying commodities would result in a decrease in the fair value of underlying outstanding derivative contracts of \$18.3 million, with a decrease in earnings before taxes of \$13.7 million and \$0.0 million in other comprehensive income (loss). The earnings before taxes include the offsetting impact of the commodity price risk inherent in the transactions being hedged.

#### **Accumulated other comprehensive income (loss)**

The Company estimates that \$1.8 million, net of tax of \$0.6 million, of the unrealized gain included in accumulated other comprehensive income (loss) will be reclassified into net earnings within the next 12 months. The actual amount of this reclassification will be impacted by future changes in the fair value of financial instruments designated as cash flow hedges. The actual amount reclassified could differ from this estimated amount.

During the year ended December 31, 2017, a gain of \$9.4 million, net of tax of \$3.3 million, was released to earnings from accumulated other comprehensive income (loss) and included in the net change for the year (2016: gain of \$6.6 million, net of tax of \$2.3 million).

#### **18. OTHER INCOME (EXPENSE)**

	2017	2016
Loss on disposal of property and equipment	\$ (4,362)	\$ (4,195)
Gain on sale of investment properties	9,780	5,430
Recovery from insurance claims	5,000	425
Net investment property expense	(1,097)	(1,819)
Impairment of assets	(3,776)	(2,831)
Interest income	1,300	2,790
Changes in provisions <sup>(i)</sup>	4,410	—
Net expense on non-designated interest rate swaps	(3,786)	(4,028)
Transaction costs on acquisitions	(7,619)	—
Change in fair value of non-designated interest rate swaps	3,765	3,955
Other	(6)	(3,323)
	<b>\$ 3,609</b>	<b>\$ (3,596)</b>

<sup>(i)</sup> Primarily relates to changes in environmental provisions for investment properties no longer held by the Company and plants announced for closure.

**19. INTEREST EXPENSE AND OTHER FINANCING COSTS**

	2017	2016
Interest expense on long-term debt	\$ 418	\$ 403
Interest expense on securitized receivables	1,596	1,520
Deferred finance charges	1,197	688
Other interest charges	1,957	2,308
Other financing costs	—	1,448
	<b>\$ 5,168</b>	<b>\$ 6,367</b>

**20. INCOME TAXES**

The components of income tax expense were as follows:

	2017	2016
<b>Current tax expense</b>		
Current year	\$ 9,272	\$ 4,767
	<b>\$ 9,272</b>	<b>\$ 4,767</b>
<b>Deferred tax expense</b>		
Origination and reversal of temporary differences	\$ 47,713	\$ 63,124
Change in tax rates	(6,793)	—
	<b>\$ 40,920</b>	<b>\$ 63,124</b>
<b>Total income tax expense</b>	<b>\$ 50,192</b>	<b>\$ 67,891</b>

**Reconciliation of Effective Tax rate**

Income tax expense varies from the amount that would be computed by applying the combined federal and provincial statutory income tax rates as a result of the following:

	2017	2016
Income tax expense according to combined statutory rate of 26.8% (2016: 26.8%)	\$ 57,430	\$ 66,891
Increase (decrease) in income tax resulting from:		
Deferred tax (recovery) expense relating to changes in U.S. tax rates	(6,793)	—
Tax rate differences in other jurisdictions	531	249
Manufacturing and processing credit	(1,459)	(1,714)
Share-based compensation	1,015	904
Non-deductible expenses	343	596
Unrecognized income tax benefit of losses	138	70
Adjustment for favorable tax audit resolution	(697)	—
Other	(316)	895
	<b>\$ 50,192</b>	<b>\$ 67,891</b>

**Income Tax Recognized in Other Comprehensive Income (Loss)**

	2017	2016
Derivative instruments	\$ 811	\$ 850
Pension adjustments	(1,037)	16,963
	<b>\$ (226)</b>	<b>\$ 17,813</b>

## Deferred Tax Assets and Liabilities

### Recognized Deferred Tax Asset and Liabilities

The Company has recognized deferred tax assets in the amount of approximately \$61.5 million (2016: \$56.0 million), relating primarily to tax losses carried forward and future deductions for employee benefits and restructuring expenses. These deferred tax assets are recorded based on the Company's estimate that it will earn sufficient taxable profits to fully utilize its tax losses in the appropriate carry over periods.

The Company has recognized deferred tax liabilities in the amount of approximately \$142.0 million (2016: \$78.3 million), relating primarily to claims for tax depreciation in excess of accumulated book depreciation, cash basis farming adjustments, and the excess of book value over the tax cost of intangible assets.

	As at December 31,	
	2017	2016
Deferred tax assets:		
Tax losses carried forward	\$ 18,295	\$ 13,794
Accrued liabilities	4,916	5,292
Employee benefits	36,168	35,830
Other	2,122	1,095
	<b>\$ 61,501</b>	<b>\$ 56,011</b>
Deferred tax liabilities:		
Property and equipment	\$ 83,344	\$ 34,759
Cash basis farming	26,123	26,096
Goodwill and other intangible assets	32,532	17,449
	<b>\$ 141,999</b>	<b>\$ 78,304</b>
Classified in the consolidated financial statements as:		
Deferred tax asset	\$ —	\$ —
Deferred tax liability	80,498	22,293

### Unrecognized Deferred Tax Assets

The Company has no unrecognized deferred tax assets as at December 31, 2017 and 2016.

### Unrecognized Deferred Tax Liabilities

Deferred tax is not recognized on the unremitted earnings of subsidiaries and other investments as the Company is in a position to control the reversal of the temporary difference and it is probable that such differences will not reverse in the foreseeable future. The unrecognized temporary difference at December 31, 2017 for the Company's subsidiaries was \$124.4 million (2016: \$0.0 million).

## 21. EARNINGS PER SHARE

Basic earnings per share amounts are calculated by dividing the net earnings of the Company by the weighted average number of shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net earnings of the Company by the weighted average number of shares outstanding during the year, adjusted for the effects of potentially dilutive instruments.



The following table sets forth the calculation of basic and diluted earnings per share ("EPS"):

Years ended December 31,	2017			2016		
	Net earnings	Weighted average number of shares <sup>(ii)</sup>	EPS	Net earnings	Weighted average number of shares <sup>(ii)</sup>	EPS
Basic	\$ 164,089	128.6	\$ 1.28	\$ 181,702	134.2	\$ 1.35
Stock options <sup>(i)</sup>		3.8			3.4	
Diluted	\$ 164,089	132.4	\$ 1.24	\$ 181,702	137.6	\$ 1.32

<sup>(i)</sup> Excludes the effect of approximately 3.0 million (2016: 3.2 million) options and performance shares that are anti-dilutive.

<sup>(ii)</sup> In millions.

## 22. SHARE-BASED PAYMENT

Under the Maple Leaf Foods Share Options Plan in effect as at December 31, 2017, the Company may grant options to its employees and employees of its subsidiaries to purchase shares of common stock. Under the Maple Leaf Foods Restricted Share Unit Plan (adopted in 2006) ("the 2006 Plan") in effect as at December 31, 2017, the Company may grant Restricted Share Units ("RSUs") and Performance Share Units ("PSUs") to its employees and employees of its subsidiaries entitling employees to receive common shares or cash at the Company's option. Options, RSUs, and PSUs are granted from time to time by the Human Resources and Compensation Committee or by the Board of Directors on the recommendation of the Human Resources and Compensation Committee. The vesting conditions for options, RSUs, and PSUs are specified by the Board of Directors and may include the continued service of the employee with the Company and/or other criteria based on measures of the Company's performance.

Under the Company's Share Purchase and Deferred Share Unit Plans ("DSU Plans"), eligible Directors may elect to receive their retainer and fees in the form of Deferred Share Units ("DSUs") or as common shares of the Company.

### Stock Options

Since it was adopted in 2004, options were granted under the Share Incentive Plan. In 2016, the Share Option Plan was adopted and is the only plan under which options are granted after 2016. A summary of the status of the Company's outstanding stock options as at December 31, 2017 and 2016, and changes during these years are presented below:

	2017		2016	
	Options outstanding	Weighted average exercise price	Options outstanding	Weighted average exercise price
<b>Outstanding, beginning of year</b>	<b>4,260,000</b>	<b>\$ 17.73</b>	3,608,000	\$ 16.61
Granted	782,200	30.98	841,300	22.53
Exercised	(435,800)	13.61	(162,500)	17.39
Forfeited	(50,000)	32.75	(26,800)	20.28
<b>Outstanding, end of year</b>	<b>4,556,400</b>	<b>\$ 20.23</b>	4,260,000	\$ 17.73
<b>Options currently exercisable</b>	<b>3,019,200</b>	<b>\$ 17.05</b>	2,554,900	\$ 14.86

All outstanding stock options vest and become exercisable over a period not exceeding five years (time vesting) from the date of grant. The outstanding options have a term of seven years.

The number of options outstanding as at December 31, 2017, is as follows:

Range of exercise prices	Options outstanding			Options currently exercisable		Options subject to timing vesting only	
	Number outstanding	Weighted average exercise price	Weighted average remaining term of options (in years)	Number exercisable	Weighted average exercise price	Number outstanding	Weighted average exercise price
\$11.36 to \$11.85	1,308,500	\$11.61	0.4	1,308,500	\$11.61	—	\$ —
\$20.28 to \$22.53	2,515,700	21.63	4.3	1,710,700	21.20	805,000	22.53
\$30.86 to \$30.86	732,200	30.86	6.2	—	—	732,200	30.86
<b>Total Options</b>	<b>4,556,400</b>	<b>\$20.23</b>	<b>3.5</b>	<b>3,019,200</b>	<b>\$17.05</b>	<b>1,537,200</b>	<b>\$26.50</b>

The number of options outstanding as at December 31, 2016, is as follows:

Range of exercise prices	Options outstanding			Options currently exercisable		Options subject to timing vesting only	
	Number outstanding	Weighted average exercise price	Weighted average remaining term of options (in years)	Number exercisable	Weighted average exercise price	Number outstanding	Weighted average exercise price
\$11.36 to \$11.85	1,664,900	\$11.64	1.4	1,664,900	\$11.64	—	\$ —
\$20.28 to \$22.53	2,595,100	21.63	5.3	890,000	20.88	1,705,100	22.03
<b>Total Options</b>	<b>4,260,000</b>	<b>\$17.73</b>	<b>3.8</b>	<b>2,554,900</b>	<b>\$14.86</b>	<b>1,705,100</b>	<b>\$22.03</b>

At grant date, each option series is measured at fair value based on the Black-Scholes formula. Expected volatility is estimated by considering historic average share price volatility. The inputs used in this model for the options granted during the years ended December 31, 2017 and 2016 are shown in the table below<sup>(i)</sup>:

	2017	2016
Share price at grant date	<b>\$31.50</b>	\$23.14
Exercise price	<b>\$30.98</b>	\$22.53
Expected volatility	<b>23.32%</b>	23.71%
Option life (in years) <sup>(ii)</sup>	<b>4.5</b>	4.5
Expected dividend yield	<b>1.40%</b>	1.56%
Risk-free interest rate <sup>(iii)</sup>	<b>1.16%</b>	0.67%

<sup>(i)</sup> Weighted average based on number of units granted.

<sup>(ii)</sup> Expected weighted average life.

<sup>(iii)</sup> Based on Government of Canada bonds.

The fair value of options granted during the year ended December 31, 2017 was \$4.5 million (2016: \$3.4 million). Amortization charges relating to current and prior year options were \$3.9 million (2016: \$3.5 million).

### Restricted Share Units and Performance Share Units

The awards granted under the 2006 Plan are satisfied either by shares to be purchased on the open market by a trust established for that purpose, or cash at the option of the Company at the time of vesting.

Under the 2006 Plan, one common share of the Company may be distributed for each RSU, and these units vest strictly over time. The PSUs are subject to both time and performance vesting. The PSUs provide the holder with up to two RSUs based on the achievement of predetermined Company performance targets. All outstanding RSUs and PSUs under the 2006 Plan vest over a period of approximately one to three years from the date of grant.

A summary of the status of the Company's RSU plans (including PSUs) as at December 31, 2017 and 2016 and changes during these periods is presented below:

	2017		2016	
	RSUs outstanding	Weighted average fair value at grant	RSUs outstanding	Weighted average fair value at grant
<b>Outstanding, beginning of year</b>	<b>1,570,669</b>	<b>\$ 20.79</b>	1,598,462	\$ 20.61
Granted	720,813	30.65	414,630	22.29
Exercised	(666,721)	19.80	(343,699)	22.48
Forfeited	(63,066)	24.03	(98,724)	18.55
<b>Outstanding, end of year</b>	<b>1,561,695</b>	<b>\$ 25.61</b>	1,570,669	\$ 20.79

On April 1, 2016, the Company communicated to its employees the intent to issue RSUs at which time the service period commenced. During the year ended December 31, 2017, the RSUs were formally granted. These units have a further two year service period.

None of the RSUs exercised were settled in cash (2016: 12,538 units). All of the Company's remaining outstanding RSUs are accounted for as equity-settled awards.

The fair value of RSUs and PSUs granted in 2017 was \$18.9 million (2016: \$7.6 million). Expenses for the year ended December 31, 2017 relating to current and prior year RSUs and PSUs, were \$15.8 million (2016: \$25.0 million). No RSUs or PSUs were cash settled in the year (2016: \$0.7 million).

The key assumptions used in the valuation of fair value of RSUs granted during the year are shown in the table below<sup>(i)</sup>:

	2017	2016
Expected RSU life (in years)	2.58	3.22
Forfeiture rate	14.4%	17.4%
Risk-free discount rate	0.9%	0.4%

<sup>(i)</sup> Weighted average based on number of units granted.

### Director Share Units

If an eligible Director elects to receive his or her retainer and fees as common shares of the Corporation, the Company purchases shares at market rates on behalf of the participating Directors.

Prior to 2013, if an eligible Director elected to receive his or her fees and retainer in the form of DSUs, each DSU had a value equal to the market value of one common share of the Company at the time the DSU is credited to the Director. DSUs attract dividends in the form of additional DSUs at the same rate as dividends on common shares of the Company. The value of each DSU is measured at each reporting date and is equivalent to the market value of a common share of the Company at the reporting date.

In 2013, the Company adopted a new Share Purchase and Deferred Share Unit Plan (the "2013 DSU Plan"), which replaced the Company's existing Share Purchase and Deferred Share Unit Plan (the "2002 DSU Plan"). The 2002 DSU Plan only allows for DSUs to be satisfied in cash, whereas the 2013 DSU Plan allows the Company, at its discretion, the flexibility to satisfy DSUs in common shares, either issued from treasury or purchased by the Company on the open market. DSUs outstanding under the 2002 DSU Plan will be governed by the terms of the 2002 DSU Plan, unless a participant elected in writing that his or her DSUs outstanding under the 2002 DSU Plan are to be governed by the 2013 DSU Plan.

The fair value of director share units expensed during the year ended December 31, 2017 was \$1.4 million (2016: \$1.4 million).

A summary of the status of the Company's outstanding DSUs as at December 31, 2017 and 2016, and changes during these years is presented below:

Units outstanding	2017		2016	
	2013 DSU plan	2002 DSU plan	2013 DSU plan	2002 DSU plan
<b>Outstanding, beginning of year</b>	<b>334,444</b>	<b>19,418</b>	293,234	19,169
Additions: granted	40,866	—	48,148	—
Additions: dividends reinvested	4,352	259	4,129	249
Exercised	(127,920)	—	(11,067)	—
<b>Outstanding, end of year</b>	<b>251,742</b>	<b>19,677</b>	334,444	19,418
<b>Value of liability at December 31<sup>(i)</sup></b>	<b>\$ —</b>	<b>\$ 714</b>	<b>\$ —</b>	<b>\$ 554</b>

<sup>(i)</sup> Value of liability is only applicable to the 2002 plan.

## 23. COMPOSITION OF THE COMPANY

### Unconsolidated Structured Entity

On August 26, 2016, the Company entered into a new three-year accounts receivable securitization facility. The maximum cash advance available to the Company under this program is \$110.0 million. The new facility replaced the Company's existing facility that was due to mature on September 30, 2016. Under this facility, the Company has sold certain of its trade accounts receivable, with very limited recourse, to an unconsolidated third-party trust financed by an international financial institution with a long-term AA debt rating, for cash and short-term notes back to the Company. The receivables are sold at a discount to face value based on prevailing money market rates. The Company retains servicing responsibilities for these receivables. On termination of the previous facility the Company re-purchased all receivables and sold only a portion of these into the new facility.

Under the previous securitization facility, the Company had sold certain of its trade accounts receivable to an unconsolidated structured entity owned by a financial institution, under a revolving securitization program. The Company retained servicing responsibilities for these receivables. The structured entity financed the purchase of these receivables by issuing senior debt instruments to the financial institution, short-term mezzanine notes back to the Company, and an equity interest held by the financial institution. The maximum potential loss that could be borne by subordinated interests in the structured entity was a \$1.5 million equity interest.

As at December 31, 2017, trade accounts receivable being serviced under this facility amounted to \$124.9 million (2016: \$116.2 million). In return for the sale of its trade receivables, the Company will receive cash of \$96.0 million (2016: \$83.7 million) and notes receivable in the amount of \$28.9 million (2016: \$32.5 million). The notes receivable are non-interest bearing and are settled on the settlement dates of the securitized accounts receivable. Due to the timing of receipts and disbursements, the Company may, from time to time, also record a receivable or payable related to the securitization facility. As at December 31, 2017, the Company recorded a net payable amount of \$14.0 million (2016: \$0.9 million net payable) in accounts payable and accruals.

The Company's maximum exposure to loss due to its involvement with a structured entity is equal to the current carrying value of the interest in the notes receivable due from the structured entity. The Company has not recognized any income or losses with its interest in unconsolidated structured entities for the year ended December 31, 2017 and 2016.

## 24. COMMITMENTS AND CONTINGENCIES

- (a) The Company has been named as a defendant in several legal actions and is subject to various risks and contingencies arising in the normal course of business. Management is of the opinion that the outcome of these uncertainties will not have a material adverse effect on the Company's financial position.

The Company was added as a defendant in a class action lawsuit against a group of food retailers and bread manufacturers that are the subject of an investigation by the Competition Bureau relating to pricing practices. Maple Leaf Foods is not part of the investigation. The Company was added as a defendant to the class action as a result of the share ownership position it previously held in Canada Bread, and is of the view that the action does not present a material financial risk to the Company.

- (b) In the normal course of business, the Company and its subsidiaries enter into sales commitments with customers, and purchase commitments with suppliers. These commitments are for varying terms and can provide for fixed or variable prices. The Company believes that these contracts serve to reduce risk, and does not anticipate that losses will be incurred on these contracts.

- (c) The Company has entered into a number of construction contracts related to the construction of new and expansion of existing facilities. Contract commitments as at December 31, 2017 were \$4.5 million (2016: \$4.9 million).
- (d) The Company has lease, rent, and other commitments that require minimum annual payments as follows:

2018	\$	47,523
2019		37,382
2020		29,896
2021		23,914
2022		20,281
Thereafter		46,711
	<b>\$</b>	<b>205,707</b>

For the year ended December 31, 2017, an amount of \$28.9 million was recognized as an expense in earnings in respect of operating leases (2016: \$33.2 million).

## 25. RELATED PARTY TRANSACTIONS

The Company sponsors a number of defined benefit and defined contribution plans. During the year ended December 31, 2017, the Company's contributions to these plans were \$26.4 million (2016: \$9.3 million).

Key Management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company and/or its subsidiary, directly or indirectly, including any external director of the Company and/or its subsidiary.

Remuneration of key Management personnel of the Company is comprised of the following expenses:

	2017	2016
Short-term employee benefits		
Salaries, bonuses, and fees	<b>\$ 13,448</b>	\$ 13,084
Company car allowances	<b>316</b>	288
Other benefits	<b>139</b>	147
Total short-term employee benefits	<b>\$ 13,903</b>	\$ 13,519
Post-employment benefits	<b>902</b>	840
Share-based compensation	<b>12,753</b>	12,596
Total remuneration	<b>\$ 27,558</b>	\$ 26,955

During the year ended December 31, 2017, key Management personnel of the Company exercised 0.4 million (2016: 0.1 million) share options granted under the Maple Leaf Foods Share Option Plan for an amount of \$5.9 million (2016: \$1.3 million).

The Company's largest shareholder is McCain Capital Inc. ("MCI") which is beneficially owned and controlled by Mr. Michael H. McCain, Chief Executive Officer and President of the Company. For the year ended December 31, 2017, the Company received services from MCI in the amount of \$0.5 million (2016: \$0.6 million), which represented the market value of the transactions with MCI. As at December 31, 2017, \$0.1 million (2016: \$0.2 million) was owing to MCI relating to these transactions.

McCain Financial Advisory Services ("MFAS"), is an entity jointly controlled by individuals including Mr. Michael H. McCain. For the year ended December 31, 2017, the Company provided services to MFAS for a nominal amount which represented the market value of the transactions.

## 26. GEOGRAPHIC AND CUSTOMER PROFILE

Following the sale of the bakery and rendering businesses, the Company undertook significant reorganization of the internal leadership and reporting structure, as previously disclosed. The reorganization is now complete and the Company is arranged as a single, focused protein company. As such, the Company has transitioned to a single reporting segment.

### Information About Geographic Areas

Property and equipment and investment property located outside of Canada was \$9.4 million as at December 31, 2017 (2016: \$0.2 million). Of this amount, \$0.2 million (2016: \$0.2 million) was in Japan and \$9.2 million (2016: \$0.0 million) was located in the U.S. Goodwill of \$89.2 million (2016: \$0.0 million) was attributed to operations outside of Canada.

Revenues earned outside of Canada for the year ended December 31, 2017, were \$865.4 million (2016: \$762.5 million). Of the total amount earned outside of Canada, \$344.7 million (2016: \$314.8 million) was earned in Japan and \$294.7 million (2016: \$236.1 million) was earned in the U.S. Revenue by geographic area is determined based on the shipping location.

### Information About Major Customers

For the year ended December 31, 2017, the Company reported sales to two customers representing 12.0% and 10.3% (2016: one customer representing 13.2%) of total sales. No other sales were made to any one customer that represented in excess of 10% of total sales.

## 27. BUSINESS COMBINATIONS

On May 1, 2017, the Company acquired specific assets, liabilities and assembled workforce from a privately-held hog production operation for total consideration of \$10.3 million. The acquisition has been accounted for as a business combination and no goodwill was recognized.

On March 10, 2017, the Company acquired 100% of the outstanding shares of Lightlife Foods Holdings, Inc. ("Lightlife"), a privately held U.S. based corporation engaged in the production and distribution of plant protein products.

Recognized goodwill is attributable to the skills, talent and artisanal expertise of Lightlife's work force and the Company's leadership position in the fast-growing plant protein market. The amount of goodwill expected to be deductible for tax purposes is \$6.1 million.

The fair value of consideration transferred for the acquisition of Lightlife consists of the following:

	<b>Purchase price</b>	
	<b>March 10, 2017</b>	
Agreed-upon purchase price	\$	188,566
Working capital adjustments		2,117
<b>Total consideration paid in cash</b>	<b>\$</b>	<b>190,683</b>

The Company has finalized the amounts recorded in the business combination which resulted in the following adjustments to the preliminary purchase price allocation:

	Preliminary Amounts	Adjustments	Final Amounts
<b>Current assets</b>			
Cash	\$ 766	\$ —	\$ 766
Accounts receivable <sup>(i)</sup>	3,968	—	3,968
Inventories	4,539	1,065	5,604
Prepaid expenses and other assets	626	—	626
Income taxes receivable	50	—	50
<b>Non-current assets</b>			
Property and equipment	14,536	(4,825)	9,711
Goodwill	133,854	(38,215)	95,639
Intangible assets	37,709	63,224	100,933
<b>Current liabilities</b>			
Accounts payable and accruals	(3,043)	—	(3,043)
<b>Non-current liabilities</b>			
Deferred tax liability	(2,322)	(21,249)	(23,571)
<b>Total net assets acquired</b>	<b>\$ 190,683</b>	<b>\$ —</b>	<b>\$ 190,683</b>

<sup>(i)</sup> Contractual cash flows not expected to be collected are not significant.

During the year ended December 31, 2017, the Company recorded transaction costs of \$7.6 million (2016: \$0.0 million) related to acquisition activities, that have been excluded from the consideration paid and have been recognized as an expense in other income (expense).

## 28. SUBSEQUENT EVENTS

On November 30, 2017, the Company signed a definitive agreement to acquire 100% of the outstanding shares of The Field Roast Grain Meat Company, SPC, a privately held U.S. based corporation engaged in the production and distribution of premium grain-based protein and vegan cheese products. The transaction was subject to customary U.S. regulatory review, and was completed on January 29, 2018. The purchase price was US\$120.0 million plus transaction costs settled through a combination of cash-on-hand and borrowings under the existing revolving credit facility as described in Note 13. The transaction will be accounted for as a business combination.

# Corporate Information

## Capital Stock

The Company's authorized capital consists of an unlimited number of voting common shares, an unlimited number of non-voting common shares and an unlimited number of preferred shares issuable in series. At December 31, 2017, 127,321,089 voting common shares were issued and outstanding. There were 786 shareholders of record, of which 755 were registered in Canada, holding approximately 98.7% of the issued voting shares.

## Ownership

As at December 31, 2017, the Company's largest shareholder is McCain Capital Inc., directly or indirectly holding 46,983,607 voting shares representing approximately 36.9% of the total issued and outstanding shares. Michael H. McCain beneficially owns and controls 100% of McCain Capital Inc. and has beneficial ownership or control of 46,983,607 common shares or 36.9% of the common shares. The remainder of the issued and outstanding shares are publicly held.

## Corporate Office

Maple Leaf Foods Inc.  
6985 Financial Drive  
Mississauga, Ontario  
L5N 0A1  
Canada  
Tel: (905) 285-5000  
Fax: (905) 285-6000  
[www.mapleleaffoods.com](http://www.mapleleaffoods.com)

## Annual Meeting

The annual meeting of shareholders of Maple Leaf Foods Inc. will be held on Wednesday, May 2, 2018, at 11:00 a.m. at Maple Leaf Foods ThinkFOOD!  
6897 Financial Drive  
Mississauga, Ontario  
Canada  
L5N 0A8

## Dividends

The declaration and payment of quarterly dividends are made at the discretion of the Board of Directors. Anticipated payment dates in 2018: March 29, June 29, September 28 and December 28.

## Shareholder Inquiries

Inquiries regarding dividends, change of address, transfer requirements or lost certificates should be directed to the Company's transfer agent:

Computershare Investor Services Inc.  
100 University Avenue  
8th Floor, North Tower  
Toronto, Ontario  
M5J 2Y1  
Canada  
Tel: (514) 982-7555  
or 1-800-564-6253 (toll-free North America)  
or [service@computershare.com](mailto:service@computershare.com)

## Company Information

For Investor Relations, please call (905) 285-5898.

For copies of annual and quarterly reports, the annual information form and other disclosure documents, please contact our Senior Vice-President and Corporate Secretary at (905) 285-5000.

## Transfer Agent and Registrar

Computershare Investor Services Inc.  
100 University Avenue  
8th Floor, North Tower  
Toronto, Ontario  
M5J 2Y1  
Canada  
Tel: (514) 982-7555  
or 1-800-564-6253 (toll-free North America)  
or [service@computershare.com](mailto:service@computershare.com)

## Auditors

KPMG LLP  
Toronto, Ontario, Canada

## Stock Exchange Listings and Stock Symbol

The Company's voting common shares are listed on the Toronto Stock Exchange and trade under the symbol "MFI".





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