

# Annual Report 2019

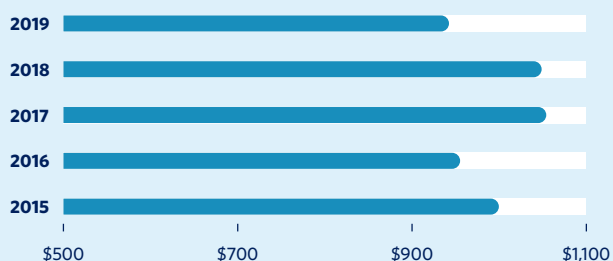


## 2019 Financial Highlights (UNAUDITED)

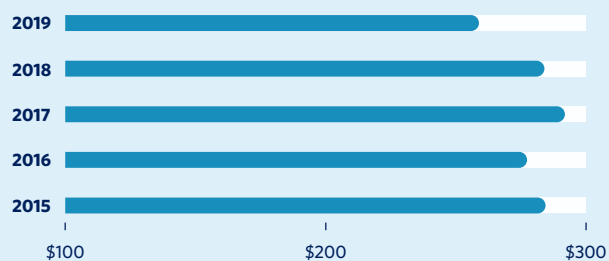
(Amounts in USD 000s, except per share amounts, unless otherwise noted)

	2019	2018	% Change
Sales	\$ 942,224	\$ 1,048,531	(10.1)%
Adjusted EBITDA <sup>(1)</sup>	\$ 85,324	\$ 62,474	36.6%
Net income	\$ 10,289	\$ 16,776	(38.7)%
Basic earnings per common share ("EPS")	\$ 0.31	\$ 0.50	(38.0)%
Diluted EPS	\$ 0.30	\$ 0.50	(40.0)%
Adjusted net income <sup>(1)</sup>	\$ 29,137	\$ 17,049	70.9%
Adjusted Basic EPS	\$ 0.86	\$ 0.51	68.6%
Adjusted Diluted EPS <sup>(1)</sup>	\$ 0.85	\$ 0.51	66.7%
Total assets	\$ 820,494	\$ 837,155	(2.0)%
Gross capital expenditures	\$ 6,569	\$ 14,607	(55.0)%
Shareholders' equity	\$ 268,170	\$ 263,859	1.6%
Book value per share	\$ 8.03	\$ 7.90	1.6%
Dividends paid per share (CAD)	\$ 0.295	\$ 0.580	(49.1)%
<b>Operating Highlights</b>			
Sales volumes (000s of pounds)	258,822	283,969	(8.9)%
Number of employees	1,167	1,259	(7.3)%

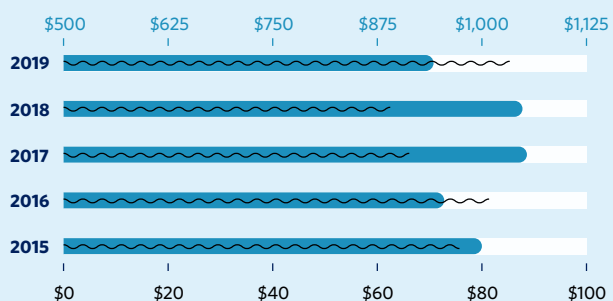
### Sales (in millions of USD)



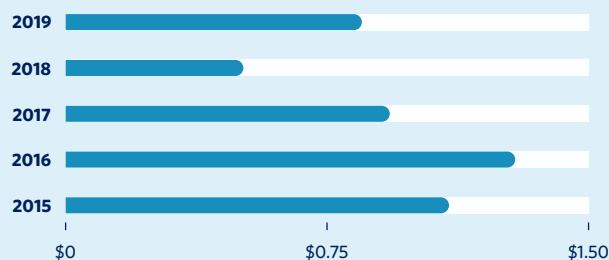
### Sales Volume (in millions of pounds)



### Sales vs. Adjusted EBITDA<sup>(1)</sup> (in millions of USD)



### Adjusted Diluted EPS<sup>(1)</sup> (in USD)



● Sales ● Adjusted EBITDA

<sup>(1)</sup> Please refer to the Non-IFRS Measures section of High Liner Foods' Management's Discussion and Analysis ("MD&A") for the fifty-two weeks ended December 28, 2019 for definitions of the non-IFRS financial measures used by the Company, including Adjusted EBITDA, Adjusted Net Income and Adjusted Diluted EPS.

## High Liner Foods: *Great Tasting Seafood for a Better Life*

**Providing innovative solutions to a world looking for healthy, easy to prepare, delicious seafood**

We are inspiring North Americans to enjoy seafood like never before — making it easier for them to buy and prepare one of the healthiest, most sustainable sources of protein available — creating a simple yet powerful platform for growth.



### What's inside

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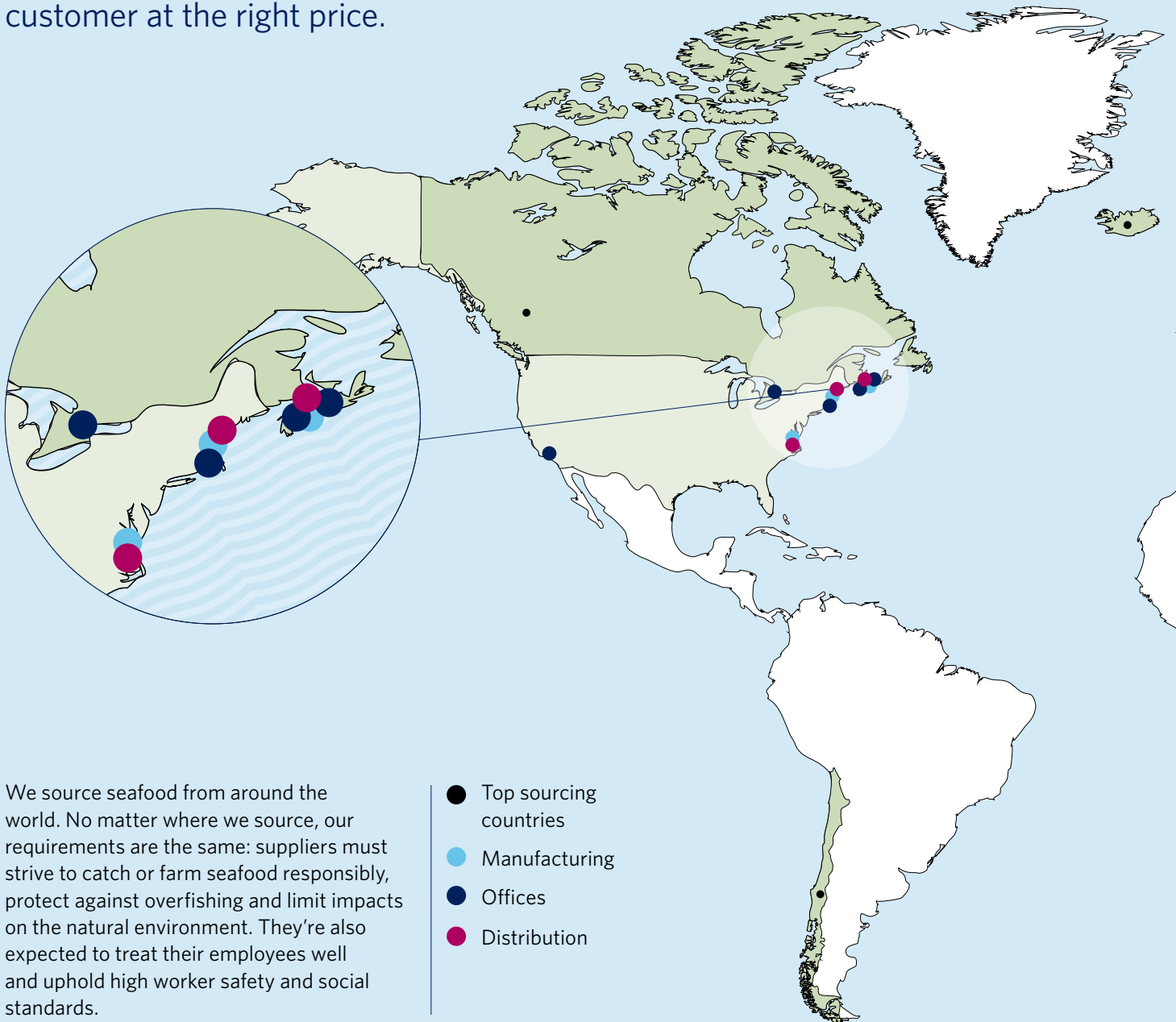
### WHO WE ARE

High Liner Foods is a leading North American processor and marketer of value-added frozen seafood. High Liner Foods' retail branded products are sold throughout the United States and Canada under the **High Liner**, **Fisher Boy**, **Mirabel**, **Sea Cuisine** and **Catch of the Day** labels, and are available in most grocery and club stores. The Company also sells branded products to restaurants and institutions under the **High Liner**, **Mirabel**, **Icelandic Seafood** and **FPI** labels and is a major supplier of private label value-added seafood products to North American food retailers and foodservice distributors. High Liner Foods is a publicly traded Canadian company, trading under the symbol HLF on the Toronto Stock Exchange.

## At a Glance

High Liner Foods is a leading North American processor and marketer of value-added frozen seafood to the foodservice and retail trade. Our unified platform and well-known core brands give us the unique ability to serve our customers with a variety of value-added seafood that meets their diverse needs.

Our goal is to deliver the right product, to the right customer at the right price.



We source seafood from around the world. No matter where we source, our requirements are the same: suppliers must strive to catch or farm seafood responsibly, protect against overfishing and limit impacts on the natural environment. They're also expected to treat their employees well and uphold high worker safety and social standards.

### Our Top Species

We have the scale and global reach to deliver the products our customers and consumers want. Our top species by percentage of 2019 purchases (in USD):



**30.2%** Cod  
(Atlantic and Pacific)



**21.7%** Shrimp



**13.2%** Salmon  
(Wild and Farmed)



**11.1%** Haddock



**9.7%** Pollock



**6.0%** Tilapia



**3.3%** Sole



#### KEY RETAIL BRANDS



#### KEY FOODSERVICE BRANDS





**Rod Hepponstall,**  
*President & Chief Executive Officer*

*We are working to inspire our customers to not only choose our products, but to choose our products for new and different eating occasions.*



## Dear valued shareholders,

### 2019 was a transformative year for our business.

Our financial performance reflects the significant progress we made to strengthen every aspect of High Liner Foods in 2019. Of particular note, we increased Adjusted EBITDA<sup>(1)(2)</sup> by \$22.8 million, a 36.6% improvement over 2018; increased Adjusted EBITDA as a percentage of sales by 310 basis points; and improved our Net Debt<sup>(1)</sup> to Adjusted EBITDA ratio to 4.1x from 5.8x. We also successfully completed an early refinancing of our debt, providing enhanced capacity and flexibility to continue to turn around our business and deliver profitable and sustainable revenue growth.

We advanced our turnaround and EBITDA growth plan in the face of significant market and industry headwinds, contending with downward pressure on volume and the impact of tariffs. We responded to these challenges by doubling down on execution against our thoughtful critical initiative plan, focusing on the factors within our control and working hard to reposition our business for long-term sustainable value creation.

As a result, our business today is stronger in every respect. I am proud to report that through the course of last year, we made major inroads to streamline and simplify our business, remove complexity and spark award-winning innovation. We changed the way we work to become far more efficient and focused. This was all possible because we came together as one integrated North American organization — *One High Liner Foods*.

With the heavy lifting of the first phase of our transformation behind us, we enter Fiscal 2020 with momentum and clarity. We know we have more work to do and have the right people and right plans in place to grow our market share as a North American seafood leader. Our customers are looking for healthy, easy to prepare, delicious seafood options and we are better positioned than ever to deliver.

### Coming together to leverage our scale

Our North American footprint is certainly a strategic advantage for High Liner Foods but until now we haven't been able to maximize these benefits. Realigning the organization under one North American structure in late 2018 contributed cost savings to our improved financial performance in 2019, along with many other far-reaching and long-term benefits. By operating as 'one' — whether as a team or a system — we are stronger and more efficient. We can better capitalize on the benefits of our geographic reach, including being able to seize on cross-border

<sup>(1)</sup> Please refer to the Non-IFRS Measures section of High Liner Foods' MD&A for the fifty-two weeks ended December 28, 2019 for definitions of the non-IFRS financial measures used by the Company, including "Adjusted EBITDA" and "Net Debt".

<sup>(2)</sup> Adjusted EBITDA for the fifty-two weeks ended December 28, 2019 reflects the inclusion of \$5.5 million of the \$8.5 million recovery received from the ingredient supplier in the first quarter of 2019 associated with the 2017 product recall, and the impact of the new lease standard adopted at the beginning of Fiscal 2019. Please refer to the Recent Developments section of High Liner Foods' MD&A.

*Our customers are looking for healthy, easy to prepare, delicious seafood options and we are better positioned than ever to deliver.*

market opportunities to maximize the revenue potential of our product portfolio.

I know there are many more opportunities like this ahead of us, especially related to our shrimp business. In 2019, we fully integrated our Rubicon shrimp business into High Liner Foods and started to unlock the tremendous value we see here by developing integrated go-to-market and growth strategies. Shrimp is one of the fastest growing species in North America and one of the greatest areas of growth potential in our business, especially when combined with our renewed North American reach and investment in value-added innovation.

### **Focusing our portfolio**

In 2019, we significantly refocused our portfolio by eliminating non-core species and putting greater emphasis on higher margin, value-added products. We significantly trimmed down the portfolio, eliminating a total of 235 products and 8 species.

Our decisions to exit some business naturally had a short-term impact on volume, but we are confident that a more focused, higher margin portfolio will deliver significant longer-term benefits. We will continue this important work in 2020, advancing our goal to consistently deliver the right product, at the right price to the right customer.

### **Driving supply chain efficiencies**

Our ability to extract the value from a more focused portfolio and integrated organization now rests on the flexibility and efficiency



of our supply chain. Significant improvements were made last year to remove complexity and to lower costs across procurement, our plants, and transportation and warehousing. We achieved this without customer disruption while simultaneously generating \$9.8 million in cost savings in 2019, with more to come in 2020.

In 2020, we will further improve and optimize our end-to-end supply chain, to not only maximize efficiencies, but also to ensure that we have the supply chain needed to support the top-line growth that we are confident lies ahead. We are building the supply chain for the business we are creating, not the business we have today.

### **Leading the market through innovation**

We are working to inspire our customers to not only choose our products, but to choose our products for new and different eating occasions and to make more frequent repeat purchases. In 2019, we launched a number of award-winning seafood innovations, including new products that expanded seafood consumption into the snacking category. Snacking and seafood are two words not traditionally associated with each other, until now. Our haddock bite and fish wing products are leading this new category for seafood and prompting customers, operators and consumers to think about seafood in a new light.

We see tremendous potential for incremental growth from value-added innovation and recognize that we are uniquely positioned to drive innovation in the market thanks to the valuable brand equity of **High Liner**. We gave our namesake brand a fresh new look in 2019, along with our **Captain High Liner**. An icon in seafood aisles across Canada, we were delighted that the Captain's new look this year certainly turned some heads, raising brand awareness and injecting new life and energy into our well loved and respected brand.

Revitalizing our brand was also a fitting way to mark our 120th anniversary this year. No doubt our business today is unrecognizable from the day we first opened our doors to sell salt fish to the Nova Scotian community of Lunenburg back in 1899. And, thanks to the tremendous team effort in 2019, our business today is also fundamentally changed from a year ago.

We are on the right track and I have every confidence that continuous improvement in 2020 will set us up for further EBITDA growth in 2020, and a return to profitable, sustainable revenue growth.

Thank you for your continued support.

**Rod Hepponstall**  
President & Chief Executive Officer

# One High Liner Foods

Coming together as one integrated North American organization was the critical first step in our turnaround plan. The impact has been significant and spans all aspects of our strategy and the way we do business today. The following comments from our team capture the tangible and intangible benefits of our integration.

“One HLF has impacted the whole organization, especially the logistics team. Our centralized freight model makes everything much more cohesive. Thanks to ‘mirror image’ processes in Canada and the U.S., it’s much easier to share best practices and work as one team towards common goals.”

**FRED PACE**

Director, Storage and Distribution Services

“One HLF removed roadblocks! We are now set up to collaborate more efficiently and benefit from all of the expertise we have on our cross-functional teams. One HLF has also made life much easier — we no longer have duplicate, differing processes running in parallel. We are all on the same page and it is showing in more effective execution.”

**BILL MANDY**

Director, Project Management



“One HLF has made it so much easier for IT to effectively engage with areas of the business that were once segmented. We can now move much faster with implementing company-wide process and system improvements.”

**TOM WALKER**

Vice President, Information Technology

“Thanks to One HLF we have more direct and effective lines of communication. This made a big difference towards executing our supply chain excellence work last year. Coming together as one allowed us to cover an enormous amount of ground in a relatively short amount of time and surfaced many synergies that are benefiting the business today.”

**ED SNOOK**

General Manager, Lunenburg

“One HLF has created a greater understanding of the cross-functional collaboration required to successfully execute on our corporate objectives. It is allowing us to more fully leverage the collective expertise that exists across the business to better serve our customers.”

**TANIA ALBANESE**

Senior Director, National Accounts North America



“As a relatively new employee, I was excited to be joining an integrated team focused on creating a high-performance organization where colleagues across the business support and empower one another. Working together unlocks our true potential and is how we’ll achieve our goal to be the #1 frozen seafood company in North America!”

**TOM RUPKEY**

Vice President, Foodservice Sales



## Advancing Our Plan in 2019

The execution of our critical initiative strategy in 2019 had a significant impact on our bottom-line financial performance. As One High Liner Foods we were able to move forward and execute on our critical initiatives to simplify our business, drive efficiency and position ourselves for profitable revenue growth.

### Business simplification

A “less is more” philosophy guided our work to simplify our portfolio of seafood products. We considered how we could achieve more (sales and profit) from less (products, species and raw materials), all while lessening the burden on our supply chain (driving efficiencies and cost savings).

“We have substantially overhauled our portfolio and are reaping the benefits across the organization,” explains Paul Jewer, Executive Vice President & Chief Financial Officer. “We are focusing on our most profitable products and have let go of many lower margin, higher complexity products.”

Simplification is not just about the product portfolio — we are evaluating all of our business processes to ensure simplification and optimization. “Our work in this area will never be ‘done’, it is a constant process of refinement,” adds Jewer. “Simplification is a journey not a destination and the progress we have made on this journey is already serving us well.”

**“We have substantially overhauled our portfolio and are reaping the benefits across the organization.”**

**Paul Jewer**, Executive Vice President & Chief Financial Officer

*High Liner Foods' focused product portfolio delivers the right product, to the right customer at the right price.*



### Supply chain excellence

“Our supply chain improvements are driving higher margins and greater profitability,” says Ron van der Giesen, Senior Vice President, Supply Chain. “But that is not all. As a result of greater optimization and efficiency, people, processes and technology are able to work together far more seamlessly to better serve our customers.”

In 2020, we will drive continuous improvement across our supply chain, building on the detailed

analysis completed in 2019.

According to van der Giesen, “We will continue to drive out further complexity and surface incremental cost savings. We will also work hand in hand with our marketing and sales teams to continue optimizing our product portfolio, eliminating less profitable products and harmonizing raw materials, ingredients and packaging, which will not only drive further efficiency across the supply chain, but across many other areas of the business.”

### Shrimp — a focus area for growth

Shrimp is one of our core species. We have integrated all aspects of the Rubicon business into High Liner Foods' operations and can now start to extract the value of having in-house expertise in this sought-after species.

“Consumers love shrimp! It is one of the fastest growing seafood species out there and the opportunity for us is significant given our value-adding expertise,” says Craig Murray, Senior Vice President, Marketing & Innovation. “We are now well positioned to sell shrimp to customers across all channels and lead the market in offering more value-added shrimp products.”

*High Liner Foods is poised to leverage its in-house shrimp expertise to create new eating occasions and value-added products for this high growth species.*



*High Liner Foods is inspiring consumers to choose seafood more often as a healthy and versatile protein.*

**“Consumers love shrimp! It is one of the fastest growing seafood species out there and the opportunity for us is significant given our value-adding expertise.”**

**Craig Murray**, Senior Vice President, Marketing & Innovation

## Positioning for profitable revenue growth

We are readying ourselves to once again flex the muscle of our North American scale and industry leadership honed over decades — and to pair this with modern innovation. We are developing a robust innovation pipeline — a steady stream of new branded, value-added products that tap into market trends. And thanks to our improved sales and marketing execution, we will be able to bring these higher margin products to market more efficiently and with greater impact.

“Innovation is fast becoming an area of competitive advantage for us,” says Murray. “We are pairing consumer and market-driven data with our own proprietary innovation system to develop rapid prototypes and swift evaluation. We can be quick to seize on potential and move on when it’s not right.”

We are also driving incremental growth by creating a new category for seafood and driving innovation within it. Our seafood snacking product launches, fish wings and haddock bites, are appealing for multiple eating occasions and are aligned with a growing market for shareable snacks and appetizers.

Our more integrated operation allows us to take existing products across the border with relative ease. We were able, for example, to launch our new snacking products on a cross-border, multi-channel basis and secure significant distribution right out of the gate. Similarly, we were able to successfully launch our **GUINNESS® Distinctive Seafood** product line in Canada because of insights gleaned launching this

product south of the border, and are benefiting in a similar fashion as we bring one of our most popular product lines in Canada, **Pan-Sear Selects**, to U.S. consumers.

The bottom line is that, as a result of our significant progress in 2019, we are now in a much better position to create value for all of our stakeholders. We expect ongoing efforts to integrate, simplify and drive efficiencies in 2020 will continue to improve profitability and position the business to return to profitable and sustainable growth.

To help achieve this, we will continue to cultivate a culture that supports and challenges our people to do their best work and grow professionally in a high-performance environment. We will invest in mutually beneficial relationships with our customers and suppliers and ensure sustainable and responsible business practices. And we will be relentless in our efforts to continuously improve our newly integrated platform so that we can grow — and satisfy — North America’s appetite for seafood like never before.

## Award-Winning Performance

### 2019 ALASKA SYMPHONY OF SEAFOOD AWARD

in the Foodservice Category for **Alaska Wild Wings** — Southern Style, by Alaska Fisheries Development Foundation, Inc. (AFDF)

**2019 STRATEGIC VENDOR PARTNER OF THE YEAR AWARD** across All Food Categories, by Sodexo Canada

**2019 INNOVATIVE SUPPLIER OF THE YEAR AWARD** by Performance Foodservice Group (PFG)

**2019 INNOVATIVE PRODUCT OF THE YEAR AWARD** by the National Brand Marketing Company for our **GUINNESS® Distinctive Seafood** product line

**2019 SUPPLIER OF THE YEAR AWARD** in the Protein Category, by Flanagan Foodservice

**2019 SUPPLIER OF THE YEAR AWARD** by ADL Foods

**2019 SEAFOOD SUPPLIER OF THE YEAR AWARD** by Reinhart Foodservice



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## Sustainability at High Liner Foods

We view sustainability as a common-sense approach to business, and a process of ongoing engagement and continuous improvement, which helps us build trust, mitigate risks, and meet the needs and expectations of our customers, consumers and other stakeholders — today and for generations to come.

As a global seafood leader, we work hard to set and meet the highest standards in our industry. We make sure that we procure, produce and distribute seafood in ways that are good for the environment, good for our business and partners, and good for the customers and communities we serve.

As we work to ensure the responsible sourcing of seafood, we actively engage in partnerships with a diverse range of stakeholder groups including government agencies, trade associations, academia, non-governmental organizations (NGO), customers and consumers. We do so to deepen our understanding of the Environmental, Social and

Governance (ESG) issues impacting our business and how we can act collaboratively to mitigate risk and make progress on shared goals.

We report back to stakeholders on our specific sustainability practices and goals in our dedicated report available on our website at [highlinerfoods.com/sustainability](https://highlinerfoods.com/sustainability).

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# Management's Discussion and Analysis

For the fifty-two weeks ended December 28, 2019  
(All amounts are in United States dollars unless otherwise stated)

## Introduction

This Management's Discussion and Analysis ("MD&A"), dated February 26, 2020, relates to the financial condition and results of operations of High Liner Foods Incorporated for the fifty-two weeks ended December 28, 2019 ("Fiscal 2019") compared to the fifty-two weeks ended December 29, 2018 ("Fiscal 2018"). Throughout this discussion, "We", "Us", "Our", "Company" and "High Liner Foods" refer to High Liner Foods Incorporated and its businesses and subsidiaries.

This document should be read in conjunction with our 2019 Annual Report along with our Annual Audited Consolidated Financial Statements ("Consolidated Financial Statements") as at and for the fifty-two weeks ended December 28, 2019, prepared in accordance with International Financial Reporting Standards ("IFRS"). The information contained in this document, including forward-looking statements, is based on information available to management as of February 26, 2020, except as otherwise noted.

## Comparability of Periods

The Company's fiscal year-end floats, and ends on the Saturday closest to December 31. The Company follows a fifty-two week reporting cycle, which periodically necessitates a fiscal year of fifty-three weeks. Fiscal years 2019, 2018 and 2017 were fifty-two weeks. When a fiscal year contains fifty-three weeks, the reporting cycle is divided into four quarters of thirteen weeks each except for the fourth quarter, which is fourteen weeks in duration. Therefore, amounts presented may not be entirely comparable.

## Non-IFRS Financial Measures

This document includes certain non-IFRS financial measures, which we use as supplemental indicators of our operating performance and financial position, as well as for internal planning purposes. These non-IFRS measures do not have any standardized meaning as prescribed by IFRS and, therefore, may not be comparable to similarly titled measures presented by other publicly traded companies, nor should they be construed as an alternative to other financial measures determined in accordance with IFRS. Non-IFRS financial measures are defined and reconciled to the most directly comparable IFRS measures in the *Non-IFRS Financial Measures* section starting on page 32 of this MD&A.

## Currency

All amounts in this MD&A are in United States dollars ("USD"), unless otherwise noted. Although the functional currency of High Liner Foods' Canadian company (the "Parent") is the Canadian dollar ("CAD"), management believes the USD presentation better reflects the Company's overall business activities and improves investors' ability to compare the Company's consolidated financial results with other publicly traded businesses in the packaged foods industry (most of which are based in the United States ("U.S.") and report in USD) and should result in less volatility in reported sales and income on the conversion into the presentation currency.

For the purpose of presenting the Consolidated Financial Statements in USD, CAD-denominated assets and liabilities in the Parent's operations are converted using the exchange rate at the reporting date, and revenue and expenses are converted at the average exchange rate of the month in which the transaction occurs. As such, foreign currency fluctuations affect the reported values of individual lines on our balance sheet and income statement. When the USD strengthens (weakening CAD), the reported USD values of the Parent's CAD-denominated items decrease in the Consolidated Financial Statements, and the opposite occurs when the USD weakens (strengthening CAD).

In certain sections of this document, balance sheet and operating items of the Parent are discussed in the CAD functional currency (the "domestic currency" of the Parent) to eliminate the effect of fluctuating foreign exchange rates used to translate the Parent's operations to the USD presentation currency.

## Forward-Looking Statements

This MD&A includes statements that are forward looking. Our actual results may be substantially different because of the risks and uncertainties associated with our business and the general economic environment. We discuss the principal risks of our business in the *Risk Factors* section on page 40 of this MD&A. We cannot provide any assurance that forecasted financial or operational performance will actually be achieved, and if it is achieved, we cannot provide assurance that it will result in an increase in the Company's share price. See the *Forward-Looking Information* section on page 49 of this MD&A.

## Company Overview

High Liner Foods, through its predecessor companies, has been in business since 1899 and has been a publicly traded Canadian company since 1967, trading under the symbol 'HLF' on the Toronto Stock Exchange ("TSX"). We are a leading North American processor and marketer of value-added (i.e. processed) frozen seafood, producing a wide range of products from breaded and battered items to seafood entrées, that are sold to North American food retailers and foodservice distributors. In addition, we are a major supplier of commodity products in the North American market. The retail channel includes grocery and club stores and our products are sold throughout the U.S. and Canada under the **High Liner**, **Fisher Boy**, **Mirabel**, **Sea Cuisine** and **Catch of the Day** labels. The foodservice channel includes sales of seafood that is usually eaten outside the home and our branded products are sold through distributors to restaurants and institutions under the **High Liner**, **Mirabel**, **Icelandic Seafood**<sup>(1)</sup> and **FPI** labels. The Company is also a major supplier of private-label value-added frozen premium seafood products to North American food retailers and foodservice distributors.

We own and operate three food-processing plants located in Lunenburg, Nova Scotia ("N.S."), Portsmouth, New Hampshire, and Newport News, Virginia.

Although our roots are in the Atlantic Canadian fishery, we purchase all our seafood raw material and some finished goods from around the world. From our headquarters in Lunenburg, N.S., we have transformed our long and proud heritage into global seafood expertise. We deliver on the expectations of consumers by selling seafood products that respond to their demands for sustainable, convenient, tasty and nutritious seafood, at good value.

Additional information relating to High Liner Foods, including our most recent Annual Information Form ("AIF"), is available on SEDAR at [www.sedar.com](http://www.sedar.com) and in the Investor Center section of the Company's website at [www.highlinerfoods.com](http://www.highlinerfoods.com).

<sup>(1)</sup> In December 2011, as part of our acquisition of the U.S. subsidiary of Icelandic Group h.f., we acquired several brands and agreed to a seven-year royalty-free licensing agreement with Icelandic Group for the use of the Icelandic Seafood brand in the U.S., Canada and Mexico. In April 2018, the Company executed a seven-year brand license agreement for the continued use of the Icelandic Seafood brand in the U.S. and Canada with royalty payments effective January 2019 (1.5% on net sales of products sold under the Icelandic Seafood brand).

## Critical Initiatives

In 2018, the Company embarked on a significant undertaking as represented by the five critical initiatives summarized below to stabilize the business and create optimal conditions for innovation, industry leadership and growth in support of long-term value creation for stakeholders. At this time the Company launched its critical initiative plan, and expected the plan would achieve a minimum of \$10.0 million in annualized cost savings, on a run-rate basis. The first critical initiative of organizational realignment was completed in November 2018 and generated net annualized run-rate cost savings of \$7.0 million (see the *Recent Developments* section on page 16 of this MD&A for further discussion).

During the second quarter of 2019, to complement existing work and address anticipated headwinds facing the business, the Company engaged consulting firm AlixPartners to help further analyze and identify improvements associated with its supply chain and other cost savings opportunities related to selling, general and administrative expenses. As a result of expanding the scope of the supply chain excellence critical initiative, combined with the annual cost savings generated from the organizational realignment, the Company expects a significant increase in the total net annualized run-rate cost savings associated with the overall critical initiative plan as compared to the \$10.0 million cost savings target initially disclosed.

The Company's five critical initiatives were as follows and laid the foundation for the strategic objectives High Liner Foods will advance in 2020:

- **Organizational Realignment:** The Company made important progress on this initiative throughout 2019 to realign the organization and create a "One High Liner Foods" culture that improves efficiency and cuts costs, facilitates knowledge sharing and organizational best practices, and laid the foundation for the critical initiatives that follow.
- **Business Simplification:** The Company has reduced unnecessary complexity in its business to simplify its product portfolio and focus the portfolio on the best of High Liner Foods – in terms of margins, customer appeal and growth potential. Although this has required certain product eliminations in 2019 (235 products and 8 species), it has enabled the Company to focus its resources on its most profitable and desirable products.

- **Supply Chain Excellence:** The Company has built on efforts to date to create one integrated supply chain by working to develop a cross-border operating system, increasing the efficiency of manufacturing activities through further centralization and standardization, and improving sales and operational planning. \$9.8 million in cost savings were realized in 2019 related to these activities including from improved plant efficiency.
- **Rubicon Shrimp Alignment and Growth:** The Company has worked to extract the value and synergies in this acquisition that have yet to be fully realized. By fully integrating the Rubicon shrimp business into High Liner Foods, the Company is now better positioned to maximize the opportunity for growth in shrimp, one of the fastest growing species in North America.
- **Profitable Organic Growth:** The Company has invested in product innovation, research and partnerships to strengthen its customer engagement, shape consumer tastes and drive demand for its seafood with the goal of returning to profitable growth.

Following execution of its critical initiative plan in 2018 and 2019, High Liner Foods is a more profitable business. Adjusted EBITDA growth in 2019 compared to 2018 reflects cost savings and efficiency improvements resulting from the critical initiatives (see the *Performance* section on page 18 of this MD&A for further discussion).

In 2020, the Company plans to continue to turnaround the business and reposition it for long-term sustainable value creation. Building on a stronger foundation, continuous improvement across the business in 2020 is expected to deliver further growth in Adjusted EBITDA compared to 2019 and continue to reposition the business for a return to profitable, sustainable revenue growth (see the *Outlook* section on page 16 of this MD&A for further discussion). The Company's strategic objectives in 2020 focus on:

- Growing revenue from profitable value-added products through improved sales and marketing execution, ongoing portfolio management and accelerated product innovation; and
- Further improving profitability through continued business simplification, improved business processes and supply chain optimization, including completing operating efficiency and cost savings initiatives identified in 2019.

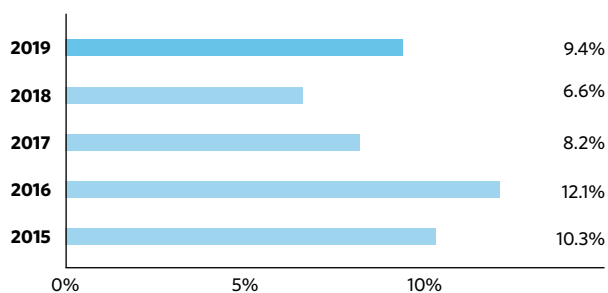
## Financial Objectives

Our strategy is designed with the expectation of increasing shareholder value. To help us focus on meeting investor expectations, we use three key financial measures to gauge our financial performance:

	Fiscal 2019	Fiscal 2018
<b>Return</b>		
On assets managed	9.4%	6.6%
On equity	8.8%	5.8%
<b>Profitability</b>		
Adjusted EBITDA as a percentage of sales	9.1%	6.0%
<b>Financial strength</b>		
Net Debt to Adjusted EBITDA ratio (times)	4.1x	5.8x

Each of these financial measures is further discussed below. See the *Non-IFRS Financial Measures* section starting on page 32 for further explanation of these measures.

### Return on Assets Managed ("ROAM")



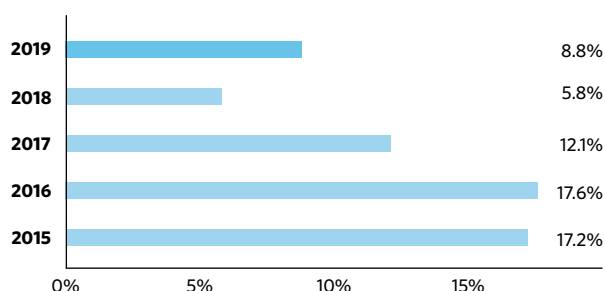
In 2019, Adjusted EBIT increased by \$18.2 million, or 40.6%, compared to 2018 and the thirteen-month rolling average net assets managed decreased by \$9.8 million, or 1.5%. The combined impact of these changes was an increase in ROAM from 6.6% at the end of Fiscal 2018 to 9.4% at the end of Fiscal 2019.

The increase in Adjusted EBIT in 2019 is a result of the same factors causing the \$22.8 million increase in Adjusted EBITDA in 2019 compared to 2018, as discussed in the *Consolidated Performance* section on page 20 of this MD&A, and an increase in depreciation and amortization expense primarily related to the adoption of the new lease standard that was effective at the beginning of Fiscal 2019 (see the *Recent Developments* section on page 16 of this MD&A).



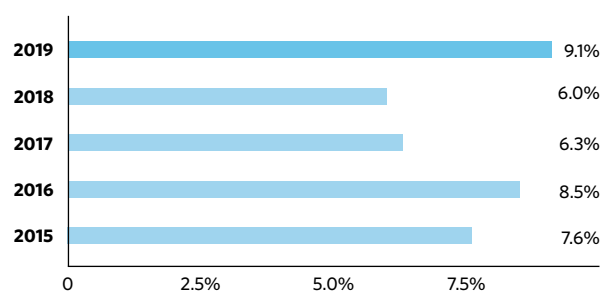
The decrease in the average net assets managed in 2019 compared to 2018 is primarily due to a decrease in average accounts receivable and inventories, partially offset by a decrease in average accounts payable and accrued liabilities as a result of the Company's focus on working capital management, and an increase in right-of-use assets related to the adoption of the new lease standard during Fiscal 2019 as discussed above.

**Return on Equity ("ROE")**



In 2019, Adjusted Net Income less share-based compensation expense increased by \$8.1 million, or 50.8%, compared to 2018, and the thirteen-month rolling average common equity decreased by \$1.3 million, or 0.5%. The combined impact of these changes resulted in an increase in ROE from 5.8% at the end of Fiscal 2018 to 8.8% at the end of Fiscal 2019. The increase in Adjusted Net Income in 2019 compared to 2018 is discussed in the *Consolidated Performance* section on page 21 of this MD&A.

**Adjusted EBITDA as a Percentage of Sales**

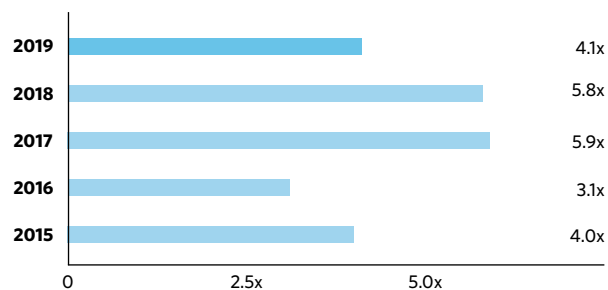


Adjusted EBITDA as a percentage of sales is calculated as follows:

- **Adjusted EBITDA** as defined in the *Non-IFRS Financial Measures* section on page 32 of this MD&A, divided by:
- **Sales** as disclosed on the consolidated statements of income.

In 2019, Adjusted EBITDA increased by \$22.8 million, or 36.6%, compared to 2018 and sales decreased by \$106.3 million, or 10.1%. The combined impact of these changes resulted in an increase in Adjusted EBITDA as a percentage of sales from 6.0% in 2018 compared to 9.1% in 2019. The increase in Adjusted EBITDA is discussed in the *Consolidated Performance* section on page 20 of this MD&A.

**Net Debt to Adjusted EBITDA**



Net Debt to Adjusted EBITDA is calculated as follows:

- **Net Debt** as defined in the *Non-IFRS Financial Measures* section on page 32 of this MD&A, divided by:
- **Adjusted EBITDA** as defined in the *Non-IFRS Financial Measures* section on page 32 of this MD&A.

During 2019, Net Debt decreased by \$14.0 million and Adjusted EBITDA increased by \$22.8 million. The combined impact of these changes was an improvement in Net Debt to Adjusted EBITDA for 2019 compared to 2018. The change in Net Debt is discussed on page 27 of this MD&A and the change in Adjusted EBITDA is discussed on page 20 of this MD&A. In the absence of any major acquisitions or strategic initiatives requiring capital expenditures in 2020, we expect this ratio will be lower at the end of Fiscal 2020.

## Outlook

High Liner Foods is confident that it will deliver year-over-year annual Adjusted EBITDA growth in 2020 as the Company benefits from the work completed in 2019 and drives continuous improvements across the business. The Company also expects that by the end of 2020, the impact of new business and new product sales will return the Company to profitable revenue growth.

Net Debt to Adjusted EBITDA is expected to continue to improve in 2020 as a result of growth in Adjusted EBITDA, improved cash flow management and the dividend reduction announced in May of this year on the Company's common shares.

The Company currently purchases its seafood raw materials and commodity products from 25 countries, including China. Chinese processors are central to the Company's supply chain operating efficiently and, therefore, the Company is closely monitoring the current coronavirus disease outbreak ("COVID-19") and reviewing options, should they be required, to mitigate the impact of any prolonged disruption in supply from any of its Chinese suppliers.

The Company will also continue to closely monitor developments related to U.S. tariffs on seafood products imported to the U.S. from China and any potential recovery of previously paid tariffs.

Excluding any impact related to the current COVID-19 outbreak and U.S. tariffs on seafood products imported from China, the pricing and supply of seafood raw materials for the products sold by the Company are expected to remain relatively stable throughout 2020.

## Recent Developments

### Organizational Realignment

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During the fourth quarter of Fiscal 2018, the Company announced an organizational realignment to optimize the Company's structure in order to take better advantage of the Company's North American scale. As a result, the Company undertook significant reorganization of the internal leadership and reporting structure. The reorganization is now complete and the Company is arranged as a single frozen seafood company that is focused on North America, rather than focusing on separate geographical segments (U.S. and Canada). As such, the Company has transitioned to a single operating and reporting segment.

The 2018 organizational realignment resulted in a 14.0% reduction of its salaried workforce. The Company has recognized total short-term termination benefits of approximately \$4.8 million, of which \$1.3 million was recognized during the fifty-two weeks ended December 28, 2019, and \$3.5 million was recognized in the fourth quarter of 2018, as business acquisition, integration and other expense (income) in the consolidated statements of income. The full organizational realignment undertaken in 2018 will generate approximately \$7.0 million in net annualized run rate cost savings.

### Dividend and Capital Structure

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After an extensive review of its capital allocation strategy, on May 14, 2019, the Board of Directors (the "Board") revised the quarterly dividend to CAD\$0.050 per common share from CAD\$0.145 per common share. The revised dividend also frees up approximately \$10 million in cash flow annually to support the reduction and refinancing of debt to create a stronger balance sheet.

### Product Recall

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In 2017, the Company announced a voluntary recall of certain brands of breaded fish and seafood products sold in Canada and the U.S. that may contain a milk allergen that was not declared on the ingredient label and allergen statement. The Company identified that the allergen had originated from ingredients supplied by one of the Company's ingredient suppliers. As a result, during the fifty-two weeks ended December 30, 2017, the Company recognized \$13.5 million in net losses associated with the product recall related to consumer refunds, customer fines, the return of product to be re-worked or destroyed, and direct incremental costs. These losses did not include any reduction in earnings as a result of lost sales opportunities due to limited product availability and customer shortages, or increased production costs related to the interruption of production at the Company's facilities. During the third quarter of 2018, the Company recognized an \$8.5 million recovery associated with the product recall losses from the ingredient supplier, which was recognized as business acquisition, integration and other expense (income) in the consolidated statements of income.

During the fifty-two weeks ended December 28, 2019, the Company recognized an \$8.5 million recovery associated with the product recall losses from the ingredient supplier, which was recognized as business acquisition, integration and other expense (income) in the consolidated statements of income. As a result, the Company has recovered the full \$13.5 million in losses recognized during the fifty-two weeks ended December 30, 2017 related to consumer refunds, customer fines, the return of product to be re-worked or destroyed, and direct incremental costs, and an additional \$3.5 million related to lost sales opportunities and increased production costs. No further expenses or recoveries are expected.

### Adoption of IFRS 16, Leases

The Company has adopted the new lease standard, IFRS 16, *Leases* ("IFRS 16"), effective December 30, 2018 using the modified retrospective method, including the application of certain practical expedients, and therefore the comparative information for Fiscal 2018 has not been restated. The implementation of IFRS 16 has resulted in additional assets and liabilities on the consolidated statements of financial position of approximately \$14.6 million (see the *Accounting Estimates and Standards* section on page 37 of this MD&A). In addition, the nature of the expense related to these leases has changed as IFRS 16 replaces the straight-line operating lease expense with depreciation expense for right-of-use assets and interest expense on the lease liabilities using the effective interest method. Approximately \$5.1 million, previously accounted for as operating lease expense, is now accounted for as \$4.6 million of depreciation expense and \$1.3 million of finance costs for fifty-two weeks ended December 28, 2019. The Company's non-IFRS financial measures for Fiscal 2019 reflect the impact of IFRS 16, and prior periods have not been adjusted, consistent with the modified retrospective method (see the *Non-IFRS Financial Measures* section starting on page 32 of this MD&A).

### Board of Directors

The Chairman of the Board, Henry Demone, retired from the Board following the conclusion of the Annual General Meeting ("AGM") on May 14, 2019. The Board appointed Robert Pace as the new Chairman of the Board at that time.

### U.S. Tariffs

In September 2018, the U.S. Trade Representative ("USTR") commenced trade discussions with China which has resulted in the following actions related to additional tariffs on goods imported to the U.S.:

- Initial 10% tariff on certain Chinese imports effective September 24, 2018 ("first action");
- Increase to a 25% tariff on Chinese imports covered by the first action effective May 10, 2019 for items entering the U.S. on or after June 10, 2019; and
- Initial 15% tariff proposed on Chinese imports falling under "List 4B" effective December 15, 2019 ("second action"), pending further negotiations between the U.S. and China.

The 5% additional tariff proposed on certain Chinese imports covered by the first action on August 23, 2019, which would bring the total tariff to 30%, and the 15% tariff proposed on certain Chinese imports covered by the second action, have been postponed indefinitely.

The Company currently purchases its seafood raw materials and commodity products from 25 countries, including from the U.S., to meet U.S. consumer demand. A portion of this raw material is imported into China for primary processing and then exported to the U.S. for sale and secondary processing. The Company has determined that the additional tariffs in the first action impacted most notably haddock (excluding block), tilapia and sole/flounder. The estimated annual run-rate exposure of the 25% tariff on Chinese imports covered by the first action is approximately \$12.0 million, based on current volume and raw material costs. However, the Company has implemented plans, including pricing actions and other supply chain initiatives, to mitigate the impact of these tariffs and reduce the estimated impact to the Company.

During December 2019, the Company received notice of approval of an exclusion request submitted to the USTR regarding tariffs on certain goods imported to the U.S. from China. The exclusion applies to tariffs already incurred, or that would otherwise be incurred, on specific goods from September 24, 2018 to August 7, 2020 and may result in the recovery of tariffs previously paid by the Company. It is not practicable at this time to estimate the timing or amount of any recovery.

The Company will continue to monitor these developments closely, particularly if further information becomes available regarding potential additional tariffs or exclusions, or how the previously announced tariffs and exclusions will impact the Company.

### **Refinancing of Term Loan Facility and Amendment of Working Capital Facility**

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During October 2019, the Company announced the amendment of its working capital facility (refer to Note 11 "Bank loans" to the Consolidated Financial Statements for further information) and the early refinancing of its term loan facility (refer to Note 14 "Long-term debt" to the Consolidated Financial Statements for further information). The working capital facility was amended by reducing the amount of the facility from \$180.0 million to \$150.0 million and extending the term from April 2021 to April 2023. The term loan facility was reduced from \$370.0 million to \$300.0 million, the term was extended from April 2021 to October 2026, and the applicable interest rates for loans under the facility was increased from LIBOR plus 3.25% (1.00% LIBOR floor) to LIBOR plus 4.25% (1.00% LIBOR floor).

The refinancing of the term loan facility was not assessed as a substantial modification, and as a result, the deferred finance costs related to the original facility continue to be amortized over the remaining term. In addition, the Company incurred further deferred finance costs on the amended facility of \$6.1 million. As the net present value of the cash flows of the modified debt exceeded the carrying value of the original facility before the amendments, a modification loss of \$11.0 million was recorded in finance costs on the consolidated statements of income during the fifty-two weeks ended December 28, 2019.

## **Performance**

As previously discussed, the Company undertook significant reorganization of the internal leadership and reporting structure. The reorganization is now complete and the Company is arranged as a single, focused frozen seafood company that is focused on North America, rather than focusing on separate geographical segments (U.S. and Canada). As such, the Company has transitioned to a single operating and reporting segment (see Note 24 "Geographic information" to the Consolidated Financial Statements) and the following discussion and analysis of the Company's financial results focuses on the performance of the consolidated operations.

### **Seasonality**

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Overall, the first quarter of the year is historically the strongest for both sales and profit, and the second quarter is the weakest. Both our retail and foodservice businesses traditionally experience a strong first quarter due to retailers and restaurants promoting seafood during the Lenten period. As such, the timing of Lent can impact our quarterly results.

A significant percentage of advertising and promotional activity is typically done in the first quarter. Customer-specific promotional expenditures such as trade spending, listing allowances and couponing are deducted from "Sales" and non-customer-specific consumer marketing expenditures are included in selling, general and administrative expenses.

Inventory levels fluctuate throughout the year, most notably increasing to support strong sales periods such as the Lenten period. In addition, the timing of ordering raw materials is earlier than typically required in order to have adequate quantities available during the seasonal closure of plants in Asia during the Lunar New Year period. These events typically result in significantly higher inventories in December, January, February and March than during the rest of the year.

## Consolidated Performance

The table below summarizes key consolidated financial information for the relevant periods.

(in \$000s, except sales volume, per share amounts, percentage amounts, and exchange rates)	Fifty-two weeks ended		Fifty-two weeks ended	
	December 28, 2019	December 29, 2018	Change	December 30, 2017
<b>Sales volume (millions of lbs)</b>	<b>258.8</b>	284.0	<b>(25.2)</b>	291.8
<b>Average foreign exchange rate (USD/CAD)</b>	<b>\$ 1.3273</b>	\$ 1.2956	<b>\$ 0.0317</b>	\$ 1.2983
<b>Sales</b>	<b>\$ 942,224</b>	\$ 1,048,531	<b>\$ (106,307)</b>	\$ 1,053,846
<b>Gross profit</b>	<b>\$ 185,860</b>	\$ 188,157	<b>\$ (2,297)</b>	\$ 186,079
<b>Gross profit as a percentage of sales</b>	<b>19.7%</b>	17.9%	<b>1.8%</b>	17.7%
<b>Distribution expenses</b>	<b>\$ 45,759</b>	\$ 52,649	<b>\$ (6,890)</b>	\$ 49,827
<b>Selling, general and administrative expenses</b>	<b>\$ 90,019</b>	\$ 92,208	<b>\$ (2,189)</b>	\$ 99,449
<b>Adjusted EBITDA<sup>(1)</sup></b>	<b>\$ 85,324</b>	\$ 62,474	<b>\$ 22,850</b>	\$ 66,112
<b>Adjusted EBITDA as a percentage of sales</b>	<b>9.1%</b>	6.0%	<b>3.1%</b>	6.3%
<b>Net income</b>	<b>\$ 10,289</b>	\$ 16,776	<b>\$ (6,487)</b>	\$ 31,653
Basic Earnings per Share ("EPS")	<b>\$ 0.31</b>	\$ 0.50	<b>\$ (0.19)</b>	\$ 0.98
Diluted EPS	<b>\$ 0.30</b>	\$ 0.50	<b>\$ (0.20)</b>	\$ 0.97
<b>Adjusted Net Income<sup>(1)</sup></b>	<b>\$ 29,137</b>	\$ 17,049	<b>\$ 12,088</b>	\$ 30,142
Adjusted Basic EPS	<b>\$ 0.86</b>	\$ 0.51	<b>\$ 0.35</b>	\$ 0.93
Adjusted Diluted EPS <sup>(1)</sup>	<b>\$ 0.85</b>	\$ 0.51	<b>\$ 0.34</b>	\$ 0.93
<b>Total assets</b>	<b>\$ 820,494</b>	\$ 837,155	<b>\$ (16,661)</b>	\$ 907,969
<b>Total long-term financial liabilities</b>	<b>\$ 309,480</b>	\$ 333,871	<b>\$ (24,391)</b>	\$ 348,774
<b>Dividends paid per common share (in CAD)</b>	<b>\$ 0.295</b>	\$ 0.580	<b>\$ (0.285)</b>	\$ 0.565

<sup>(1)</sup> See the Non-IFRS Financial Measures section starting on page 32 for further explanation of Adjusted EBITDA, Adjusted Net Income and Adjusted Diluted EPS.

### SALES

Sales volume in 2019 decreased by 25.2 million pounds, or 8.9%, to 258.8 million pounds compared to 284.0 million pounds in 2018 due to lower sales volumes in our retail and foodservice businesses, including lower sales volume as a result of lost business in the latter half of Fiscal 2018 and the fourth quarter of Fiscal 2019, and the exit of low margin business, partially offset by new business and new product sales.

Sales in 2019 decreased by \$106.3 million, or 10.1%, to \$942.2 million compared to \$1,048.5 million in 2018. The decrease in sales reflects the lower sales volumes mentioned above and changes in sales mix, partially offset by price increases related to raw material cost increases. In addition, the weaker Canadian dollar in 2019 compared to 2018 decreased the value of reported USD sales from our CAD-denominated operations by approximately \$5.8 million relative to the conversion impact last year.

### GROSS PROFIT

Gross profit decreased in 2019 by \$2.3 million, or 1.2%, to \$185.9 million compared to \$188.2 million in 2018, while gross profit as a percentage of sales increased to 19.7% compared to 17.9% in 2018. The decrease in gross profit reflects the lower sales volume discussed above and raw material cost increases, including tariffs on certain species imported into the U.S. from China (see the *Recent Developments* section on page 16 of this MD&A). This decrease was partially offset by sales price increases, favourable product mix related to the exit of the low margin business and improved plant efficiencies partially related to supply chain excellence initiatives (see the *Company Overview* section on page 13 of this MD&A).

In addition, the weaker Canadian dollar decreased the value of reported USD gross profit from our Canadian operations in 2019 by approximately \$1.3 million relative to the conversion impact last year.

**DISTRIBUTION EXPENSES**

Distribution expenses, consisting of freight and storage, decreased in 2019 by \$6.8 million to \$45.8 million compared to \$52.6 million in 2018 primarily reflecting the lower sales volume mentioned previously and savings associated with supply chain excellence initiatives (see the *Company Overview* section on page 13 of this MD&A), partially offset by increased depreciation expense related to the adoption of the new lease standard that was effective at the beginning of Fiscal 2019 (see the *Recent Developments* section on page 16 of this MD&A). As a percentage of sales, distribution expenses decreased to 4.9% in 2019 compared to 5.0% in 2018.

**SELLING, GENERAL AND ADMINISTRATIVE ("SG&A") EXPENSES**

(Amounts in \$000s)	Fifty-two weeks ended	
	December 28, 2019	December 29, 2018
SG&A expenses, as reported	\$ 90,019	\$ 92,208
Less:		
Share-based compensation expense <sup>(1)</sup>	7,084	1,188
Depreciation and amortization expense <sup>(1)</sup>	10,779	9,441
<b>SG&amp;A expenses, net</b>	<b>\$ 72,156</b>	<b>\$ 81,579</b>
<b>SG&amp;A expenses, net as a percentage of sales</b>	<b>7.7%</b>	<b>7.8%</b>

<sup>(1)</sup> Represents share-based compensation expense and depreciation and amortization expense that is allocated to SG&A only. The remaining expense is allocated to cost of sales and distribution expenses.

SG&A expenses decreased by \$2.2 million to \$90.0 million in 2019 as compared to \$92.2 million in 2018. SG&A expenses included share-based compensation expense of \$7.1 million in 2019 compared to \$1.2 million in 2018, primarily due to the issuance of stock options and cash-settled awards and a higher share price at the end of 2019 compared to 2018. SG&A expenses also included depreciation and amortization expense of \$10.8 million in 2019 compared to \$9.4 million in 2018. This increase was primarily related to adoption of the new lease standard that was effective at the beginning of Fiscal 2019 (see the *Recent Developments* section on page 16 of this MD&A).

Excluding share-based compensation and depreciation and amortization expenses, SG&A expenses decreased in 2019 by \$9.4 million to \$72.2 million compared to \$81.6 million in 2018, due to lower salaries and benefits related to the organizational realignment (see the *Company Overview* section on page 13 of this MD&A), lower consumer marketing and administrative expenditures associated with cost saving initiatives and lower variable selling costs largely related to the lower sales volume mentioned previously. As a percentage of sales, SG&A excluding share-based compensation and depreciation and amortization expense decreased to 7.7% in 2019 compared to 7.8% in 2018.

**ADJUSTED EBITDA**

We refer to Adjusted EBITDA throughout this MD&A in discussing our results for the fifty-two weeks ended December 28, 2019. See the *Non-IFRS Financial Measures* section on page 32 for further explanation of this non-IFRS measure.

Consolidated Adjusted EBITDA increased in 2019 by \$22.8 million, or 36.6%, to \$85.3 million compared to \$62.5 million in 2018. The increase in Adjusted EBITDA reflects the inclusion of \$5.5 million of the \$8.5 million recovery received from the ingredient supplier in the first quarter of 2019 associated with the 2017 product recall (see the *Recent Developments* section on page 16 of this MD&A), the impact of the new lease standard adopted at the beginning of Fiscal 2019 (see the *Recent Developments* section on page 16 of this MD&A) and the decrease in distribution and net SG&A expenses, partially offset by the lower gross profit, all discussed previously. The remaining recovery received from the ingredient supplier of \$3.0 million (of the total \$8.5 million) and the \$8.5 million recovery received in the third quarter of 2018 were excluded from Adjusted EBITDA, consistent with the treatment in Fiscal 2017 when the related \$11.5 million in product recall costs were added back or excluded for the purpose of Adjusted EBITDA.

The impact of converting our CAD-denominated operations and corporate activities to our USD presentation currency decreased the value of reported Adjusted EBITDA in USD by \$4.8 million in 2019 compared to \$4.3 million in 2018.

**NET INCOME**

We refer to Adjusted Net Income and Adjusted Diluted EPS throughout this MD&A. See the *Non-IFRS Financial Measures* section starting on page 32 for further explanation of these non-IFRS measures.

Net income decreased in 2019 by \$6.5 million, or 38.7%, to \$10.3 million (\$0.30 per diluted share) compared to \$16.8 million (\$0.50 per diluted share) in 2018. The decrease in net income reflects an increase in finance costs primarily reflecting the loss on modification of debt related to the debt refinancing completed in October 2019 (see the *Recent Developments* section on page 16 of this MD&A), costs associated with the Company's critical initiatives, and the increase in share-based compensation and depreciation and amortization expenses discussed previously, partially offset by the increase in Adjusted EBITDA discussed previously, a decrease in short-term termination benefits associated with the organizational realignment announced in November 2018, and lower income tax expense as discussed in the *Income Taxes* section on page 25 of this MD&A.

In 2019, net income included "business acquisition, integration and other expense (income)" (as explained in the *Business Acquisition, Integration and Other Expense (Income)* section on page 25 of this MD&A) related to the product recall recovery, short-term termination benefits and the costs associated with the Company's critical initiatives mentioned above, and other non-cash expenses. In 2018, net income included "business acquisition, integration and other expense (income)" related to the product recall recovery in the third quarter of 2018, short-term termination benefits as a result of restructuring activities and other non-cash expenses. Excluding the impact of these non-routine items or other non-cash expenses and the loss on modification of debt related to the debt refinancing completed in October 2019 (see the *Recent Developments* section on page 16 of this MD&A), and including the \$3.0 million product recall recovery excluded from Adjusted EBITDA, Adjusted Net Income in 2019 increased by \$12.1 million, or 70.9%, to \$29.1 million compared to \$17.0 million in 2018.

Adjusted Diluted EPS increased by \$0.34 to \$0.85 in 2019 compared to \$0.51 in 2018.

## Results by Quarter

The following table provides summarized financial information for the last eight quarters:

### FISCAL 2019

(Amounts in \$000s, except per share amounts)	First quarter	Second quarter	Third quarter	Fourth quarter	Full year
<b>Sales</b>	\$ 277,424	\$ 223,034	\$ 220,141	\$ 221,625	\$ 942,224
<b>Adjusted EBITDA<sup>(1)</sup></b>	\$ 32,215	\$ 17,883	\$ 16,455	\$ 18,771	\$ 85,324
<b>Net Income</b>	\$ 14,762	\$ 946	\$ (2,400)	\$ (3,019)	\$ 10,289
Basic EPS	\$ 0.44	\$ 0.03	\$ (0.07)	\$ (0.09)	\$ 0.31
Diluted EPS	\$ 0.43	\$ 0.03	\$ (0.07)	\$ (0.09)	\$ 0.30
<b>Adjusted Net Income<sup>(1)</sup></b>	\$ 14,925	\$ 4,680	\$ 3,857	\$ 5,675	\$ 29,137
Adjusted Basic EPS	\$ 0.44	\$ 0.14	\$ 0.11	\$ 0.17	\$ 0.86
Adjusted Diluted EPS <sup>(1)</sup>	\$ 0.44	\$ 0.13	\$ 0.11	\$ 0.17	\$ 0.85
<b>Dividends paid per common share (in CAD)</b>	\$ 0.145	\$ 0.050	\$ 0.050	\$ 0.050	\$ 0.295
<b>Net non-cash working capital<sup>(2)</sup></b>	\$ 230,412	\$ 209,791	\$ 201,289	\$ 239,176	\$ 239,176

### FISCAL 2018

(Amounts in \$000s, except per share amounts)	First quarter	Second quarter	Third quarter	Fourth quarter	Full year
<b>Sales</b>	\$ 319,184	\$ 245,312	\$ 241,157	\$ 242,878	\$ 1,048,531
<b>Adjusted EBITDA<sup>(1)</sup></b>	\$ 24,221	\$ 12,050	\$ 14,235	\$ 11,968	\$ 62,474
<b>Net Income</b>	\$ 10,251	\$ 2,804	\$ 4,531	\$ (810)	\$ 16,776
Basic EPS	\$ 0.31	\$ 0.08	\$ 0.13	\$ (0.02)	\$ 0.50
Diluted EPS	\$ 0.31	\$ 0.08	\$ 0.13	\$ (0.02)	\$ 0.50
<b>Adjusted Net Income<sup>(1)</sup></b>	\$ 10,703	\$ 3,766	\$ 412	\$ 2,169	\$ 17,049
Adjusted Basic EPS	\$ 0.32	\$ 0.11	\$ 0.01	\$ 0.07	\$ 0.51
Adjusted Diluted EPS <sup>(1)</sup>	\$ 0.32	\$ 0.11	\$ 0.01	\$ 0.07	\$ 0.51
<b>Dividends paid per common share (in CAD)</b>	\$ 0.145	\$ 0.145	\$ 0.145	\$ 0.145	\$ 0.580
<b>Net non-cash working capital<sup>(2)</sup></b>	\$ 244,764	\$ 227,935	\$ 233,916	\$ 227,223	\$ 227,223

<sup>(1)</sup> See the Non-IFRS Financial Measures section starting on page 32 for further explanation of Adjusted EBITDA, Adjusted Net Income and Adjusted Diluted EPS.

<sup>(2)</sup> Net non-cash working capital comprises accounts receivable, inventories and prepaid expenses, less accounts payable and accrued liabilities, contract liability and provisions.



## Fourth Quarter

### Consolidated Performance

(in \$000s, except sales volume, per share amounts, percentage amounts and exchange rates)	Thirteen weeks ended		Thirteen weeks ended	
	December 28, 2019	December 29, 2018	Change	December 30, 2017
<b>Sales volume (millions of lbs)</b>	<b>59.7</b>	66.1	<b>(6.4)</b>	71.6
<b>Average foreign exchange rate (USD/CAD)</b>	<b>\$ 1.3206</b>	\$ 1.3197	<b>\$ 0.0009</b>	\$ 1.2715
<b>Sales</b>	<b>\$ 221,625</b>	\$ 242,878	<b>\$ (21,253)</b>	\$ 263,022
<b>Gross profit</b>	<b>\$ 44,502</b>	\$ 40,287	<b>\$ 4,215</b>	\$ 44,504
<b>Gross profit as a percentage of sales</b>	<b>20.1%</b>	16.6%	<b>3.5%</b>	16.9%
<b>Distribution expenses</b>	<b>\$ 11,384</b>	\$ 12,125	<b>\$ (741)</b>	\$ 13,328
<b>Selling, general and administrative expenses</b>	<b>\$ 18,577</b>	\$ 20,959	<b>\$ (2,382)</b>	\$ 24,609
<b>Adjusted EBITDA<sup>(1)</sup></b>	<b>\$ 18,771</b>	\$ 11,968	<b>\$ 6,803</b>	\$ 13,060
<b>Adjusted EBITDA as a percentage of sales</b>	<b>8.5%</b>	4.9%	<b>3.6%</b>	5.0%
<b>Net (loss) income</b>	<b>\$ (3,019)</b>	\$ (810)	<b>\$ (2,209)</b>	\$ 14,227
Basic EPS	<b>\$ (0.09)</b>	\$ (0.02)	<b>\$ (0.07)</b>	\$ 0.43
Diluted EPS	<b>\$ (0.09)</b>	\$ (0.02)	<b>\$ (0.07)</b>	\$ 0.43
<b>Adjusted Net Income<sup>(1)</sup></b>	<b>\$ 5,675</b>	\$ 2,169	<b>\$ 3,506</b>	\$ 4,849
Adjusted EPS	<b>\$ 0.17</b>	\$ 0.07	<b>\$ 0.10</b>	\$ 0.15
Adjusted Diluted EPS <sup>(1)</sup>	<b>\$ 0.17</b>	\$ 0.07	<b>\$ 0.10</b>	\$ 0.15

<sup>(1)</sup> See the Non-IFRS Financial Measures section starting on page 32 for further explanation of Adjusted EBITDA, Adjusted Net Income and Adjusted Diluted EPS.

#### SALES

Sales volume for the fourth quarter of 2019 decreased by 6.4 million pounds, or 9.7%, to 59.7 million pounds compared to 66.1 million pounds in the same period in 2018 due to lower sales volumes in our retail and foodservice businesses, including lower sales volume as a result of lost business in the latter half of Fiscal 2018 and the fourth quarter of Fiscal 2019 and the exit of low margin business, partially offset by new business and new product sales.

Sales in the fourth quarter of 2019 decreased by \$21.3 million, or 8.8%, to \$221.6 million compared to \$242.9 million in the same period last year. The decrease in sales reflects the lower sales volumes discussed above and changes in sales mix, partially offset by price increases related to raw material cost increases. In addition, the weaker Canadian dollar in the fourth quarter of 2019 compared to the same quarter of 2018 decreased the value of USD sales from our CAD-denominated operations by approximately \$0.1 million relative to the conversion impact last year.

#### GROSS PROFIT

Gross profit increased in the fourth quarter of 2019 by \$4.2 million, or 10.5%, to \$44.5 million compared to \$40.3 million in 2018 and gross profit as a percentage of sales increased to 20.1% compared to 16.6%. The increase in gross profit reflects the increase in sales prices discussed above, favourable product mix related to the exit of low margin business and improved plant efficiencies related to the Company's supply chain excellence initiatives (see the *Company Overview* section on page 13 of this MD&A). This was partially offset by the lower sales volume discussed above and raw material cost increases, including tariffs on certain species imported into the U.S. from China (see the *Recent Developments* section on page 16 of this MD&A).

In addition, the weaker Canadian dollar decreased the value of reported USD gross profit from our Canadian operations in 2019 by an amount consistent with the conversion impact last year.

**DISTRIBUTION EXPENSES**

Distribution expenses, consisting of freight and storage, decreased in the fourth quarter of 2019 by \$0.7 million to \$11.4 million compared to \$12.1 million in the same period in 2018, primarily reflecting the lower sales volume mentioned previously and savings associated with supply chain excellence initiatives (see the *Company Overview* section on page 13 of this MD&A), partially offset by increased depreciation expense related to the adoption of the new lease standard that was effective at the beginning of Fiscal 2019 (see the *Recent Developments* section on page 16 of this MD&A). As a percentage of sales, these expenses increased to 5.1% in the fourth quarter of 2019 compared to 5.0% in the same period in 2018.

**SG&A EXPENSES**

SG&A expenses decreased in the fourth quarter of 2019 by \$2.4 million to \$18.6 million compared to \$21.0 million in the same period last year. SG&A expenses included share-based compensation recovery of \$1.5 million in the fourth quarter of 2019 compared to share-based compensation expense of \$0.2 million for the same period in 2018, primarily due to a decrease in share price over the fourth quarter of 2019, partially offset by the vesting of cash-settled units. SG&A expenses also included depreciation and amortization expense of \$2.6 million in the fourth quarter of 2019 and \$2.4 million in the same period of 2018. This increase was primarily related to the adoption of the new lease standard that was effective at the beginning of Fiscal 2019 (see the *Recent Developments* section on page 16 of this MD&A).

Excluding share-based compensation and depreciation and amortization expenses, SG&A expenses decreased in the fourth quarter of 2019 by \$0.9 million to \$17.5 million compared to \$18.4 million in the same period last year, due to lower consumer marketing and administrative expenditures associated with cost saving initiatives and lower variable selling costs largely related to the lower sales volume mentioned previously. As a percentage of sales, SG&A excluding share-based compensation and depreciation and amortization expense increased to 7.9% in the fourth quarter of 2019 compared to 7.6% in the same period last year.

**ADJUSTED EBITDA**

Consolidated Adjusted EBITDA increased in the fourth quarter of 2019 by \$6.8 million, or 56.8%, to \$18.8 million compared to \$12.0 million in 2018. The increase in Adjusted EBITDA reflects the impact of the new lease standard adopted at the beginning of Fiscal 2019 (see the *Recent Developments* section on page 16 of this MD&A), the increase in gross profit and the decrease in distribution and net SG&A expenses, all discussed previously.

The impact of converting our CAD-denominated operations and corporate activities to our USD presentation currency decreased the value of reported Adjusted EBITDA in USD by \$2.2 million in the fourth quarter of 2019 compared to \$1.7 million in 2018.

**NET LOSS**

Net loss increased in the fourth quarter of 2019 by \$2.2 million, or 272.7%, to a net loss of \$3.0 million (\$0.09 loss per diluted share) compared to a net loss of \$0.8 million (\$0.02 loss per diluted share) in the same period in 2018. The increase in net loss reflects an increase in finance costs primarily reflecting the loss on modification of debt related to the debt refinancing completed in October 2019 (see the *Recent Developments* section on page 16 of this MD&A) and the increase in depreciation and amortization expenses discussed previously, partially offset by a decrease in short-term termination benefits associated with the organizational realignment announced in November 2018, the decrease in share-based compensation expenses discussed previously, and the increase in Adjusted EBITDA.

In 2019, net loss included "business acquisition, integration and other expense (income)" (as explained in the *Business Acquisition, Integration and Other Expense (Income)* section on page 25 of this MD&A) related to the costs associated with the Company's critical initiatives mentioned above, and other non-cash expenses. In 2018, net loss included "business acquisition, integration and other expense (income)" related to short-term termination benefits as a result of restructuring activities, and other non-cash expenses. Excluding the impact of these non-routine or other non-cash expenses and the loss on modification of debt related to the debt refinancing completed in October 2019 (see the *Recent Developments* section on page 16 of this MD&A), Adjusted Net Income in the fourth quarter of 2019 increased by \$3.5 million, or 161.6%, to \$5.7 million compared to \$2.2 million in the same period in 2018.

Correspondingly, Adjusted Diluted EPS increased by \$0.10 to \$0.17 compared to \$0.07 in the fourth quarter of 2018.

## Business Acquisition, Integration and Other Expense (Income)

The Company reports expenses associated with business acquisition and integration activities, and certain other non-routine costs separately in its consolidated statements of income as follows:

(Amounts in \$000s)	Thirteen weeks ended		Fifty-two weeks ended	
	December 28, 2019	December 29, 2018	December 28, 2019	December 29, 2018
<b>Business acquisition, integration and other expense (income)</b>	<b>\$ 2,559</b>	<b>\$ 3,631</b>	<b>\$ 1,572</b>	<b>\$ (2,471)</b>

Business acquisition, integration and other expense (income) for the fifty-two weeks ended December 28, 2019 included the recognition of the \$8.5 million recovery associated with the 2017 product recall from the ingredient supplier, largely offset by short-term termination benefits resulting from the organizational realignment initiated in November 2018 of \$1.3 million (see the *Recent Developments* section on page 16 of this MD&A), costs of \$6.6 million related to the Company's critical initiatives (see the *Company Overview* on page 13 of this MD&A), and other non-routine expenses.

For the fifty-two weeks ended December 29, 2018, business acquisition, integration and other expense (income) included the recognition of an \$8.5 million recovery associated with the 2017 product recall from the ingredient supplier, partially offset by short-term termination benefits resulting from restructuring activities in the first three quarters of 2018 and the organizational realignment initiated in November 2018 of \$3.5 million. See the *Recent Developments* section on page 16 of this MD&A for further discussion.

## Finance Costs

The following table shows the various components of the Company's finance costs:

(Amounts in \$000s)	Thirteen weeks ended		Fifty-two weeks ended	
	December 28, 2019	December 29, 2018	December 28, 2019	December 29, 2018
Interest paid in cash during the period	<b>\$ 5,098</b>	<b>\$ 5,229</b>	<b>\$ 20,173</b>	<b>\$ 19,917</b>
Change in cash interest accrued during the period	<b>(286)</b>	<b>344</b>	<b>(648)</b>	<b>812</b>
<b>Total interest to be paid in cash</b>	<b>4,812</b>	<b>5,573</b>	<b>19,525</b>	<b>20,729</b>
Modification loss related to debt refinancing activities <sup>(1)</sup>	<b>10,969</b>	<b>—</b>	<b>10,969</b>	<b>—</b>
Interest expense on lease liabilities <sup>(2)</sup>	<b>376</b>	<b>—</b>	<b>1,447</b>	<b>—</b>
Deferred financing cost amortization	<b>427</b>	<b>215</b>	<b>1,071</b>	<b>874</b>
<b>Total finance costs</b>	<b>\$ 16,584</b>	<b>\$ 5,788</b>	<b>\$ 33,012</b>	<b>\$ 21,603</b>

<sup>(1)</sup> The thirteen and fifty-two weeks ended December 28, 2019 include a loss on the modification of debt related to the debt refinancing completed in October 2019 (see the *Recent Developments* section on page 16 of this MD&A).

<sup>(2)</sup> During the thirteen and fifty-two weeks ended December 28, 2019, interest expense included additional expense primarily related to the adoption of the new lease standard that was effective the beginning of Fiscal 2019 (see the *Recent Developments* section on page 16 of this MD&A).

Finance costs were \$10.8 million higher in the fourth quarter of 2019 and \$11.4 million higher in the fifty-two weeks ended December 28, 2019 compared to the same periods last year. The increase in the fifty-two weeks ended December 28, 2019 was due to a loss on the modification of debt related to the debt refinancing completed in October 2019 (see the *Recent Developments* section on page 16 of this MD&A), higher interest rates and interest expense on lease liabilities related to the adoption of the new lease standard effective the beginning of Fiscal 2019 (see the *Recent Developments* section on page 16 of this MD&A). This increase was partially offset by lower average Net Debt during 2019 compared to 2018.

## Income Taxes

High Liner Foods' effective income tax rate for the year ended December 28, 2019 was 29.2% compared to 26.6% in 2018. In the fourth quarter of 2019, the effective tax rate was a recovery of 34.5% compared to a recovery of 67.8% in the fourth quarter of 2018. The higher effective tax rate for the year and quarter ended December 28, 2019 compared to the same period last year was attributable to reduced interest expense deductibility associated with the Company's tax-efficient financing structure due to a valuation allowance. The applicable statutory rates in Canada and the U.S. were 29.2% and 27.6%, respectively.

See Note 18 "Income tax" to the Consolidated Financial Statements for full information with respect to income taxes.

## Contingencies

The Company has no material outstanding contingencies.

## Liquidity and Capital Resources

The Company's balance sheet is affected by foreign currency fluctuations, the effect of which is discussed in the *Introduction* section on page 12 of this MD&A (under the heading "Currency") and in the Foreign Currency risk discussion on page 46 (in the *Risk Factors* section).

Our capital management practices are described in Note 26 "Capital management" to the 2019 Consolidated Financial Statements.

## Working Capital Credit Facility

The Company entered into a \$180.0 million asset-based working capital credit facility (the "Facility") in November 2010 with the Royal Bank of Canada as Administrative and Collateral agent. During October 2019, the Company announced the amendment of its working capital facility which resulted in a reduction of the amount of the facility to \$150.0 million and an extension of the term from April 2021 to April 2023.

The rates provided by the working capital credit facility are noted in the following table, based on the "Average Adjusted Aggregate Availability" as defined in the credit agreement. The Company's borrowing rates as of December 28, 2019 are also noted in the following table.

Per credit agreement	As at December 28, 2019	
Canadian Prime Rate revolving loans, Canadian Prime Rate revolving and U.S. Prime Rate revolving loans, at their respective rates	plus 0.00% to 0.25%	plus 0.00%
Bankers' Acceptances ("BA") revolving loans, at BA rates	plus 1.25% to 1.75%	plus 1.25%
LIBOR revolving loans at LIBOR, at their respective rates	plus 1.25% to 1.75%	plus 1.25%
Letters of credit, with fees of	1.25% to 1.75%	1.25%
Standby fees, required to be paid on the unutilized facility, of	0.25%	0.25%

Average short-term borrowings outstanding during 2019 were \$24.4 million compared to \$46.8 million in 2018. This \$22.4 million decrease in average short-term borrowings primarily reflects increased debt repayments due to higher cash flow provided by operations, decreased average working capital requirements during 2019 as compared to 2018, and decreased dividend payments related to the reduction of the quarterly dividend on the Company's common shares (see the *Dividends* section on page 28 of this MD&A). Average short-term borrowings outstanding during 2018 were higher than 2017 as a result of increased borrowings due to the acquisition of Rubicon in May 2017, increased working capital requirements and reduced cash flow provided by operations in the latter half of 2017, partially offset by higher debt repayments in the latter half of 2018.

At the end of the fourth quarter of 2019, the Company had \$99.4 million (December 29, 2018: \$118.2 million) of unused borrowing capacity, taking into account both margin calculations and the total line availability. Included in this amount are letters of credit, which reduce the availability under the working capital credit facility. On December 28, 2019, letters of credit and standby letters of credit were outstanding in the amount of \$12.6 million (December 29, 2018: \$15.4 million) to support raw material purchases and to secure certain contractual obligations, including those related to the Company's Supplemental Executive Retirement Plan ("SERP").

The facility is asset-based and collateralized by the Company's inventories, accounts receivable and other personal property in North America, subject to a first charge on brands, trade names and related intangibles under the Company's term loan facility. A second charge over the Company's property, plant and equipment is also in place. Additional details regarding the Company's working capital credit facility are provided in Note 11 "Bank loans".

In the absence of any major acquisitions, voluntary term loan repayments or capital expenditures, we expect average short-term borrowings by the end of 2020 to be consistent with 2019, and we believe the asset-based working capital credit facility should be sufficient to fund all of the Company's anticipated cash requirements.

## Term Loan Facility

As at December 28, 2019, the Company had a \$300.0 million term loan facility with an interest rate of 4.25% plus LIBOR (LIBOR floor of 1.00%), maturing in October 2026. During October 2019, the Company announced the early refinancing of its term loan facility. The term loan facility was reduced from \$370.0 million to \$300.0 million, the term was extended from April 2021 to October 2026, and the applicable interest rate for loans under the facility was increased from LIBOR plus 3.25% (1.00% LIBOR floor) to LIBOR plus 4.25% (LIBOR floor of 1.00%).

Prior to the October 2019 refinancing, quarterly repayments of \$0.9 million were required on the term loan as regularly scheduled principal repayments. Under the October 2019 refinanced term loan agreement, quarterly repayments of \$1.9 million are required on the term loan as regularly scheduled repayments. On an annual basis, based on a leverage test, additional prepayments (“mandatory excess cash flow prepayments”) could be required of up to 50% of the previous year’s defined excess cash flow. Per the loan agreement, mandatory excess cash flow prepayments and voluntary repayments will be applied to future regularly scheduled principal repayments.

During the fifty-two weeks ended December 28, 2019, the Company had the following interest rate swaps outstanding to hedge interest rate risk resulting from the term loan facility:

Effective date	Maturity date	Receive floating rate	Pay fixed rate	Notional amount (millions)
<b>Designated in a formal hedging relationship:</b>				
December 31, 2014	December 31, 2019	3-month LIBOR (floor 1.0%)	2.1700%	\$ 20.0
March 4, 2015	March 4, 2020	3-month LIBOR (floor 1.0%)	1.9150%	\$ 25.0
April 4, 2016	April 24, 2021	3-month LIBOR (floor 1.0%)	1.6700%	\$ 40.0
January 4, 2018	April 24, 2021	3-month LIBOR (floor 1.0%)	2.2200%	\$ 80.0

As of December 28, 2019, the combined impact of the interest rate swaps listed above effectively fix the interest rate on \$165.0 million of the \$300.0 million face value of the term loan and the remaining portion of the debt continues to be at variable interest rates. As such, we expect that there will be fluctuations in interest expense due to changes in interest rates when LIBOR is higher than the embedded floor of 1.0%.

Additional details regarding the Company’s term loan are provided in Note 14 “*Long-term debt*” to the Consolidated Financial Statements.

### Net Debt

The Company’s Net Debt (as calculated in the *Non-IFRS Financial Measures* section on page 32 of this MD&A) is comprised of the working capital credit and term loan facilities (excluding deferred finance costs and modification losses) and lease liabilities, less cash. Net Debt decreased by \$14.0 million to \$346.6 million at December 28, 2019 compared to \$360.6 million at December 29, 2018, reflecting higher debt repayments in 2019 as described above due to higher cash flows from operations in 2019, lower capital expenditures, and lower dividend payments related to the reduction of the quarterly dividend on the Company’s common shares (see the *Dividends* section on page 28 of this

MD&A). This was offset by a lower cash balance on hand as at December 28, 2019 as compared to December 29, 2018, and the transitional increase in lease liabilities upon the adoption of the new lease standard effective at the beginning of Fiscal 2019 (see the *Recent Developments* section on page 16 of this MD&A).

Substantially all tangible and intangible assets (excluding working capital) of the Company are pledged as collateral for the term loan.

During the first quarter of 2019, a mandatory prepayment of \$13.7 million was made due to excess cash flows in 2018. During the fourth quarter of 2019, the principal amount outstanding of \$324.0 million was reduced by \$24.0 million to \$300.0 million as a part of the term loan facility refinancing. As at December 28, 2019, the Company had a mandatory prepayment of \$12.6 million due in 2020 related to excess cash flows in 2019.

Including the impact of the new lease standard since adoption (December 30, 2018), Net Debt to rolling twelve-month Adjusted EBITDA (see the *Non-IFRS Financial Measures* section on page 32 of this MD&A for further discussion of Adjusted EBITDA) was 4.1x at December 28, 2019 compared to 5.8x at the end of Fiscal 2018. In the absence of any major acquisitions or strategic initiatives requiring capital expenditures in 2020, we expect this ratio will be lower at the end of Fiscal 2020.

## Capital Structure

At December 28, 2019, Net Debt was 56.3% of total capitalization compared to 58.0% at December 29, 2018.

(Amounts in \$000s)	December 28, 2019	December 29, 2018
Net Debt <sup>(1)</sup>	\$ 346,592	\$ 360,642
Shareholders' equity	268,170	263,859
Unrealized losses (gains) on derivative financial instruments included in AOCI	396	(2,215)
<b>Total capitalization</b>	<b>\$ 615,158</b>	<b>\$ 622,286</b>
<b>Net debt as percentage of total capitalization</b>	<b>56.3%</b>	<b>58.0%</b>

<sup>(1)</sup> The Company has adopted the new lease standard, IFRS 16, Leases, effective December 30, 2018, which has resulted in additional lease liabilities of \$14.6 million (see the Recent Developments section on page 16 of this MD&A). IFRS 16 was applied using the modified retrospective method, and as a result, the comparative information for Fiscal 2018 has not been restated. Therefore, these lease liabilities are only included in the Company's Net Debt balance as at December 28, 2019, increasing Net Debt by \$11.4 million. Net Debt, excluding the impact of IFRS 16, would be 55.5% of total capitalization as at December 28, 2019.

Using our December 28, 2019 market capitalization of \$210.3 million, based on a share price of CAD\$8.23 (USD\$6.30 equivalent), instead of the book value of equity, Net Debt as a percentage of total capitalization increases to 62.2%.

### Normal Course Issuer Bid

In January 2018, we filed a new NCIB ("2018 NCIB") to purchase up to 150,000 common shares. The 2018 NCIB terminated on February 1, 2019. During the fifty-two weeks ended December 28, 2019 there were no purchases under this plan. As at February 26, 2020, the Company has not filed a new NCIB.

The Company established an automatic securities purchase plan for the common shares of the Company for all the bids listed above with a termination date coinciding with the NCIB termination date. The preceding plan also constitutes an "automatic plan" for purposes of applicable Canadian Securities Legislation and have been approved by the TSX.

### Dividends

In May 2019, after an extensive review of its capital allocation strategy, the Board elected to revise the quarterly dividend to CAD\$0.050 per common share from CAD\$0.145 per common share applicable on a prospective basis, commencing with the Company's Q2 2019 quarterly dividend. This revision has brought the dividend back in line with the Company's previously disclosed guidance for the dividend to provide a payout of 30–35% of trailing Adjusted Diluted EPS (see the *Non-IFRS Financial Measures* section on page 32 of this MD&A) relative to 2018 and Q1 2019 financial results. The revised dividend also frees up approximately \$10.0 million in cash flow annually to support the reduction of debt to create a stronger balance sheet.

As shown in the following table, the quarterly dividend on the Company's common shares decreased one time during the last two fiscal years. The quarterly dividends paid in the last two years were as follows:

Dividend record date	Quarterly dividend CAD
December 1, 2019	\$ 0.050
September 1, 2019	0.050
June 1, 2019	0.050
March 7, 2019	0.145
December 1, 2018	0.145
September 1, 2018	0.145
June 1, 2018	0.145
March 1, 2018	0.145

Dividends and NCIBs are subject to restrictions as follows:

- Under the working capital credit facility, Average Adjusted Aggregate Availability, as defined in the credit agreement, must be \$18.8 million or higher, and was \$110.3 million on December 28, 2019, and NCIBs are subject to an annual limit of \$10.0 million with a provision to carry forward unused amounts subject to a maximum of \$20.0 million per annum; and
- Under the term loan facility, dividends cannot exceed \$17.5 million per year. This amount increases to the greater of \$25.0 million per year or 32.5% of EBITDA as defined in the loan agreement when the defined total leverage ratio is below 4.0x. The defined total leverage ratio was 4.1x on December 28, 2019. NCIBs are subject to an annual limit of \$10.0 million under the term loan facility.

On February 26, 2020, the Directors approved a quarterly dividend of CAD\$0.050 per share on the Company's common shares payable on March 15, 2020 to holders of record on March 4, 2020. These dividends are "eligible dividends" for Canadian income tax purposes.

## Disclosure of Outstanding Share Data

On February 26, 2020, 33,383,481 common shares and 1,711,416 options were outstanding. The options are exercisable on a one-for-one basis for common shares of the Company.

## Cash Flow

(Amounts in \$000s)	Thirteen weeks ended		Fifty-two weeks ended	
	December 28, 2019	December 29, 2018	December 28, 2019	December 29, 2018
Net cash flows (used in) provided by operating activities	\$ (24,092)	\$ 9,964	\$ 51,606	\$ 56,933
Net cash flows provided by (used in) financing activities	4,646	1,826	(50,705)	(36,942)
Net cash flows used in investing activities	(1,812)	(3,541)	(6,569)	(13,842)
Foreign exchange decrease on cash	(298)	(1,068)	(756)	(1,319)
<b>Net change in cash during the period</b>	<b>\$ (21,556)</b>	<b>\$ 7,181</b>	<b>\$ (6,424)</b>	<b>\$ 4,830</b>

Cash was \$3.1 million at December 28, 2019, compared to \$9.6 million at December 29, 2018. The decrease in cash for the fifty-two weeks ended December 28, 2019 is discussed further below.

### CASH FLOWS FROM OPERATING ACTIVITIES

Cash flows from operating activities were \$5.3 million lower in 2019 compared to the same period last year. The decrease in 2019 was due to unfavourable changes in net non-cash working capital, higher interest payments, and lower income tax refunds, partially offset by higher cash flows from earnings. The unfavourable changes in net non-cash working capital are the result of unfavourable changes in inventories, accounts receivable and provisions, partially offset by favourable changes in prepaid expenses and accounts payable and accrued liabilities.

### CASH FLOWS FROM FINANCING ACTIVITIES

Cash flows from financing activities were \$13.8 million lower in 2019 compared to the same period last year. The decrease in 2019 was due to higher long-term debt and deferred finance cost repayments related to an excess cash flow payment in the first quarter of 2019 and payments incurred as a part of the debt refinancing completed in October 2019 (see the *Recent Developments* section on page 16 of this MD&A), and higher lease liability repayments related to the adoption of the new lease standard that was effective at the beginning of Fiscal 2019 (see the *Recent Developments* section on page 16 of this MD&A). This was partially offset by decreased dividend payments related to the reduction of the quarterly dividend on the Company's common shares (see the *Dividends* section on page 28 of this MD&A) and an increase in bank loans in 2019 compared to a decrease in 2018.

### CASH FLOWS FROM INVESTING ACTIVITIES

Cash flows from investing activities were \$7.3 million higher in 2019 compared to the same period last year. The increase in 2019 was due to lower capital expenditures related to property, plant and equipment and intangible assets.

Standardized Free Cash Flow (see the *Non-IFRS Financial Measures* section on page 32 for further explanation of Standardized Free Cash Flow) for the rolling twelve months ended December 28, 2019 increased by \$2.0 million to an inflow of \$45.0 million compared to an inflow of \$43.0 million for the twelve months ended December 29, 2018. This increase reflects lower capital expenditures and higher cash flows from operating activities, including interest and income taxes, partially offset by an unfavourable change in non-cash working capital during the twelve months ended December 28, 2019 as compared to the twelve months ended December 29, 2018.

## Net Non-Cash Working Capital

(Amounts in \$000s)	December 28, 2019	December 29, 2018	Change
Accounts receivable	\$ 85,089	\$ 84,873	\$ 216
Inventories	294,913	301,411	(6,498)
Prepaid expenses	4,322	4,333	(11)
Accounts payable and accrued liabilities	(144,819)	(161,934)	17,115
Provisions	(329)	(1,460)	1,131
<b>Net non-cash working capital</b>	<b>\$ 239,176</b>	<b>\$ 227,223</b>	<b>\$ 11,953</b>

Net non-cash working capital consists of accounts receivable, inventories and prepaid expenses, less accounts payable and accrued liabilities, and provisions. Net non-cash working capital increased by \$12.0 million to \$239.2 million at December 28, 2019 as compared to \$227.2 million at December 29, 2018, primarily reflecting lower accounts payable and accrued liabilities, partially offset by decreased inventories.

Our working capital requirements fluctuate during the year, usually peaking between December and March as our inventory is the highest at that time. Going forward, we expect the trend of inventory peaking between December and March to continue, and believe we have enough availability on our working capital credit facility to finance our working capital requirements throughout 2020.

### Capital Expenditures

Capital expenditures (including computer software) were \$1.8 million and \$6.6 million during the fourth quarter and fifty-two weeks ended December 28, 2019 respectively, as compared to capital expenditures of \$3.7 million and \$14.6 million during the fourth quarter and fifty-two weeks ended December 29, 2018, respectively. Capital expenditures were lower in 2019 due to the non-reoccurring capital expenditures incurred in the first half of 2018 related to improvements in the Company's enterprise-wide business management system.

Excluding strategic initiatives that may arise, management expects that capital expenditures in 2020 will be approximately \$15.0 million and funded by cash generated from operations and short-term borrowings.

## Other Liquidity Items

### SHARE-BASED COMPENSATION AWARDS

Share-based compensation expense increased to \$7.1 million in 2019 compared to \$1.2 million in 2018 and is non-cash until unit holders exercise the awards. The change in share-based compensation is discussed on page 20 of this MD&A. Additional details regarding the Company's share-based compensation are provided in Note 17 "Share-based compensation" to the Consolidated Financial Statements.

During 2019, unit holders exercised Restricted Share Units ("RSUs") and Deferred Share Units ("DSUs") and received cash in the amount of \$0.4 million (2018: \$0.2 million). The liability for share-based compensation awards at the end of Fiscal 2019 was \$7.9 million compared to \$1.7 million at the end of Fiscal 2018.

Any options exercised in shares are cash positive or cash neutral if the holder elects to use the cashless exercise method under the plan. Cash received from options exercised for shares during 2019 was \$nil (2018: \$nil).

### DEFINED BENEFIT PENSION PLANS

The Company's defined benefit pension plans can impact the Company's cash flow requirements and liquidity. In 2019, the defined benefit pension expense for accounting purposes was \$1.3 million (2018: \$1.3 million) and the annual cash contributions were consistent with the 2019 accounting expense (2018: \$0.1 million lower). For 2020, we expect cash contributions to be approximately CAD\$1.4 million and the defined benefit pension expense to be approximately CAD\$1.4 million. We have more than adequate availability under our working capital credit facility to make the required future cash contributions to our defined benefit pension plans. As well, we have a SERP liability for accounting purposes of \$6.8 million that is secured by a letter of credit in the amount of \$9.5 million.



## Contractual Obligations

Contractual obligations relating to our bank loans, long-term debt, lease liabilities, purchase obligations and other long-term liabilities as at December 28, 2019 were as follows:

(Amounts in \$000s)	Payments due by period			
	Total	Less than 1 year	1-5 Years	Thereafter
Bank loans	\$ 37,956	\$ 37,956	\$ —	\$ —
Long-term debt	416,058	36,064	112,565	267,429
Lease liabilities	14,186	5,504	7,911	771
Purchase obligations	100,083	94,947	5,136	—
<b>Total contractual obligations</b>	<b>\$ 568,283</b>	<b>\$ 174,471</b>	<b>\$ 125,612</b>	<b>\$ 268,200</b>

Purchase obligations are for the purchase of seafood and other non-seafood inputs, including flour, paper products and frying oils. See the *Procurement* risk section on page 42 and the *Foreign Currency* section on page 46 of this MD&A for further details.

## Financial Instruments and Risk Management

The Company has exposure to the following risks as a result of its use of financial instruments: foreign currency risk, interest rate risk, credit risk and liquidity risk. The Company enters into interest rate swaps, foreign currency contracts, and insurance contracts to manage these risks that arise from the Company's operations and its sources of financing, in accordance with a written policy that is reviewed and approved by the Audit Committee of the Board of Directors. The policy prohibits the use of derivative financial instruments for trading or speculative purposes.

Readers are directed to Note 25 "*Fair value measurement*" of the Consolidated Financial Statements for a complete description of the Company's use of derivative financial instruments and their impact on the financial results, and to Note 27 "*Financial risk management objectives and policies*" of the 2019 annual consolidated financial statements for further discussion of the Company's financial risks and policies

## Related Party Transactions

The Company's business is carried on through the Parent company, High Liner Foods Incorporated, and wholly owned operating subsidiaries, High Liner Foods (USA) Incorporated and High Liner Foods, útibú á Íslandi. High Liner Foods, útibú á Íslandi has a subsidiary in Thailand. High Liner Foods (USA) Incorporated's wholly owned subsidiaries include: ISF (USA), LLC; and Rubicon Resources, LLC. These companies purchase and/or sell inventory between them, and do so in the normal course of operations. The companies lend and borrow money between them, and periodically, capital assets are transferred between companies. High Liner Foods Incorporated buys the seafood for all of the subsidiaries, and also provides management, procurement and information technology services to the subsidiaries. On consolidation, revenue, costs, gains or losses, and all intercompany balances are eliminated.

In addition to transactions between the Parent and subsidiaries, High Liner Foods may enter into certain transactions and agreements in the normal course of business with certain other related parties (see Note 23 "*Related party disclosures*" to the Consolidated Financial Statements). Transactions with these parties are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

The Company had related party transactions with a company controlled by a strategic advisor of Rubicon. Effective the beginning of the second quarter of 2019, this company ceased to be a related party in accordance with IFRS. Total sales to related parties for the fifty-two weeks ended December 28, 2019 were \$0.3 million (fifty-two weeks ended December 29, 2018: \$0.9 million). The Company leased an office building from a related party at an amount which approximated the fair market value that would be incurred if leased from a third party. Effective the beginning of the second quarter of 2019, the lessor ceased to be a related party in accordance with IFRS. The aggregate payments under the lease, which are measured at the exchange amount, were \$0.2 million during the fifty-two weeks ended December 28, 2019 (fifty-two weeks ended December 29, 2018: \$0.7 million).

## Non-IFRS Financial Measures

The Company uses the following non-IFRS financial measures in this MD&A to explain the following financial results:

Adjusted Earnings before Interest, Taxes, Depreciation and Amortization (“Adjusted EBITDA”); Adjusted Earnings before Interest and Taxes (“Adjusted EBIT”); Adjusted Net Income; Adjusted Diluted Earnings per Share (“Adjusted Diluted EPS”); Standardized Free Cash Flow; Net Debt; Return on Assets Managed; and Return on Equity.

### Adjusted EBITDA

Adjusted EBITDA follows the October 2008 “General Principles and Guidance for Reporting EBITDA and Free Cash Flow” issued by the Chartered Professional Accountants of Canada (“CPA Canada”) and is earnings before interest, taxes, depreciation and amortization adjusted for items that are not considered representative of ongoing operational activities of the business. The related margin is defined as Adjusted EBITDA divided by net sales (“Adjusted EBITDA as a percentage of sales”), where net sales is defined as “Sales” on the consolidated statements of income.

We use Adjusted EBITDA (and Adjusted EBITDA as a percentage of sales) as a performance measure as it approximates cash generated from operations before capital

expenditures and changes in working capital, and it excludes the impact of expenses and recoveries associated with certain non-routine items that are not considered representative of the ongoing operational activities, as discussed above, and share-based compensation expense related to the Company’s share price. We believe investors and analysts also use Adjusted EBITDA (and Adjusted EBITDA as a percentage of sales) to evaluate the performance of our business. The most directly comparable IFRS measure to Adjusted EBITDA is “Results from operating activities” on the consolidated statements of income. Adjusted EBITDA is also useful when comparing companies, as it eliminates the differences in earnings that are due to how a company is financed. Also, for the purpose of certain covenants on our credit facilities, “EBITDA” is based on Adjusted EBITDA, with further adjustments as defined in the Company’s credit agreements.

The following table reconciles our Adjusted EBITDA with measures that are found in our Consolidated Financial Statements.

(Amounts in \$000s)	Thirteen weeks ended December 28, 2019	Thirteen weeks ended December 29, 2018
<b>Net income</b>	<b>\$ (3,019)</b>	<b>\$ (810)</b>
Add back (deduct):		
Depreciation and amortization expense <sup>(1)</sup>	5,678	4,464
Financing costs <sup>(2)</sup>	16,584	5,788
Income tax recovery	(1,589)	(1,705)
<b>Standardized EBITDA</b>	<b>17,654</b>	<b>7,737</b>
Add back (deduct):		
Business acquisition, integration and other expenses (income) <sup>(3)</sup>	2,559	3,631
Impairment of property, plant and equipment	6	299
Loss on disposal of assets	61	112
Share-based compensation (recovery) expense	(1,509)	189
<b>Adjusted EBITDA</b>	<b>\$ 18,771</b>	<b>\$ 11,968</b>

(Amounts in \$000s)	Fifty-two weeks ended December 28, 2019	Fifty-two weeks ended December 29, 2018
<b>Net income</b>	<b>\$ 10,289</b>	<b>\$ 16,776</b>
Add back (deduct):		
Depreciation and amortization expense <sup>(1)</sup>	22,455	17,771
Financing costs <sup>(2)</sup>	33,012	21,603
Income tax expense	4,235	6,090
<b>Standardized EBITDA</b>	<b>69,991</b>	<b>62,240</b>
Add back (deduct):		
Business acquisition, integration and other expenses (income) <sup>(3)</sup>	7,105	(2,471)
Impairment of property, plant and equipment	974	1,302
Loss on disposal of assets	130	166
Share-based compensation expense	7,124	1,237
<b>Adjusted EBITDA</b>	<b>\$ 85,324</b>	<b>\$ 62,474</b>

<sup>(1)</sup> The thirteen and fifty-two weeks ended December 28, 2019 include additional depreciation and amortization expense primarily related to the adoption of the new lease standard that was effective the beginning of Fiscal 2019 (see the Recent Developments section on page 16 of this MD&A).

<sup>(2)</sup> The thirteen and fifty-two weeks ended December 28, 2019 include a loss on the modification of debt related to the debt refinancing completed in October 2019 (see the Recent Developments section on page 16 of this MD&A).

<sup>(3)</sup> The fifty-two weeks ended December 28, 2019 includes short-term termination benefits incurred as part of the organizational realignment (see the Recent Developments section on page 16 of this MD&A) and costs related to the Company's critical initiatives (see the Company Overview section on page 13 of this MD&A). Additionally, the fifty-two weeks ended December 28, 2019 includes \$3.0 million of the \$8.5 million product recall recovery received from the ingredient supplier in the first quarter of 2019, and the fifty-two weeks ended December 29, 2018 includes the \$8.5 million recovery received from the ingredient supplier in the third quarter of 2018 (see the Recent Developments section on page 16 of this MD&A).

## Adjusted EBIT

Adjusted EBIT is Adjusted EBITDA less depreciation and amortization expense. Corporate incentives and management analysis of the business are based on Adjusted EBIT. The following tables reconcile Adjusted EBITDA to Adjusted EBIT.

(Amounts in \$000s)	Thirteen weeks ended December 28, 2019	Thirteen weeks ended December 29, 2018
<b>Adjusted EBITDA</b>	<b>\$ 18,771</b>	<b>\$ 11,968</b>
Less:		
Depreciation and amortization expense <sup>(1)</sup>	5,678	4,464
<b>Adjusted EBIT</b>	<b>\$ 13,093</b>	<b>\$ 7,504</b>

(Amounts in \$000s)	Fifty-two weeks ended December 28, 2019	Fifty-two weeks ended December 29, 2018
<b>Adjusted EBITDA</b>	<b>\$ 85,324</b>	<b>\$ 62,474</b>
Less:		
Depreciation and amortization expense <sup>(1)</sup>	22,455	17,771
<b>Adjusted EBIT</b>	<b>\$ 62,869</b>	<b>\$ 44,703</b>

<sup>(1)</sup> During the fifty-two weeks ended December 29, 2018, depreciation and amortization expense included additional expense primarily related to the adoption of the new lease standard that was effective the beginning of Fiscal 2019 (see the Recent Developments section on page 16 of this MD&A).

## Adjusted Net Income and Adjusted Diluted EPS

Adjusted Net Income is net income adjusted for the after-tax impact of items which are not representative of ongoing operational activities of the business and certain non-cash expenses or income. Adjusted Diluted EPS is Adjusted Net Income divided by the average diluted number of shares outstanding.

We use Adjusted Net Income and Adjusted Diluted EPS to assess the performance of our business without the effects of the above-mentioned items, and we believe our investors and analysts also use these measures. We exclude these items because they affect the comparability of our financial results and could potentially distort the analysis of trends in business performance. The most comparable IFRS financial measures are net income and EPS.

The table below reconciles our Adjusted Net Income with measures that are found in our Consolidated Financial Statements:

	Thirteen weeks ended December 28, 2019		Thirteen weeks ended December 29, 2018	
	\$000s	Diluted EPS	\$000s	Diluted EPS
<b>Net income</b>	\$ (3,019)	\$ (0.09)	\$ (810)	\$ (0.02)
Add back (deduct):				
Business acquisition, integration and other expenses (income) <sup>(1)</sup>	2,559	0.08	3,631	0.10
Impairment of property, plant and equipment	6	—	299	0.01
Share-based compensation (recovery) expense	(1,509)	(0.04)	189	0.01
Modification loss on debt refinancing activities <sup>(2)</sup>	10,969	0.32	—	—
Tax impact of reconciling items	(3,331)	(0.10)	(1,140)	(0.03)
<b>Adjusted Net Income</b>	\$ 5,675	\$ 0.17	\$ 2,169	\$ 0.07
<b>Average shares for the period (000s)</b>		<b>33,796</b>		<b>33,675</b>

	Fifty-two weeks ended December 28, 2019		Fifty-two weeks ended December 29, 2018	
	\$000s	Diluted EPS	\$000s	Diluted EPS
<b>Net income</b>	\$ 10,289	\$ 0.30	\$ 16,776	\$ 0.50
Add back (deduct):				
Business acquisition, integration and other expenses (income) <sup>(1)</sup>	7,105	0.21	(2,471)	(0.07)
Impairment of property, plant and equipment	974	0.03	1,302	0.04
Share-based compensation expense	7,124	0.21	1,237	0.03
Modification loss on debt refinancing activities <sup>(2)</sup>	10,969	0.32	—	—
Tax impact of reconciling items	(7,324)	(0.21)	205	0.01
<b>Adjusted Net Income</b>	\$ 29,137	\$ 0.85	\$ 17,049	\$ 0.51
<b>Average shares for the period (000s)</b>		<b>34,195</b>		<b>33,619</b>

<sup>(1)</sup> The fifty-two weeks ended December 28, 2019 includes short-term termination benefits incurred as part of the organizational realignment (see the Recent Developments section on page 16 of this MD&A) and costs related to the Company's critical initiatives (see the Company Overview section on page 13 of this MD&A). Additionally, the fifty-two weeks ended December 28, 2019 includes \$3.0 million of the \$8.5 million product recall recovery received from the ingredient supplier in the first quarter of 2019, and the fifty-two weeks ended December 29, 2018 includes the \$8.5 million recovery received from the ingredient supplier in the third quarter of 2018 (see the Recent Developments section on page 16 of this MD&A).

<sup>(2)</sup> The thirteen and fifty-two weeks ended December 28, 2019 includes a loss on the modification of debt related to the debt refinancing completed in October 2019 (see the Recent Developments section on page 16 of this MD&A).

### CAD-Equivalent Adjusted Diluted EPS

CAD-Equivalent Adjusted Diluted EPS is Adjusted Diluted EPS, as defined above, converted to CAD using the average USD/CAD exchange rate for the period. High Liner Foods' common shares trade on the TSX and are quoted in CAD. The CAD-Equivalent Adjusted Diluted EPS is provided for the purpose of calculating financial ratios, like share price-to-

earnings ratio, where investors should take into consideration that the Company's share price and dividend rate are reported in CAD and its earnings and financial position are reported in USD. This measure is included for illustrative purposes only, and would not equal the Adjusted Diluted EPS in CAD that would result if the Company's Consolidated Financial Statements were presented in CAD.

	Thirteen weeks ended		Fifty-two weeks ended	
	December 28, 2019	December 29, 2018	December 28, 2019	December 29, 2018
<b>Adjusted Diluted EPS</b>	\$ 0.17	\$ 0.07	\$ 0.85	\$ 0.51
Average foreign exchange rate for the period	1.3206	1.3197	1.3273	1.2956
<b>CAD-Equivalent Adjusted Diluted EPS</b>	\$ 0.22	\$ 0.09	\$ 1.13	\$ 0.66

## Standardized Free Cash Flow

Standardized Free Cash Flow follows the October 2008 “General Principles and Guidance for Reporting EBITDA and Free Cash Flow” issued by CPA Canada and is cash flow from operating activities less capital expenditures (net of investment tax credits) as reported in the consolidated statements of cash flows. The capital expenditures related to business acquisitions are not deducted from Standardized Free Cash Flow.

The table below reconciles our Standardized Free Cash Flow calculated on a rolling twelve-month basis, with measures that are in accordance with IFRS and as reported in the consolidated statements of cash flows.

(Amounts in \$000s)	Twelve months ended		
	December 28, 2019	December 29, 2018	Change
Net change in non-cash working capital items	\$ (9,144)	\$ 4,441	\$ (13,585)
Cash flow from operating activities, including interest and income taxes	60,750	52,492	8,258
Cash flow from operating activities	51,606	56,933	(5,327)
Less: total capital expenditures, net of investment tax credits	(6,569)	(13,961)	7,392
<b>Standardized Free Cash Flow</b>	<b>\$ 45,037</b>	<b>\$ 42,972</b>	<b>\$ 2,065</b>

## Net Debt

Net Debt is calculated as the sum of bank loans, long-term debt and lease liabilities, less cash.

We consider Net Debt to be an important indicator of our Company’s financial leverage because it represents the amount of debt that is not covered by available cash. We believe investors and analysts use Net Debt to determine the Company’s financial leverage. Net Debt has no comparable IFRS financial measure, but rather is calculated using several asset and liability items in the consolidated statements of financial position.

We believe Standardized Free Cash Flow is an important indicator of financial strength and performance of our business because it shows how much cash is available to pay dividends, repay debt (including lease liabilities) and reinvest in the Company. We believe investors and analysts use Standardized Free Cash Flow to value our business and its underlying assets. The most comparable IFRS financial measure is “cash flows from operating activities” in the consolidated statements of cash flows.

The following table reconciles Net Debt to IFRS measures reported as at the end of the indicated periods.

(Amounts in \$000s)	December 28, 2019	December 29, 2018
Current bank loans	\$ 37,546	\$ 31,152
Add-back: deferred finance costs included in current bank loans	410	353
Total current bank loans	37,956	31,505
Long-term debt	289,020	322,674
Current portion of long-term debt	14,511	13,655
Add-back: deferred finance costs included in long-term debt	7,073	1,597
Less: loss on modification of debt <sup>(1)</sup>	(10,604)	—
Total term loan debt	300,000	337,926
Long-term portion of lease liabilities	7,198	407
Current portion of lease liabilities	4,582	372
Total lease liabilities <sup>(2)</sup>	11,780	779
Less: cash	(3,144)	(9,568)
<b>Net Debt</b>	<b>\$ 346,592</b>	<b>\$ 360,642</b>

<sup>(1)</sup> The fifty-two weeks ended December 28, 2019 reflects a loss on the modification of debt related to the debt refinancing completed in October 2019 (see the Recent Developments section on page 16 of this MD&A) that has been excluded from the calculation of Net Debt as it does not represent expected cash outflows from term loan debt.

<sup>(2)</sup> The Company has adopted the new lease standard, IFRS 16, Leases, which has resulted in additional lease liabilities of \$14.6 million effective December 30, 2018 (see the Recent Developments section on page 16 of this MD&A). IFRS 16 was applied using the modified retrospective method and as a result, the comparative information for Fiscal 2018 has not been restated. Therefore these lease liabilities are only included in the Company’s Net Debt balance as at December 28, 2019, where IFRS 16 has increased Net Debt by \$11.4 million.

## Return on Assets Managed

ROAM is Adjusted EBIT divided by average assets managed (calculated using the average net assets month-end balance for each of the preceding thirteen months, where “net assets managed” includes all assets, except for future employee benefits, deferred income taxes and other certain financial assets, less accounts payable and accrued liabilities, and provisions).

We believe investors and analysts use ROAM as an indicator of how efficiently the Company is using its assets to generate earnings. ROAM has no comparable IFRS financial measure, but rather is calculated using several asset items in the consolidated statements of financial position.

The table below reconciles our average net assets, calculated on a rolling thirteen-month basis, with Adjusted EBIT (which is reconciled to IFRS measures on page 33 of this MD&A).

(Amounts in \$000s)	December 28, 2019	December 29, 2018
Adjusted EBIT	\$ 62,869	\$ 44,703
Thirteen-month rolling average net assets	666,522	676,343
<b>ROAM</b>	<b>9.4%</b>	<b>6.6%</b>

## Return on Equity

ROE is calculated as Adjusted Net Income, less share-based compensation expense, divided by average common equity (calculated using the common equity month-end balance for each of the preceding thirteen months, comprised of common shares, contributed surplus, retained earnings, and accumulated other comprehensive income).

We believe investors and analysts use ROE as an indicator of how efficiently the Company is managing the equity provided by shareholders. ROE has no comparable IFRS financial measure, but rather is calculated using average equity from the consolidated statements of financial position.

The table below reconciles our average common equity calculated on a rolling thirteen-month basis, with Adjusted Net Income (which is reconciled to IFRS measures on page 33 of this MD&A).

(Amounts in \$000s)	December 28, 2019	December 29, 2018
Adjusted Net Income	\$ 29,137	\$ 17,049
Less: share-based compensation expense, net of tax <sup>(1)</sup>	5,196	1,176
	<b>23,941</b>	15,873
Thirteen-month rolling average common equity	271,663	272,952
<b>ROE</b>	<b>8.8%</b>	<b>5.8%</b>

<sup>(1)</sup> Net of tax expense of \$1.9 million and \$0.1 million during the fifty-two weeks ended December 28, 2019 and December 29, 2018, respectively.

## Governance

Our 2019 Management Information Circular, to be filed in connection with our Annual General Meeting of Shareholders on May 12, 2020, includes full details of our governance structures and processes.

We maintain a set of disclosure controls and procedures (“DC&P”) designed to ensure that information required to be disclosed in filings made pursuant to National Instrument 52-109, *Certification of Disclosure in Issuers’ Annual and Interim Filings*, is recorded, processed, summarized and reported within the time periods specified in the Canadian Securities Administrators’ rules and forms.

Our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) have evaluated the design and effectiveness of our DC&P as of December 28, 2019. They have concluded that our current DC&P are designed to provide, and do operate to provide, reasonable assurance that: (a) information required to be disclosed by the Company in its annual filings or other reports filed or submitted by it under applicable securities legislation is recorded, processed, summarized and reported within the prescribed time periods; and (b) material information regarding the Company is accumulated and communicated to the Company’s management, including its CEO and CFO, to allow timely decisions regarding required disclosure.

In addition, our CEO and CFO have designed or caused to be designed under their supervision, ICFR, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes. Furthermore, our CEO and CFO have evaluated, or caused to be evaluated under their supervision, the effectiveness of the design and operation of ICFR at the fiscal year-end and have concluded that our current ICFR was effective at the fiscal year-end based on that evaluation.

There has been no change in the Company's ICFR during 2019 that has materially affected, or is reasonably likely to materially affect, the Company's ICFR.

## Accounting Estimates and Standards

### Critical Accounting Estimates

The preparation of the Company's Consolidated Financial Statements requires management to make critical judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. On an ongoing basis, management evaluates its judgments, estimates and assumptions using historical experience and various other factors it believes to be reasonable under the given circumstances. Actual outcomes may differ from these estimates under different assumptions and conditions that could require a material adjustment to the reported carrying amounts in the future.

The most significant estimates made by management include the following:

#### IMPAIRMENT OF NON-FINANCIAL ASSETS

The Company's estimate of the recoverable amount for the purpose of impairment testing requires management to make assumptions regarding future cash flows before taxes. Future cash flows are estimated based on multi-year extrapolation of the most recent historical actual results and/or budgets, and a terminal value calculated by discounting the final year in perpetuity. The future cash flows are then discounted to their present value using an appropriate discount rate that incorporates a risk premium specific to the North American business. Further details, including the manner in which the Company identifies its CGU, and the key assumptions used in determining the recoverable amount, are disclosed in Note 10 "Goodwill and intangible assets" to the Consolidated Financial Statements.

#### FUTURE EMPLOYEE BENEFITS

The cost of the defined benefit pension plan and other post-employment benefits and the present value of the defined benefit obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions, including the discount rate, future salary increases, mortality rates and future pension increases. In determining the appropriate discount rate, management considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension liability. Interest income on plan assets is a component of the return on plan assets and is

determined by multiplying the fair value of the plan assets by the discount rate. See Note 15 "Future employee benefits" to the Consolidated Financial Statements for certain assumptions made with respect to future employee benefits.

#### INCOME TAXES

The Company is subject to income tax in various jurisdictions. Significant judgment is required to determine the consolidated tax provision. The tax rates and tax laws used to compute income tax are those that are enacted or substantively enacted at the reporting date in the countries where the Company operates and generates taxable income.

There are transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. The Company maintains provisions for uncertain tax positions that are believed to appropriately reflect the risk with respect to tax matters under active discussion, audit, dispute or appeal with tax authorities, or which are otherwise considered to involve uncertainty. These provisions for uncertain tax positions are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at each reporting date; however, it is possible that at some future date, an additional liability could result from audits by taxing authorities. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

#### FAIR VALUE OF FINANCIAL INSTRUMENTS

Where the fair value of financial assets and financial liabilities recorded in the consolidated statements of financial position cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of estimation is required in establishing fair values. The estimates include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in these inputs could affect the reported fair value of financial instruments.

#### SALES AND MARKETING ACCRUALS

The Company estimates variable consideration to determine the costs associated with the sale of product to be allocated to certain variable sales and marketing expenses, including volume rebates and other sales volume discounts, coupon redemption costs, costs incurred related to damages and other trade marketing programs. The Company's estimates include consideration of historical data and trends, combined with future expectations of sales volume, with estimates being reviewed on a frequent basis for reasonability.

## Accounting Standards

High Liner Foods reports its financial results using IFRS. Our detailed accounting policies are included in the Notes to the Consolidated Financial Statements.

As disclosed in Note 3 “Significant accounting policies” to the Consolidated Financial Statements for the period ended December 28, 2019, we adopted the following new standards and amendments that were effective for annual periods beginning on January 1, 2019 and that the Company has adopted on December 30, 2018:

### IFRS 16, Leases

In January 2016, the IASB issued IFRS 16, *Leases*, which replaces IAS 17, *Leases*, and its associated interpretive guidance. The new standard eliminates the distinction between operating and finance leases, bringing most leases on-balance sheet for lessees under a single model, unless an election is made to exclude a lease with a lease term of 12 months or less or the lease is for a low-value asset. A lessee recognizes a right-of-use (“ROU”) asset representing the Company’s right to use the underlying asset and a lease liability representing the obligation to make lease payments. Lessor accounting, however, remains largely unchanged and the distinction between operating and finance leases is retained.

The Company has elected to adopt the standard using the modified retrospective method and therefore the comparative information for Fiscal 2018 has not been restated. The

Company has recognized new assets and liabilities for all leases that were previously classified as operating leases, other than those that were excluded due to the elected practical expedients. The Company applied the following practical expedients upon transition:

- The previous determination pursuant to IAS 17 and IFRIC 4, *Determining Whether an Arrangement Contains a Lease*, of whether a contract is a lease has been maintained for existing contracts;
- The Company has exercised the option not to apply the new recognition requirements to short-term leases with a term of 12 months or less (and no purchase option) and leases of low-value assets;
- For the purpose of initial measurement of the right-of-use assets as at December 30, 2018, initial direct costs were not taken into account; and
- The Company has elected not to separate non-lease components from lease components and will account for identified components as a single lease component.

As at December 30, 2018, the Company recognized additional assets and liabilities on the consolidated statements of financial position of \$14.6 million (see Note 9). In addition, the nature of the expense related to these leases has changed as IFRS 16 replaces the straight-line operating lease expense with depreciation expense for right-of-use assets and interest expense on the lease liabilities using the effective interest method.

The following table reconciles the operating lease payments as at December 29, 2018 to the lease liabilities recognized as at December 30, 2018:

(Amounts in \$000s)	Lease liabilities
<b>Minimum lease payments under operating leases as at December 29, 2018</b>	\$ 20,186
Recognition exemption for	(24)
Short-term leases	(15)
Leases of low-value assets	423
Reasonably certain extension options	(2,653)
Variable non-lease components <sup>(1)</sup>	17,917
Lease obligation as at December 30, 2018 (gross, without discounting)	(3,347)
Effect from discounting at the incremental borrowing rate as at December 30, 2018 <sup>(2)</sup>	14,570
Liabilities recognized based on the initial application of IFRS 16 as at December 30, 2018	372
Current portion of lease liabilities as at December 29, 2018	407
Long-term lease liabilities as of December 29, 2018	272,952
<b>Total lease liabilities as of December 30, 2018</b>	<b>\$ 15,349</b>

<sup>(1)</sup> Total payments related to variable non-lease components were \$0.5 million during the fifty-two weeks ended December 28, 2019.

<sup>(2)</sup> The weighted-average incremental borrowing rate (“IBR”) for lease liabilities initially recognized as of December 30, 2018 was 10%. If the Company’s IBR changed by 1%, the lease liabilities initially recognized would change by approximately \$0.4 million.



### ACCOUNTING POLICY

At inception, the Company assesses whether a contract is or contains a lease which involves the exercise of judgment. The Company has elected not to separate lease and non-lease components for its right-of-use assets. The Company has elected not to recognize ROU assets and lease liabilities for leases where the total lease term is less than 12 months, or for a lease of low value. The payments for these leases will be recognized on a straight-line basis over the lease term as operating expenses.

Lease assets are capitalized at the commencement date of the lease and ROU assets are initially measured based on the present value of the lease payments, plus initial direct costs incurred when entering into the lease and lease payments made at or before the commencement date, less any lease incentives received. The ROU assets are depreciated over the shorter of the lease term or the estimated useful life of the underlying asset. An impairment review is undertaken for any ROU asset that shows indicators of impairment and an impairment loss is recognized against the ROU asset that is impaired.

The lease liability is measured at the present value of the fixed and eligible variable lease payments that depend on an index or rate, net of any lease incentives at the initial measurement date. When the lease contains an extension or purchase option that the Company considers reasonably certain to be exercised, the cost of the option is included in the lease payments. The present value of the lease payments is determined using the discount rate representing the Company's incremental borrowing rate on the lease commencement date, adjusted for the applicable currency of the lease contract, similar tenor and nature of the asset being leased. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period in which the event or condition that triggers the payment occurs.

#### *IAS 19, Employee Benefits*

In February 2018, the IASB issued amendments to IAS 19, *Employee Benefits* ("IAS 19"), which addresses the accounting when a plan amendment, curtailment or settlement occurs during the reporting period. The current service cost and net interest for the remainder of the period after the plan amendment, curtailment or settlement should reflect the updated actuarial assumptions after such an event. The amendments apply to plan amendments, curtailments, or settlements that occur on or after January 1, 2019, with early adoption permitted. The Company has adopted the amendments to IAS 19 on a prospective basis, which had no impact on the Consolidated Financial Statements.

#### *IFRIC Interpretation 23, Uncertainty over Income Tax Treatment*

In June 2017, the International Accounting Standards Board (IASB) issued IFRIC Interpretation 23, *Uncertainty over Income Tax Treatments* (the "Interpretation"), to address the accounting for income taxes when treatments involve uncertainty that affects the application of IAS 12, *Income Taxes* ("IAS 12"). The Interpretation does not apply to taxes or levies outside the scope of IAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Interpretation specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately;
- The assumptions an entity makes about the examination of tax treatments by taxation authorities;
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates; and
- How an entity considers changes in facts and circumstances.

The Interpretation is effective for annual reporting periods beginning on or after January 1, 2019. The Interpretation had no impact on the Consolidated Financial Statements, therefore the Company was able to implement the Interpretation retrospectively without the use of hindsight.

### ACCOUNTING PRONOUNCEMENTS ISSUED BUT NOT YET EFFECTIVE

The standards, amendments and interpretations that have been issued, but are not yet effective, up to the date of issuance of these financial statements are disclosed below. The Company intends to adopt these standards when they become effective.

#### *IFRS 3, Business Combinations*

In October 2018, the IASB issued amendments to the definition of a business in IFRS 3, *Business Combinations*. The amendments are intended to assist entities in determining whether a transaction should be accounted for as a business combination or as an asset acquisition. The amendments apply to transactions that are either business combinations or asset acquisitions for which the acquisition date is on or after January 1, 2020, with early adoption permitted. The Company will apply the interpretation from the effective date.

*IFRS 9, Financial Instruments, IAS 39, Financial Instruments: Recognition and Measurement and IFRS 7, Financial Instruments: Disclosures, Interest Rate Benchmark Reform*

In September 2019, the IASB issued amendments to IFRS 9, *Financial Instruments*, IAS 39, *Financial Instruments: Recognition and Measurement* and IFRS 7, *Financial Instruments: Disclosures, Interest Rate Benchmark Reform*, which concludes phase one of its work to respond to the effects of the Interbank Offered Rates (“IBOR”) reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark with an alternative nearly risk-free rate (“RFR”). The amendments are effective for annual periods beginning on or after January 1, 2020 and must be applied retrospectively.

The amendments include a number of reliefs that apply to all hedging relationships that are directly affected by the interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainties about the timing and/or amount of benchmark-based cash flows of the hedged item or hedging instrument. The first three reliefs provide for:

- The assessment of whether a forecast transaction (or component thereof) is highly probable;
- Assessing when to reclassify the amount in the cash flow hedge reserve to profit and loss; and
- The assessment of the economic relationship between the hedged item and the hedging instrument.

The amendments also introduce specific disclosure requirements for hedging relationships to which the reliefs are applied. The Company is currently evaluating the impact of these amendments on its Consolidated Financial Statements.

*IAS 1, Presentation of Financial Statements, and IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors, Amendments to the Definition of Material*

In October 2018, the IASB issued amendments to IAS 1, *Presentation of Financial Statements*, and IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*, to align the definition of “material” across the standards and to clarify certain aspects of the definition. The new definition states that, “Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.”

The amendments clarify that materiality will depend on the nature or magnitude of information, or both. An entity will need to assess whether the information, either individually or in

combination with other information, is material in the context of the financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020 and must be applied prospectively, with early adoption permitted. The Company will apply the amendments from the effective date.

*IAS 1, Presentation of Financial Statements*

In January 2020, the IASB issued amendments to IAS 1, *Presentation of Financial Statements*, to clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and is unaffected by expectations about whether or not an entity will exercise their right to defer settlement of a liability. The amendments further clarify that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively. The Company is currently evaluating the impact of these amendments on its Consolidated Financial Statements and will apply the amendments from the effective date.

## Risk Factors

High Liner Foods is exposed to a number of risks in the normal course of business that have the potential to affect operating performance. The Company takes a strategic approach to risk management. To achieve a return on investment, we have designed an enterprise-wide approach, overseen by the senior management of the Company and reported to the Board, to identify, prioritize and manage risk effectively and consistently across the organization.

While risk management is part of the Company’s transactional, operational and strategic decisions, as well as the Company’s overall management approach, risk management does not guarantee that events or circumstances will not occur which could have a material adverse impact on the Company’s financial condition and performance.

## Food Safety

At High Liner Foods, food safety is our top priority. Our brand equity and reputation are inextricably linked to the quality and safety of our food products. We must be vigilant in ensuring our products are safe and comply with all applicable laws and regulations. Customers expect consistently safe, quality products and their expectations are unwavering regardless of the commodity or complexity of the supply chain. Consumers are increasingly better informed about conscientious food choices.

The Company's processing plants have all the required State, Provincial and/or Federal licenses to operate and are certified to the Global Food Safety Initiatives ("GFSI") and Safe Quality Foods ("SQF") standards, meaning our processing plants have passed a rigorous quality and food safety system audit that is internationally recognized and globally benchmarked. The GFSI certification enables the Company to supply our wide range of products to some of the industry's most discerning customers. This annual certification process helps drive improvement across the organization, critical for maintaining customer and consumer confidence.

In Canada, certain food businesses, including seafood-processing plants, are required to adopt a Preventative Control Plan ("PCP") under the recently implemented Safe Food for Canadians Act and Regulations. These requirements cover the regulatory and safety aspects of food processing and importing in Canada and have been developed by the Canadian Food Inspection Agency ("CFIA") based on global best practices. This plan must also include a hazard analysis that describes how hazards will be controlled and/or eliminated. High Liner Foods' PCP and processing facilities are regularly inspected and audited by the CFIA and remain in good standing.

In the United States, the Company's plants produce product in accordance with standards set forth by the U.S. Food and Drug Administration's ("FDA") and the U.S. Department of Agriculture ("USDA"). The regulatory requirements for seafood processing (and importing) in the United States are very specific for fish and fishery products and all plants are required to operate with current seafood Hazard Analysis Critical Control Point ("HACCP") programs. Our plants are regularly inspected and audited by our regulatory partners in the U.S. and remain in good standing.

In addition, our suppliers' plants outside of North America must demonstrate compliance for imported products in accordance with the guidelines set forth in the FDA seafood HACCP. All of the Company's non-North American suppliers operate with HACCP approved plans and are required to adhere to newly strengthened FDA and Canadian CFIA importation requirements focusing on food safety and traceability. In addition, all purchases are subject to risk based quality review and inspection by the Company's own trained quality inspectors. We have strict specifications for suppliers of both raw material and finished goods to ensure that procured goods are of the same quality and consistency as products processed in our own plants. High Liner Foods has offices in Qingdao, China; Bangkok, Thailand; and Reykjavik, Iceland and employs full-time procurement and food safety and quality experts to oversee procurement activities around the world. This oversight includes production monitoring and finished product inspection

at the source before shipment to North America. We also maintain strict *Supplier Approval and Audit Standards*. Through audit procedures, all food suppliers are required to meet our quality control and safety standards, which, in many instances, are higher than regulatory standards. All product is inspected to assure consumers that High Liner Foods' quality is consistent, regardless of source or origin.

In order to maintain compliance with the various and ever changing regulatory, industry and customer requirements and expectations, we employ a Food Safety and Quality Assurance team comprised of highly qualified, trained and experienced personnel including food scientists, quality technicians, quality and food safety auditors, and labelling and nutritional professionals. High Liner Foods has retained independent auditors to add an additional level of scrutiny to our food safety programs and has robust audit policies and processes that are consistently applied throughout the Company. Audit processes are implemented and all personnel are adequately trained. Quality and food safety activities also include state-of-the-art product specification and traceability systems. We are continuously evaluating and updating our internal operating standards to keep pace with the industry expectations and to support improved performance and greater success.

### **Product Recall**

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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 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 precautionary measures. 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.

The Company initiated a product recall during Fiscal 2017. See the *Recent Developments* section on page 16 of this MD&A.

## Procurement

Our business depends upon the procurement of frozen raw seafood materials and finished goods on world markets. In 2019, the Company purchased approximately 189 million pounds of seafood, with an approximate value of \$554.0 million. Seafood and other food input markets are global with values expressed in USD. In 2019, we bought approximately 30 species of seafood from 25 countries around the world. There are no formal hedging mechanisms in the seafood market. Prices can fluctuate due to changes in the balance between supply and demand over which the Company has little or no control. Weather, quota changes, disease, geopolitical issues, including economic sanctions, tariffs and trade barriers, and other environmental impacts in key fisheries can affect supply. Changes in the relative values of currency can change the demand from a particular country whose currency has risen or fallen as compared to the U.S. dollar. The increasing middle class and government policies in emerging economies, as well as demand from health-conscious consumers, affect demand as well.

Raw material costs in Canada are affected by the Canadian and U.S. dollar exchange rates. A strong Canadian dollar offsets increases in the U.S. dollar cost of raw materials for our Canadian operations, and conversely, when the Canadian dollar weakens, it increases our costs. We hedge exposures to currency changes and enter into annual supply contracts when possible. All foreign currency hedging activities are carried out in accordance with the Company's formal "Price Risk Management Policy," under the oversight of the Audit Committee of the Board of Directors.

Our broad product line and customer base, along with geographically diverse procurement operations, help us mitigate changes in the cost of our raw materials. In addition, product formulation changes, long-term relationships with suppliers, and price changes to customers are all important factors in our ability to manage supply of necessary products.

We purchase frozen raw material and finished goods originating from many different areas of the world and ensure, to the extent possible, that our supplier base is diverse to ensure no over-reliance on any source. Our strategy is to always have at least two suppliers of seafood products where possible.

There can be no assurance that disruptions in supply will not occur, nor can there be any assurance that all or part of any 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.

## Availability of Seafood and Non-Seafood Goods

Historically, North American markets have consumed less seafood per capita than certain Asian and European markets. If increased global seafood demand results in materially higher prices, North American consumers may be less likely to consume amounts historically consistent with their share of the global seafood market, which may adversely affect the financial results of High Liner Foods due to its North American focus.

The Company expects demand for seafood to grow from current levels as the global economy, and particularly the BRIC and Southeast Asian economies, improve. In general, we expect the supply of wild-caught seafood in our core species to be stable over the long term. We anticipate new seafood demand will be supplied primarily from aquaculture. Currently, four of the top seven species consumed in North America (shrimp, salmon, tilapia and pangasius) are partly or totally supplied by aquaculture and approximately 34% of the Company's procurement by value is related to aquaculture products. To the extent there are unexpected declines in our core products of wild-caught seafood, or aquaculture is unable to supply future demand, prices may increase materially, which may have a negative impact on the Company's results.

The Company has made the strategic decision not to be vertically integrated for several reasons, including the large amount of capital that would be involved and expected returns on such capital. However, in the event supply shortages of certain seafood, or trade barriers to acquiring seafood as a result of economic sanctions or otherwise, results in difficulty procuring species, the financial results of High Liner Foods may be adversely affected.

In addition, the Company purchases non-seafood goods and ingredients from a limited number of suppliers as a result of consolidation within the industries in which these suppliers operate in North America and other major markets. Furthermore, issues with suppliers regarding pricing or performance of the goods they supply or the inability of suppliers to supply the required volumes of such goods and services in a timely manner could impact the Company's financial condition and performance. Any such impact will depend on the effectiveness of the Company's contingency plan.

## Seafood Production from Asia

For more than a decade, many seafood companies, including High Liner Foods, have diverted production of certain primary produced products to Asia, and China in particular. Asian processing plants are able to produce many high-quality seafood products at a lower cost than is possible in North America and in other more developed countries. These plants

are also able to achieve a better yield on raw material due to the use of more manual processes. We work closely with selected Asian suppliers and have made it possible for these suppliers to meet our exacting quality and manufacturing standards. In turn, we have access to the variety and volume of seafood products, including a significant amount of wild-caught product from the Atlantic and Pacific Oceans, that we need to fulfil our brand strategy. These suppliers are central to our supply chain operating efficiently, and thus, any adverse changes in the operations of such suppliers, including the effects of pandemic (including COVID-19) or any other serious health concern, or our commercial relationships with such suppliers, may adversely affect the Company's results. In particular, if the current COVID-19 outbreak continues and results in a prolonged period of travel, commercial, and other similar restrictions, High Liner Foods could experience global supply disruptions. If the Company experiences supply disruptions, it may not be able to develop alternate sourcing quickly, which may adversely affect the Company's results.

### Non-Seafood Commodities

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Our operating costs are affected by price changes in commodities such as crude oil, wheat, corn, paper products and frying oils. To minimize our risk, the Company's "Price Risk Management Policy" dictates the use of fixed pricing with suppliers whenever possible but allows the use of hedging with derivative instruments if deemed prudent. Throughout 2019 and 2018, the Company has managed this risk through contracts with suppliers.

Crude oil prices, which influence fuel surcharges from freight suppliers, increased during 2019 compared to 2018. World commodity prices for flour, soy and canola oils, imported ingredients in many of the Company's products, increased throughout 2019 compared to 2018. The price of corrugated and folded carton, which is used in packaging, remained consistent in 2019. The Company currently has fixed price contracts with suppliers relating to our 2020 commodity purchase requirements and any additional amounts will be negotiated and fixed as necessary.

### Customer Consolidation

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We sell the majority of our products to food distributors and large food retailers, including supercenters and club stores, in North America. As the retail grocery and foodservice trades continue to consolidate and grow more sophisticated, the Company is required to adjust to changes in purchasing practices and changing customer requirements to remain competitive. 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.

Consolidation of customers is expected to result in some consolidation of suppliers in the U.S. seafood industry. The supply of seafood, especially in the U.S. foodservice market, is highly fragmented. Consolidation is needed to reduce costs and increase service levels to keep pace with the expectation of customers.

We are focusing efforts on brand strength, new products, procurement activities and customer service to ensure we outperform competitors. Consolidation makes it more important to achieve and maintain a brand leadership position, as consolidators move towards centralized buying and streamlined procurement. We are in a good position to meet these demands, since we offer quality, popular products under leading brands and have the ability to meet the customer service expectations of the major retailers.

### Competition Risk

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High Liner Foods competes with a number of food manufacturers and distributors and its competition varies by distribution method, product category and geographic market. Some of High Liner Foods' competitors have greater financial and other resources than it does and/or may have access to labour or products that are not available to High Liner Foods. In addition, High Liner Foods' competitors may be able to better withstand market volatility. There can be no assurance that High Liner Foods' principal competitors will not be successful in capturing, or that new competitors will not emerge and capture, a share of the Company's present or potential customer base and/or market share.

In addition, High Liner Foods and its financial results may be significantly adversely affected if High Liner Foods' suppliers become competitors, if its customers decide to source their own food products, or if one or more of High Liner Foods' competitors were to merge with another of its competitors. Competitors may also establish or strengthen relationships with parties with whom High Liner Foods has relationships, thereby limiting its ability to sell certain products. Disruptions in High Liner Foods' business caused by such events could have a material adverse effect on its results of operations and financial condition.

## Geopolitical Risk

The Company's operations are currently conducted in North America and, as such, the Company's operations are exposed to various levels of political, economic and other risks and uncertainties. These risks and uncertainties vary for each country and include, but are not limited to: fluctuations in currency exchange rates; inflation rates; labour unrest; terrorism; civil commotion and unrest; global pandemic (including COVID-19); changes in taxation policies; restrictions on foreign exchange and repatriation; changing political conditions and social unrest; changes in trade agreements; economic sanctions, tariffs and other trade barriers.

Changes, if any, in trade agreements or policies, or shifts in political attitude, could adversely affect the Company's operations or profitability. Operations may be affected in varying degrees by government regulations including, but not limited to, export controls, income taxes, foreign investment, and environmental legislation.

In 2017, the U.S. Tax Reform resulted in significant changes to tax legislation in the United States and certain aspects of the U.S. Tax Reform are still subject to interpretation which could impact the results of operations, financial condition and cash flows of the Company (see the *Income Taxes* section on page 25 of this MD&A).

In 2018, the USTR commenced certain trade actions, including imposing tariffs on certain goods imported from China, including some of the species the Company imports from China. The Company has implemented plans, including pricing actions and other supply chain initiatives, to mitigate the impact of these tariffs and reduce the estimated impact to the Company's operations. However, the Company cannot control the duration or depth of such actions, which may increase product costs and reduce profitability, and potentially decrease the competitiveness of its products.

During December 2019, the Company received notice of approval of an exclusion request submitted to the USTR regarding tariffs on certain goods imported to the U.S. from China. The exclusion applies to tariffs already incurred, or that would otherwise be incurred, on specific goods from September 24, 2018 to August 7, 2020 and may result in the recovery of tariffs previously paid by the Company. It is not practicable at this time to estimate the timing or amount of any recovery. Trade discussions between the USTR and China are ongoing, which may impact the timing and amount of recoveries related to these exclusions and have a material, adverse effect on results of operations, financial condition and cash flows of the Company.

The Company will continue to monitor these developments closely, particularly if further information becomes available regarding potential additional tariffs or exclusions, or how the previously announced tariffs and exclusions will impact the Company.

The occurrence and the extent of these various factors and uncertainties cannot be accurately predicted and could have a material adverse effect on the Company's operations and profitability.

## Sustainability, Corporate Responsibility and Public Opinion

The success and growth of our business relies heavily upon our ability to use our position in the marketplace to protect, preserve and manage the natural resources essential for our business in a sustainable manner. Sustainability is a core value that supports all sectors of our business and has positioned the Company for organic growth into the future.

High Liner Foods made a public sustainability commitment in late 2010 to source its seafood from "certified sustainable or responsible" fisheries and aquaculture by the end of 2013. The Company was substantially successful in fulfilling the commitment it made in late 2010 and is now recognized as a global leader in driving best practice improvements in wild fisheries and aquaculture. Customers will continue to demand product solutions that are innovative, high quality and responsibly sourced. To the extent we fail to meet these customer expectations, or customer expectations in this regard change, operational results and brand equity may be adversely affected. Credible sustainability certifications have become a required tool to validate industry-driven wild fishery and aquaculture improvements. Environmental advocacy groups will continue to promote use of credible certification schemes to define sustainable wild fisheries and aquaculture.

In 2015, the Company implemented a social compliance program with seafood suppliers which outlines acceptable standards for the treatment of all suppliers' employees involved in the production of seafood product for our Company.

Corporate Social Responsibility ("CSR") is a term used to refer to the set of voluntary actions companies take to mitigate the social and environmental impacts of their operations on society. CSR is significant in the seafood industry as seen through the multiplication of private initiatives such as certification programs, sourcing commitments and improvement projects. Many of the issues addressed through CSR in seafood occur in the downstream end of seafood supply chains and include sustainable fish stocks, social aspects such as working conditions and fair wages, and transparency. High Liner Foods has continued its leadership position with the preparation of CSR reports in 2017 and 2018 that disclose many of the improvement efforts underway.

High Liner Foods' business and operations are subject to environmental laws and regulations, including those relating to permitting requirements, wastewater discharges, air emissions (greenhouse gases and other), releases of hazardous substances and remediation of contaminated sites. The Company believes that its operations are in compliance, in all material respects, with environmental laws and regulations. Compliance with these laws and regulations requires that the Company continue to incur operating and maintenance costs and capital expenditures, including to control potential impacts of its operations on local communities. Future events such as changes in environmental laws and regulations or more vigorous regulatory enforcement policies could have a material adverse effect on the Company's financial position and could require additional expenditures to achieve or maintain compliance.

In the short term, enhanced policies related to sustainability, environmental and social compliance both within High Liner Foods and its supply chain may add to the Company's operating costs. A long-term benefit is now being realized through the stabilization of most global wild fishery stocks and continued increase in aquaculture growth that now supplies more than 50% of the global seafood demand. Operating costs are beginning to decrease through more efficient use of energy, water, reduction of waste, transportation systems and through a rigorous continuous improvement process.

### **Growth (Other Than by Acquisition)**

A key component of High Liner Foods' growth strategy is organic or internal growth by

- Delivering profitable and sustainable revenue growth through the sale of existing high margin products;
- Eliminating under-performing products to maximize our portfolio;
- Expanding into new markets and high margin products; and
- Investing in continuous improvement in our plants and our organization to improve efficiencies and simplify the business.

There can be no assurance that the Company will be successful in growing its business or in managing its growth in a manner consistent with this strategy. Furthermore, successful expansion may place a significant strain on key personnel of High Liner Foods, from a retention perspective, as well as on its operations, financial resources and other resources. The Company's ability to manage growth will also depend in part on its ability to continue to grow and enhance its information systems in a timely fashion. It must

also manage succession planning for personnel across the organization to support such growth. Any inability to properly manage growth could result in cancellation of customer orders, as well as increased operating costs, and correspondingly, could have an adverse effect on High Liner Foods' financial results.

In addition, the 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.

### **Acquisition and Integration Risk**

A component of the Company's strategy is to pursue acquisition opportunities to support sales and earnings growth and further species diversification. While management intends to be careful in selecting businesses to acquire, acquisitions inherently involve a number of risks, including, but not limited to, the possibility that the Company pays more than the acquired assets are worth; the additional expense associated with completing an acquisition; the potential loss of customers of the particular business; the difficulty of assimilating the operations and personnel of the acquired business; the challenge of implementing uniform standards, controls procedures and policies throughout the acquired business; the inability to integrate, train, retain and motivate key personnel of the acquired business; the potential disruption to the Company's ongoing business and the distraction of management from the Company's day-to-day operations; the inability to incorporate acquired businesses successfully into the Company's existing operations; and the potential impairment of relationships with the Company's employees, suppliers and customers. If any one or more of such risks materialize, they could have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

In addition, the Company may not be able to maintain the levels of operating efficiency that the acquired company had achieved or might have achieved had it not been acquired by the Company. Successful integration of the acquired company's operations would depend upon the Company's ability to manage those operations and to eliminate redundant and excess costs. As a result of difficulties associated with combining operations, the Company may not be able to

achieve the cost savings and other benefits that it expected to achieve with the acquisition. Any difficulties in this process could disrupt the Company's ongoing business, distract its management, result in the loss of key personnel or customers, increase its expenses and otherwise materially adversely affect the Company's business, financial condition, liquidity and operating results. Further, inherent in any acquisition, there is risk of liabilities and contingencies that the Company may not discover in its due diligence prior to the consummation of a particular acquisition, and the Company may not be indemnified for some or all of these liabilities and contingencies. The discovery of any material liabilities or contingencies in any acquisition could also have a material adverse effect on the Company's business, financial condition, liquidity and operating results.

### Employment Matters

The Company and its subsidiaries have approximately 1,200 full-time and part-time employees, which include salaried and union employees, some 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.

### Credit Risk

The Company grants credit to its customers in the normal course of business. Credit valuations are performed on a regular basis and the financial statements take into account an allowance for expected credit losses. The Company believes it has low exposure to concentration of credit risk with respect to accounts receivable from customers due to its large and diverse customer base. Although we insure our accounts receivable risk, our impairment losses related to receivables have historically been insignificant. As of the filing of this report, we are not aware of any customer that is in financial trouble that would result in a material loss to the Company and our receivables are substantially current at year-end.

### Foreign Currency

High Liner Foods reports its results in USD to reduce volatility caused by changes in the USD to CAD exchange rate. The Company's results of operations and financial condition are both affected by foreign currency fluctuations in a number of ways. The table below summarizes the effects of foreign exchange on our operations in their functional currency:

Currency	Strength	Impact on High Liner Foods
CAD	Strong	Results in a reduction in the cost of inputs for the Canadian operations in CAD. Competitive activity may result in some selling price declines on unprocessed product.
CAD	Weak	Results in an increase in the cost of inputs for the Canadian operations in CAD. Justified cost increases are usually accepted by customers. If prices rise too sharply there may be a volume decline until consumers become accustomed to the new level of pricing.
Euro	Strong	Results in increased demand from Europe for seafood supplies and may increase prices in USD.
Euro	Weak	Results in decreased demand from Europe for seafood supplies and may decrease prices in USD.
Asian currencies	Strong	Results in higher cost for seafood related to Asian-domestic inputs such as labour and overheads of primary producers. As well, increased demand may result from domestic Asian markets increasing USD prices. Justified cost increases are usually accepted by customers. If prices rise too sharply, there may be a volume decline until consumers become accustomed to the new level of pricing.
Asian currencies	Weak	Results in lower cost for seafood related to Asian-domestic inputs such as labour and overheads of primary producers. As well, decreased demand may result from domestic Asian markets, decreasing USD prices. Competitive activity may result in some selling price declines on unprocessed product.
USD	Strong	As in most commodities, a strong USD usually decreases input costs in USD, as suppliers in countries not using the USD need less USD to receive the same amount in domestic currency. In Canadian operations, it increases input costs in CAD.
USD	Weak	As in most commodities, a weak USD usually increases input costs in USD, as suppliers in countries not using the USD need more USD to receive the same amount in domestic currency. In Canadian operations, it decreases input costs in CAD.



The value of the USD compared to other world currencies has an impact on many commodities, including seafood, packaging, flour-based products, cooking oil and transportation costs that are either sold in USD or have USD-input costs. This is because many producing countries do not use the USD as their functional currency and, therefore, changes in the value of the USD means that producers in other countries need less or more USD to obtain the same amount in their domestic currency. Changes in the value of the CAD by itself against the USD simply result in an increase or decrease in the CAD cost of inputs.

For products sold in Canada, most raw material is purchased in USD and flour-based ingredients, cooking oils and transportation costs all have significant commodity components that are traded in USD. However, labour, packaging and ingredient conversion costs, overheads and SG&A costs are incurred in CAD. A strengthening CAD decreases the cost of these inputs and vice versa in the Canadian operation's domestic currency. When the value of the CAD changes, competitive factors on commodity products, primarily raw frozen shellfish and groundfish, especially in our Canadian foodservice business, force us to react when competitors use a lower CAD cost of imported products to decrease prices and, therefore, pass on the cost decrease to customers. An increasing CAD cost usually results in higher selling prices to Canadian customers.

The Parent has a CAD functional currency, meaning that all transactions are recorded in CAD. However, as we report in USD, the results of the Parent are converted into USD for external reporting purposes. As such, fluctuations in exchange rates impact the translated value of the Parent's sales, costs and expenses when translated to USD.

Although High Liner Foods reports in USD, our Canadian operations continue to be managed in CAD. Therefore, in accordance with the Company's "*Price Risk Management Policy*" (the "*Policy*"), we undertake hedging activities, buying USD forward and using various derivative products. To reduce our exposure to the USD on the more price inelastic items, the Policy allows us to hedge forward a maximum of 15 months of purchases; at 70-90% of exposure for the first three months, 55-85% for the next three months, 30-75% for the next three months, 10-60% for the next three months, and 0-60% for the last three months. The lower end of these ranges is required to be hedged by the Policy, with the upper ranges allowed if management believes the situation warrants a higher level of purchases to be hedged. Variations from the Policy require the approval of the Audit Committee.

The Policy excludes certain products where the price in the marketplace moves up or down with changes in the CAD cost of the product. Approximately \$60.0-80.0 million of the USD purchases of the Parent are part of the hedging program annually and are usually hedged between 40.0% and 75.0% of the next twelve months of forecasted purchases. We are currently forecasting purchases of \$51.7 million to be hedged in 2020 and of this amount, 70.0% are currently hedged.

Details on the hedges in place as at December 28, 2019 are included in Note 25 "*Fair value measurement*" to the Consolidated Financial Statements.

### Liquidity Risk

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.

Our primary sources of working capital are cash flows from operations and borrowings under our credit facilities. We actively manage our relationships with our lenders and have adequate credit facilities in place until April 2023, when the working capital credit facility expires. 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 adverse impact on the Company's financial position and opportunities for growth.

The Company monitors its risk to a shortage of funds using a detailed budgeting process that identifies financing needs for the next twelve months as well as models that look out five years. Working capital and cash balances are monitored daily and a procurement system provides information on commitments. This process projects cash flows from operations. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, letters of credit, bank loans, notes payable and lease liabilities. The Company's objective is that not more than 50% of borrowings should mature in the next twelve-month period.

At December 28, 2019, less than 6% of our debt will mature in the next twelve-month period based on the carrying value of borrowings reflected in the Consolidated Financial Statements. Our long-term debt is described in Note 14 "*Long-term debt*" to the Consolidated Financial Statements. At December 28, 2019 and at the date of this document, we are in compliance with all covenants and terms of our banking facilities.

### Uncertainty of Dividend Payments

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Payment of dividends may be impacted by factors that can have a material adverse effect on High Liner Foods' business, results of operations, cash flows, financial position or prospects and which could impact its liquidity and ability to declare and pay dividends (whether at current levels, revised levels or at all). Payment of dividends is also dependent on, among other things, the ability of the Company to generate sufficient cash flows, the financial requirements of High Liner Foods, and applicable solvency tests and contractual restrictions (whether under credit agreements or other contracts).

As the payment of dividends is subject to the discretion of the Company's Board of Directors, the Company's dividend policy could change at any time if the Board determines that a change is in the best interests of the Company.

### Pension Plan Assets and Liabilities

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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.

The asset mix of our defined benefit pension plans was established with the objective of reducing the volatility of the plan's anticipated funded position. This has resulted in investing part of the portfolio in fixed income assets with a duration similar to that of the pension obligations. The latest actuarial valuations of these two plans were performed during Fiscal 2016 and Fiscal 2017 and showed: combined going concern surpluses of CAD\$2.9 million; one plan had a solvency deficit of CAD\$1.4 million; and the other plan had a solvency deficit of CAD\$3.4 million.

### Information Technology and Cybersecurity Risk

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High Liner Foods relies on information technology systems and network infrastructure in all areas of operations and is therefore exposed to an increasing number of sophisticated

cybersecurity threats. The methods used to obtain unauthorized access, disable or degrade service or sabotage systems are constantly evolving. A cybersecurity attack and a breach of sensitive information could disrupt systems and services and compromise the Company's financial position or brands, and/or otherwise adversely affect the ability to achieve its strategic objectives.

The Company maintains policies, processes and procedures to address capabilities, performance, security and availability including resiliency and disaster recovery for systems, infrastructure and data. Security protocols, along with corporate information security policies, address compliance with information security standards, including those relating to information belonging to the Company's customers and employees. The Company actively monitors, manages and continues to enhance its ability to mitigate cyber risk through its enterprise-wide programs.

The implementation of major information technology projects carries with it various risks, including the risk of realization of benefits, that must be mitigated by disciplined change management and governance processes. The Company has a business process optimization team staffed with knowledgeable internal resources (supplemented by external resources as needed) that is responsible for implementing the various initiatives.

### Adverse Weather Conditions and Natural Disasters

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Physical risks resulting from climate change can be event-driven (acute) or long-term (chronic) shifts in climate patterns that may have financial implications for the Company, including direct damage to the Company's assets and indirect impact to the Company's supply chain. Various seafood species and non-seafood products are vulnerable to adverse weather conditions and natural disasters, including windstorms, hurricanes, floods, droughts, fires, temperature extremes and earthquakes, some of which are common but difficult to predict. Severe weather conditions may occur with higher frequency or may be less predictable in the future due to the effects of climate change. Such adverse weather conditions could impact both the availability and the quality of seafood and non-seafood products procured by the Company and prevent or impair the Company's ability to procure and sell products as planned. These factors can increase cost, decrease our sales, and lead to additional expenditures, which may have a material adverse effect on the Company's business, financial condition and results from operations.

## Forward-Looking Information

This MD&A contains forward-looking statements within the meaning of securities laws. In particular, these forward-looking statements are based on a variety of factors and assumptions that are discussed throughout this document. In addition, these statements and expectations concerning the performance of our business in general are based on a number of factors and assumptions including, but not limited to: availability, demand and prices of raw materials, energy and supplies; the condition of the Canadian and American economies; product pricing; foreign exchange rates, especially the rate of exchange of the CAD to the USD; our ability to attract and retain customers; our operating costs and improvement to operating efficiencies; interest rates; continued access to capital; the competitive environment and related market conditions; and the general assumption that none of the risks identified below or elsewhere in this document will materialize.

Specific forward-looking statements in this document include, but are not limited to: statements with respect to: future growth strategies and their impact on the Company's market share and shareholder value; anticipated financial performance, including earnings trends and growth; achievement, and timing of achievement, of strategic goals and publicly stated financial targets, including to increase our market share, acquire and integrate other businesses and reduce our operating and supply chain costs; and our ability to develop new and innovative products that result in increased sales and market share; increased demand for our products whether due to the recognition of the health benefits of seafood or otherwise; changes in costs for seafood and other raw materials; any proposed disposal of assets and/or operations; increases or decreases in processing costs; the USD/CAD exchange rate; percentage of sales from our brands; expectations with regards to sales volume, earnings, product margins, product innovations, brand development and anticipated financial performance; competitor reaction to Company strategies and actions; impact of price increases or decreases on future profitability; sufficiency of working capital facilities; future income tax rates; levels of accretion and synergy and earnings growth relating to Rubicon; the expected amount and timing of integration activities related to acquisitions; expected leverage levels and expected Net Debt to Adjusted EBITDA; statements under the "outlook" heading including expected demand, sales of new product, the efficiency of our plant production and U.S. tariffs on certain seafood products imported from China; expected

amount and timing of cost savings related to the optimization of the Company's structure; decreased leverage in the future; estimated capital spending; future inventory trends and seasonality; market forces and the maintenance of existing customer and supplier relationships; availability of credit facilities; our projection of excess cash flow and minimum repayments under the Company's long-term loan facility; expected decreases in debt-to-capitalization ratio; dividend payments; and amount and timing of the capital expenditures in excess of normal requirements to allow the movement of production between plants.

Forward-looking statements can generally be identified by the use of the conditional tense, the words "may", "should", "would", "could", "believe", "plan", "expect", "intend", "anticipate", "estimate", "foresee", "objective", "goal", "remain" or "continue" or the negative of these terms or variations of them or words and expressions of similar nature. Actual results could differ materially from the conclusion, forecast or projection stated in such forward-looking information. As a result, we cannot guarantee that any forward-looking statements will materialize. Assumptions, expectations and estimates made in the preparation of forward-looking statements and risks that could cause our actual results to differ materially from our current expectations are discussed in detail in the Company's materials filed with the Canadian securities regulatory authorities from time to time, including the Risk Factors section of this MD&A and the Risk Factors section of our most recent AIF. The risks and uncertainties that may affect the operations, performance, development and results of High Liner Foods' business include, but are not limited to, the following factors: compliance with food safety laws and regulations; timely identification of and response to events that could lead to a product recall; volatility in the CAD/USD exchange rate; competitive developments including increases in overseas seafood production and industry consolidation; availability and price of seafood raw materials and finished goods and the impact of geopolitical events (and related economic sanctions) on same; the impact of the USTR's tariffs on certain seafood products; costs of commodity products and other production inputs, and the ability to pass cost increases on to customers; successful integration of acquired operations; potential increases in maintenance and operating costs; shifts in market demands for seafood; performance of new products launched and existing products in the marketplace; changes in laws and regulations, including environmental, taxation and regulatory requirements; technology changes with respect to production and other equipment and software

programs; enterprise resource planning system risk; adverse impacts of cybersecurity attacks or breach of sensitive information; supplier fulfillment of contractual agreements and obligations; competitor reactions; High Liner Foods' ability to generate adequate cash flow or to finance its future business requirements through outside sources; credit risk associated with receivables from customers; volatility associated with the funding status of the Company's post-retirement pension benefits; compliance with debt covenants; the availability of adequate levels of insurance; adverse weather conditions and natural disasters; and management retention and development.

Forward-looking information is based on management's current estimates, expectations and assumptions, which we believe are reasonable as of the current date. You should not place undue importance on forward-looking information and should not rely upon this information as of any other date. Except as required under applicable securities laws, we do not undertake to update these forward-looking statements, whether written or oral, that may be made from time to time by us or on our behalf, whether as a result of new information, future events or otherwise.

# Management's Responsibility

## To the Shareholders of High Liner Foods Incorporated

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The Management of High Liner Foods Incorporated includes corporate executives, operating and financial managers and other personnel working full-time on Company business. The statements have been prepared in accordance with generally accepted accounting principles consistently applied, using management's best estimates and judgments, where appropriate. The financial information elsewhere in this report is consistent with the statements.

Management has established a system of internal control that it believes provides a reasonable assurance that, in all material respects, assets are maintained and accounted for in accordance with management's authorization and transactions are recorded accurately on the Company's books and records. The Company's internal audit program is designed for constant evaluation of the adequacy and effectiveness of the internal controls. Audits measure adherence to established policies and procedures.

The Audit Committee of the Board of Directors is composed of four outside directors. The Committee meets periodically with management, the internal auditor and independent chartered professional accountants to review the work of each and to satisfy itself that the respective parties are properly discharging their responsibilities. The independent chartered professional accountants and the internal auditor have full and free access to the Audit Committee at any time. In addition, the Audit Committee reports its findings to the Board of Directors, which reviews and approves the consolidated financial statements.

Dated February 26, 2020

(Signed)

P.A. Jewer, FCPA, FCA  
Executive Vice President and Chief Financial Officer

# Independent Auditor's Report

## To the shareholders of High Liner Foods Incorporated

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### OPINION

We have audited the consolidated financial statements of **High Liner Foods Incorporated** [the "Company"], which comprise the consolidated statements of financial position as at December 28, 2019 and December 29, 2018, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of accumulated other comprehensive loss, consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the fifty-two weeks then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 28, 2019 and December 29, 2018, and its consolidated financial performance and its consolidated cash flows for the fifty-two weeks then ended in accordance with International Financial Reporting Standards ["IFRSs"].

### BASIS FOR OPINION

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### OTHER INFORMATION

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis
- The information, other than the consolidated financial statements and our auditor's report thereon, in the Annual Report

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion & Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

The Annual Report is expected to be made available to us after the date of the auditor's report. If based on the work we will perform on this other information, we conclude there is a material misstatement of other information, we are required to report that fact to those charged with governance.

### RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs, 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.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Sonya Fraser.



Chartered Professional Accountants

Halifax, Canada

February 26, 2020

# Consolidated Statements of Financial Position

(in thousands of United States dollars)	Notes	December 28, 2019	December 29, 2018
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		\$ 3,144	\$ 9,568
Accounts receivable	6	85,089	84,873
Income taxes receivable		3,494	6,411
Other financial assets	25	236	2,504
Inventories	7	294,913	301,411
Prepaid expenses		4,322	4,333
<b>Total current assets</b>		<b>391,198</b>	409,100
<b>Non-current assets</b>			
Property, plant and equipment	8	108,986	114,371
Right-of-use assets	9	11,792	—
Deferred income taxes	18	2,134	7
Other receivables and assets	25	34	1,013
Intangible assets	10	148,893	155,594
Goodwill	10	157,457	157,070
<b>Total non-current assets</b>		<b>429,296</b>	428,055
<b>Total assets</b>	11, 14	<b>\$ 820,494</b>	\$ 837,155
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Current liabilities</b>			
Bank loans	11	\$ 37,546	\$ 31,152
Accounts payable and accrued liabilities	12	141,238	157,162
Contract liability	19	3,581	4,772
Provisions	13	329	1,460
Other current financial liabilities	25	861	78
Other current liabilities		4,881	245
Income taxes payable		2,102	585
Current portion of long-term debt	14	14,511	13,655
Current portion of lease liabilities	9	4,582	372
<b>Total current liabilities</b>		<b>209,631</b>	209,481
<b>Non-current liabilities</b>			
Long-term debt	14	289,020	322,674
Other long-term financial liabilities	25	292	5
Other long-term liabilities		3,031	1,493
Long-term lease liabilities	9	7,198	407
Deferred income taxes	18	30,182	28,451
Future employee benefits	15	12,970	10,785
<b>Total non-current liabilities</b>		<b>342,693</b>	363,815
<b>Total liabilities</b>		<b>552,324</b>	573,296
<b>Shareholders' equity</b>			
Common shares	16	112,887	112,887
Contributed surplus		16,028	15,357
Retained earnings		162,773	161,377
Accumulated other comprehensive loss		(23,518)	(25,762)
<b>Total shareholders' equity</b>		<b>268,170</b>	263,859
<b>Total liabilities and shareholders' equity</b>		<b>\$ 820,494</b>	\$ 837,155

See accompanying notes to the Consolidated Financial Statements



# Consolidated Statements of Income

(in thousands of United States dollars, except per share amounts)	Notes	Fifty-two weeks ended December 28, 2019	Fifty-two weeks ended December 29, 2018
<b>Sales</b>	19	\$ 942,224	\$ 1,048,531
Cost of sales		756,364	860,374
<b>Gross profit</b>		<b>185,860</b>	188,157
Distribution expenses		45,759	52,649
Selling, general and administrative expenses		90,019	92,208
Impairment of property, plant and equipment	8	974	1,302
Business acquisition, integration and other expense (income)	5, 15	1,572	(2,471)
<b>Results from operating activities</b>		<b>47,536</b>	44,469
Finance costs	28	33,012	21,603
<b>Income before income taxes</b>		<b>14,524</b>	22,866
<b>Income taxes</b>			
Current	18	3,356	1,583
Deferred	18	879	4,507
Income tax expense		4,235	6,090
<b>Net income</b>		<b>\$ 10,289</b>	\$ 16,776
<b>Earnings per common share</b>			
Basic	20	\$ 0.31	\$ 0.50
Diluted	20	\$ 0.30	\$ 0.50
<b>Weighted average number of shares outstanding</b>			
Basic	20	33,801,217	33,617,203
Diluted	20	34,195,365	33,618,919

See accompanying notes to the Consolidated Financial Statements

## Consolidated Statements of Comprehensive Income

(in thousands of United States dollars)	Fifty-two weeks ended December 28, 2019	Fifty-two weeks ended December 29, 2018
<b>Net income</b>	<b>\$ 10,289</b>	<b>\$ 16,776</b>
<b>Other comprehensive income (loss), net of income tax</b>		
Other comprehensive income (loss) to be reclassified to net income:		
Gain (loss) on hedge of net investment in foreign operations	13,644	(25,160)
(Loss) gain on translation of net investment in foreign operations	(16,548)	35,067
Translation impact on Canadian dollar denominated non-AOCI items	8,735	(21,793)
Translation impact on Canadian dollar denominated AOCI items	(976)	1,608
Total exchange gains (losses) on translation of foreign operations and Canadian dollar denominated items	4,855	(10,278)
Effective portion of changes in fair value of cash flow hedges	(1,818)	3,494
Net change in fair value of cash flow hedges transferred to carrying amount of hedged item	(698)	(533)
Net change in fair value of cash flow hedges transferred to income	(486)	(181)
Translation impact on Canadian dollar denominated AOCI items	391	(785)
Total exchange (losses) gains on cash flow hedges	(2,611)	1,995
<b>Net other comprehensive gain (loss) to be reclassified to net income</b>	<b>2,244</b>	<b>(8,283)</b>
Other comprehensive (loss) income not to be reclassified to net income		
Defined benefit plan actuarial (losses) gains	(1,469)	107
<b>Other comprehensive income (loss), net of income tax</b>	<b>775</b>	<b>(8,176)</b>
<b>Total comprehensive income</b>	<b>\$ 11,064</b>	<b>\$ 8,600</b>

## Consolidated Statements of Accumulated Other Comprehensive Loss

(in thousands of United States dollars)	Foreign currency translation differences	Net exchange differences on cash flow hedges	Total accumulated other comprehensive (loss) income
Balance at December 29, 2018	\$ (27,977)	\$ 2,215	\$ (25,762)
Total exchange gains on translation of foreign operations and Canadian dollar denominated items	4,855	—	4,855
Total exchange losses on cash flow hedges	—	(2,611)	(2,611)
<b>Balance at December 28, 2019</b>	<b>\$ (23,122)</b>	<b>\$ (396)</b>	<b>\$ (23,518)</b>
Balance at December 30, 2017	\$ (17,699)	\$ 220	\$ (17,479)
Total exchange losses on translation of foreign operations and Canadian dollar denominated items	(10,278)	—	(10,278)
Total exchange gains on cash flow hedges	—	1,995	1,995
Balance at December 29, 2018	\$ (27,977)	\$ 2,215	\$ (25,762)

See accompanying notes to the Consolidated Financial Statements

# Consolidated Statements of Changes in Shareholders' Equity

(in thousands of United States dollars)	Common shares	Contributed surplus	Retained earnings	Accumulated other comprehensive loss	Total
Balance at December 29, 2018	\$ 112,887	\$ 15,357	\$ 161,377	\$ (25,762)	\$ 263,859
Other comprehensive income	—	—	(1,469)	2,244	775
Net income	—	—	10,289	—	10,289
Common share dividends	—	—	(7,424)	—	(7,424)
Share-based compensation	—	671	—	—	671
<b>Balance at December 28, 2019</b>	<b>\$ 112,887</b>	<b>\$ 16,028</b>	<b>\$ 162,773</b>	<b>\$ (23,518)</b>	<b>\$ 268,170</b>
Balance at December 30, 2017	\$ 112,835	\$ 14,354	\$ 159,157	\$ (17,479)	\$ 268,867
Other comprehensive loss	—	—	107	(8,283)	(8,176)
Net income	—	—	16,776	—	16,776
Common share dividends	—	—	(14,663)	—	(14,663)
Share-based compensation	52	1,003	—	—	1,055
Balance at December 29, 2018	\$ 112,887	\$ 15,357	\$ 161,377	\$ (25,762)	\$ 263,859

See accompanying notes to the Consolidated Financial Statements

# Consolidated Statements of Cash Flows

(in thousands of United States dollars)	Notes	Fifty-two weeks ended December 28, 2019	Fifty-two weeks ended December 29, 2018
<b>Cash flows provided by (used in):</b>			
<b>Operating activities</b>			
Net income		\$ 10,289	\$ 16,776
Adjustments to net income not involving cash from operations:			
Depreciation and amortization	28	22,455	17,771
Share-based compensation expense	17	7,124	1,237
Loss on asset disposals and impairment	8	1,292	1,565
Future employee benefits contribution, net of expense		(25)	(84)
Finance costs	28	33,012	21,603
Income tax expense	18	4,235	6,090
Unrealized foreign exchange loss (gain)		1,020	(311)
Cash flows provided by operations before changes in non-cash working capital, interest and income taxes refunded (paid)		79,402	64,647
Changes in non-cash working capital balances:			
Accounts receivable		212	5,666
Inventories		10,095	44,561
Prepaid expenses		95	(1,030)
Accounts payable and accrued liabilities		(18,388)	(45,977)
Provisions		(1,158)	1,221
Net change in non-cash working capital balances		(9,144)	4,441
Interest paid		(20,173)	(19,917)
Income taxes refunded		1,521	7,762
<b>Net cash flows provided by operating activities</b>		<b>51,606</b>	<b>56,933</b>
<b>Financing activities</b>			
Increase (decrease) in bank loans	21	6,638	(21,380)
Repayment of lease liabilities	21	(5,649)	(598)
Repayment of long-term debt	21	(37,926)	—
Deferred finance costs	21	(6,344)	(325)
Common share dividends paid		(7,424)	(14,663)
Options exercised for shares		—	24
<b>Net cash flows used in financing activities</b>		<b>(50,705)</b>	<b>(36,942)</b>
<b>Investing activities</b>			
Purchase of property, plant and equipment, net of investment tax credits, and intangible assets		(6,569)	(13,961)
Net proceeds on disposal of assets		—	119
<b>Net cash flows used in investing activities</b>		<b>(6,569)</b>	<b>(13,842)</b>
Foreign exchange decrease on cash		(756)	(1,319)
Net change in cash during the period		(6,424)	4,830
Cash, beginning of period		9,568	4,738
<b>Cash, end of period</b>		<b>\$ 3,144</b>	<b>\$ 9,568</b>

See accompanying notes to the Consolidated Financial Statements

# Notes to the Consolidated Financial Statements

In United States dollars, unless otherwise noted

## 1. Corporate information

High Liner Foods Incorporated (the "Company" or "High Liner Foods") is a company incorporated and domiciled in Canada. The address of the Company's registered office is 100 Battery Point, P.O. Box 910, Lunenburg, Nova Scotia, B0J 2C0. The Consolidated Financial Statements ("Consolidated Financial Statements") of the Company as at and for the fifty-two weeks ended December 28, 2019, comprise High Liner Foods' Canadian company (the "Parent") and its subsidiaries (herein together referred to as the "Company" or "High Liner Foods"). The Company is primarily involved in the processing and marketing of prepared and packaged frozen seafood products.

These Consolidated Financial Statements were authorized for issue in accordance with a resolution of the Company's Board of Directors on February 26, 2020.

## 2. Statement of compliance and basis for presentation

These Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These Consolidated Financial Statements have been prepared on the historical-cost basis except for derivative financial instruments, financial instruments at fair value through profit or loss, and liabilities for cash-settled share-based compensation payment arrangements, which are measured at fair value, and the defined benefit employee future benefit liability, which is recognized as the net total of the plan assets plus unrecognized past-service costs and the present value of the defined benefit obligation.

## 3. Significant accounting policies

### (a) Basis of consolidation

These Consolidated Financial Statements comprise the financial statements of the Company and its subsidiaries as at December 28, 2019. Control is achieved when the Company is exposed, or has rights, to direct the activities that significantly affect the returns from its involvement with the investee. The Company reassesses whether or not it controls an investee on an ongoing basis.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Company's accounting policies. All intercompany balances, equity, income, expenses and cash flows are eliminated in full on consolidation.

### (b) Foreign currency

#### FUNCTIONAL AND PRESENTATION CURRENCY

The Company determines its functional currency based on the currency of the primary economic environment in which it operates. The Parent's functional currency is the Canadian dollar ("CAD"), while the functional currencies of its subsidiaries are the CAD and the United States dollar ("USD"). The Company has chosen a USD presentation currency for its Consolidated Financial Statements because the USD better reflects the Company's overall business activities and improves investors' ability to compare the Company's consolidated financial results with other publicly traded businesses in the packaged foods industry (most of which are based in the United States ("U.S.") and report in USD) and should result in less volatility in reported sales and income on the conversion to the presentation currency.

The Company follows the requirements set out in IAS 21, *The Effects of Change in Foreign Exchange Rates*, to translate to the presentation currency. The assets and liabilities of the Parent are translated to USD at the exchange rate as at the reporting date, and the income and expenses of the Parent are translated to USD at the monthly average exchange rates of the reporting period. Foreign currency differences are recognized in other comprehensive income ("OCI").

**TRANSLATION OF TRANSACTIONS AND BALANCES INTO THE FUNCTIONAL CURRENCY**

Transactions in currencies other than the functional currency ("foreign currencies") are translated to the respective functional currencies of the Parent and its subsidiaries at the exchange rates prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are retranslated at the exchange rate prevailing at that date. Foreign currency non-monetary items that are measured in terms of historical cost are not retranslated. Foreign currency non-monetary items that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined.

Differences arising on settlement or translation of monetary items are recognized in the consolidated statements of income with the exception of monetary items that are designated as part of the hedge of the Company's net investment in a foreign operation. The latter exchange differences are recognized in OCI, to the extent the hedge is effective, until the net investment is disposed of or the hedge is ineffective, at which time the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

**(c) Business combinations and goodwill**

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Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets.

Any contingent consideration to be transferred by the Company will be recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9, *Financial Instruments* ("IFRS 9"), is measured at fair value with changes in fair value recognized in the consolidated statements of income. If the contingent consideration is not within the scope of IFRS 9, it is measured in accordance with the appropriate IFRS.

When the Company acquires a business, it assesses the financial assets and financial liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree. Acquisition-related costs are expensed as incurred and included in business acquisition, integration and other expenses in the consolidated statements of income.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. After initial recognition, goodwill is not amortized, and is measured at cost less any accumulated impairment losses.

**(d) Non-current assets held for sale and discontinued operations**

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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. Assets held for sale are measured at the lower of their carrying amount and fair value less costs to sell ("FVLCS"). For the asset to be classified as held for sale, the sale must be highly probable and the asset or disposal group must be available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale.

**(e) Cash**

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Cash includes cash on hand and demand deposits with initial and remaining maturity of three months or less. Cash does not include any restricted cash.

## **(f) Inventories**

Inventories are measured at the lower of cost and net realizable value. The cost of manufactured inventories is based on the first-in first-out method. The cost of procured finished goods and unprocessed raw material inventory is based on weighted average cost. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. The cost of inventories includes expenditures incurred in acquiring the inventories, production or conversion costs, and other costs incurred in bringing the inventories to their existing location and condition. In the case of manufactured inventories and semi-finished materials, cost includes an appropriate share of production overheads based on normal operating capacity. Cost may also include transfers from OCI of any gain or loss on qualifying cash flow hedges of foreign currency related to purchases of inventories.

## **(g) Property, plant and equipment**

Property, plant and equipment is recorded at cost less accumulated depreciation and accumulated impairment losses, if any. The initial cost of an asset comprises its purchase price or construction cost, any expenditures directly attributable to bringing the asset into operation, and the present value of the expected cost for decommissioning the asset after its use, if the recognition criteria for a provision are met. The cost of self-constructed assets includes the cost of materials, direct labour, other costs directly attributable to bringing the assets to a working condition for their intended use, and costs of dismantling and removing the items and restoring the site on which they are located. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are eligible for capitalization under the cost of the asset. Cost may also include transfers from OCI of any gain or loss on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount when it is probable that future economic benefits associated with the asset will flow to the Company, and the costs can be measured reliably. This would include costs related to the refurbishment or replacement of major components of the asset, when the refurbishment results in a significant extension in the physical life of the component, and in which case, the carrying amount of the replaced part is derecognized. The costs of the day-to-day maintenance of property, plant and equipment are expensed as incurred in the consolidated statements of income.

Gains or losses from the derecognition of an asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statements of income when the asset is derecognized.

The cost of property, plant and equipment, less any residual value, is allocated over the estimated useful life of the asset on a straight-line basis. Depreciation is recognized on a straight-line basis as this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Leasehold improvements are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Land is not depreciated.

The estimated useful lives applicable to each category of property, plant and equipment, except for land, for the current and comparative periods are as follows:

Buildings	20-40 years
Furniture, fixtures and production equipment	10-25 years
Computer equipment and vehicles	4-10 years

When components of an item of property, plant and equipment have different useful lives than those noted above, they are accounted for as separate items of property, plant and equipment. The estimated useful lives, depreciation methods, and residual values are reviewed annually, with any changes in estimate being accounted for prospectively from the date of the change.

### (h) Right-of-use assets and lease liabilities

The Company adopted IFRS 16, *Leases* ("IFRS 16"), with an initial application date of December 30, 2018 (see Note 3(t)). Right-of-use ("ROU") assets are recorded at the present value of the lease payments, plus initial direct costs incurred when entering into the lease and lease payments made at or before the commencement date, less any lease incentives received. The ROU assets are depreciated over the shorter of the lease term or the estimated useful life of the underlying asset. An impairment review is undertaken for any ROU asset that shows indicators of impairment and an impairment loss is recognized against the ROU asset that is impaired.

Lease liabilities are recorded at the present value of the fixed and eligible variable lease payments that depend on an index or rate, net of any lease incentives at the initial measurement date. When the lease contains an extension or purchase option that the Company considers reasonably certain to be exercised, the cost of the option is included in the lease payments. The present value of the lease payments is determined using the discount rate representing the Company's incremental borrowing rate on the lease commencement date, adjusted for the applicable currency of the lease contract, similar tenor and nature of the asset being leased. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period in which the event or condition that triggers the payment occurs.

At inception of a contract, the Company assesses whether the contract is or contains a lease which involves the exercise of judgment. The Company has elected not to separate lease and non-lease components for its ROU assets. The Company has elected not to recognize ROU assets and lease liabilities for leases where the total lease term is less than 12 months, or for a lease of low value. The payments for these leases will be recognized on a straight-line basis over the lease term as operating expenses.

### (i) Intangible assets

Intangible assets acquired separately are measured at cost on initial recognition. Intangible assets acquired in a business combination are recorded at fair value on the date of acquisition. Subsequent to initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if applicable.

The useful lives of intangible assets are assessed to be either finite or indefinite.

- Intangible assets with finite lives are amortized over their useful or economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year-end.
- Intangible assets with indefinite useful lives are not amortized and are tested for impairment annually at the CGU level. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. Certain brands acquired through business combinations have no foreseeable limit to the period over which the assets are expected to generate net cash flows and are therefore determined to have indefinite useful lives.

The estimated useful lives applicable to each category of intangible assets for the current and comparative periods are as follows:

Brands	2-8 years
Customer and supplier relationships	10-25 years
Computer software	3-15 years
Indefinite lived brands	Indefinite, subject to impairment testing annually

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and accounted for prospectively from the date of the change.

The amortization expense on intangible assets with finite lives is recognized in the consolidated statements of income in the expense category consistent with the function of the intangible asset. Gains or losses from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statements of income when the asset is derecognized.



## **(j) Impairment**

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### **NON-FINANCIAL ASSETS**

The carrying amounts of non-financial assets, excluding inventories and deferred income tax assets, are reviewed for impairment at each reporting date, or whenever events or changes in circumstances indicate the carrying amounts may not be recoverable. If there are indicators of impairment, a review is undertaken to determine whether the carrying amounts are in excess of their recoverable amounts. Reviews are undertaken on an asset-by-asset basis, except where the recoverable amount for an individual asset cannot be determined, in which case the review is undertaken at a CGU level.

On an annual basis, the Company evaluates the carrying amount of the North American CGU to determine whether such carrying amount may be impaired. To accomplish this, the Company compares the recoverable amount of the CGU to its carrying amount. This evaluation is performed more frequently if there is an indication that the CGU may be impaired.

The Company estimates the non-financial asset's recoverable amount for the purpose of impairment testing using the higher of its FVLCS and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset or CGU is considered impaired and is written down to its recoverable amount. The excess of the carrying amount over the recoverable amount is considered an impairment loss and is recognized in the consolidated statements of income. With respect to CGUs, impairment losses are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro-rata basis.

In determining FVLCS, an appropriate valuation model is used. These calculations are corroborated by the use of valuation multiples, quoted share prices and other available fair value indicators.

For non-financial assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previous impairment losses may no longer exist or may have decreased. If such an indication exists, the Company estimates the recoverable amount of the asset or CGU. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The impairment loss to be reversed in the consolidated statements of income is limited to the recoverable amount, but not beyond the carrying amount, net of depreciation or amortization, that would have arisen if the prior impairment loss had not been recognized.

### **FINANCIAL ASSETS**

The Company recognizes an allowance for expected credit losses ("ECL") for all financial assets not held at fair value through profit and loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate ("EIR"). The expected cash flows include cash flows from the sale, collateral held and other credit enhancements that are integral to the contractual terms.

In relation to trade receivables, the Company records ECLs on the entire accounts receivable balance. The Company applies the simplified approach and calculates the lifetime ECLs based on an established provision matrix that considers the Company's historical credit loss experience, adjusted for forward-looking factors specific to the Company's customers and the economic environment. The carrying amount of the asset or group of assets is reduced through use of an ECL account and the loss is recognized in the consolidated statements of income. The gross carrying amount of a financial asset is written off to the extent that there is no realistic prospect of recovery.

## **(k) Provisions, contingent liabilities and contingent assets**

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All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. In those cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognized. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statements of income net of any reimbursement, when the reimbursement is realized in the same reporting period as the related expense.

Possible inflows of economic benefits to the Company are considered contingent assets when the possible inflows become virtually certain.

Restructuring provisions are recognized only when the Company has a constructive obligation, which is when: (i) there is a detailed formal plan that identifies the business or part of the business concerned, the location and number of employees affected, the expenditures that will be undertaken, and the timing of when the plan will be implemented; and (ii) the employees affected have been notified of the plan's main features.

### **(l) Future employee benefits**

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#### **DEFINED BENEFIT PENSION PLANS ("DBPP")**

For DBPPs and other post-employment benefits, the net periodic pension expense is actuarially determined on an annual basis by independent actuaries using the projected-unit-credit method pro-rated on service and management's best estimate of expected salary escalation and retirement ages of employees.

The determination of benefit expense requires assumptions such as the discount rate to measure the obligation, the projected age of employees upon retirement, the expected rate of future compensation increases and the expected mortality rate of pensioners. The total past-service cost arising from plan amendments is recognized immediately in the consolidated statements of income. The present value of the defined benefit obligation ("DBO") is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension liability. All actuarial gains and losses that arise in calculating the present value of the DBO and the fair value of plan assets are recognized immediately in the consolidated statements of comprehensive income. For funded plans, surpluses are recognized only to the extent that the surplus is considered recoverable. Recoverability is primarily based on the extent to which the Company can unilaterally reduce future contributions to the plan.

Fair value is based on market price information, and in the case of quoted securities, is the published bid price. The value of any defined benefit asset recognized is restricted to the present value of any economic benefits available in the form of refunds from the plan or reductions in the future contributions to the plan.

#### **DEFINED CONTRIBUTION PENSION PLANS ("DCPP")**

A DCPP is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to DCPPs are recognized as an employee benefit expense in the consolidated statements of income in the periods during which services are rendered by employees.

#### **SHORT-TERM EMPLOYEE BENEFITS**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus or incentive plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

#### **TERMINATION BENEFITS**

Termination benefits are recognized as an expense when the Company is committed demonstrably, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits payable more than twelve months after the reporting period are discounted to their present value.

### **(m) Revenue recognition**

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Revenue from the sale of products is recognized when the terms of a contract with a customer has been satisfied, which occurs when control has been transferred to customers, either upon delivery to or pick-up by the customer. Revenue is measured as the amount of consideration the Company expects to receive, and varies with changes in marketing programs provided to customers, including volume rebates, cooperative advertising and other trade marketing programs that promote the Company's products. Revenue from customer contracts is recognized based on the price specified in the contract, net of the estimated trade marketing programs. Accumulated historical experience is used to estimate and accrue for the trade marketing programs, using the expected value method or most likely method, depending on the program. Revenue is only recognized to the extent that it is highly probable that a significant reversal will not occur.

A receivable is recognized when the goods are delivered or picked up by the customer as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. The Company has determined that no significant financing components exist with respect to contracts with customers, as accounts receivables bear normal commercial credit terms and are non-interest bearing.

The Company elected to apply the practical expedient and recognizes the incremental costs of obtaining a contract as an expense when incurred because the amortization period of the asset that the Company otherwise would recognize is less than one year.

## **(n) Share-based compensation**

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### **EQUITY-SETTLED TRANSACTIONS**

The Company measures all equity-settled share-based awards made to employees and others providing similar services (collectively, "employees") based on the fair value of the options or units on the date of grant. The grant date fair value of stock options is estimated using an option pricing model and is recognized as employee benefits expense over the vesting period, based on the number of options that are expected to vest, with a corresponding increase recognized in contributed surplus. The fair value estimate requires determination of the most appropriate inputs to the pricing model, including the expected life, volatility, and dividend yield, which are fully described in Note 17. The grant date fair value of equity-settled deferred share units, performance share units and restricted share units is determined based on the market value of the Company's shares on the date of grant, and is expensed over the vesting period based on the estimated number of units that are expected to vest.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of the award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

When the terms of an equity-settled award are modified, the minimum expense recognized is the expense had the terms not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based compensation payments or is otherwise beneficial to the employee as measured at the date of modification.

### **CASH-SETTLED TRANSACTIONS**

The cost of cash-settled transactions is initially measured at fair value using the Company's share price at the award grant date and is remeasured at each reporting date using the market value of the Company's shares. The Company recognizes the fair value of the amount payable to employees as compensation expense as it is earned, based on the estimated number of units expected to vest with a corresponding change to the liability. The approach used to account for vesting conditions when measuring equity-settled transactions also applies to cash-settled transactions.

In the case of stock options issued with tandem share appreciation rights ("SARs"), if employees elect to exercise their options for shares, thereby cancelling the SARs, share capital is increased by the sum of the consideration paid by employees and the liability is reversed, with any difference being recorded in the consolidated statements of income.

## **(o) Income taxes**

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Income tax expense comprises current and deferred income taxes, and is recognized in the consolidated statements of income, except to the extent that it relates to a business combination or to items recognized directly in equity or OCI.

Current income tax is the expected tax payable or receivable on the taxable income or loss for the year using tax rates that are enacted or substantively enacted at the reporting date and any adjustment to taxes payable or receivable in respect of previous years. Current income tax assets and liabilities are offset if there is a legally enforceable right to offset current income tax assets and liabilities and they relate to income taxes levied by the same tax authority on the same taxable entity or on different taxable entities but the entity intends to settle current income tax assets and liabilities on a net basis or their income tax assets and liabilities will be realized simultaneously.

Deferred income tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred income tax is not recognized for the following temporary differences: (i) the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; (ii) differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future and the timing of the reversal of the temporary differences can be controlled, and (iii) taxable temporary differences arising on the initial recognition of goodwill which is not deductible for tax purposes. Deferred income tax assets and liabilities are measured at the enacted or substantively enacted rate that is expected to apply when the related temporary differences reverse.

A deferred income tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent it is probable future taxable profits will be available against which they can be utilized. Deferred income tax assets are reviewed at each reporting date and are reduced to the extent it is no longer probable the related tax benefit will be realized.

### **(p) Earnings per share**

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Basic earnings per share is calculated by dividing net income attributable to equity holders by the weighted average number of shares outstanding during the period, accounting for any changes to the number of shares outstanding, except those transactions affecting the number of shares outstanding without a corresponding change in resources.

Diluted earnings per share is calculated by dividing net income attributable to equity holders by the weighted average number of shares outstanding adjusted for the effects of all potentially dilutive shares. Potentially dilutive shares are only those shares that would result in a decrease to earnings per share or increase to loss per share. Dilutive shares are calculated using the treasury method for stock options, which assumes that outstanding units with an average exercise price below the market price of the underlying shares are exercised and the assumed proceeds are used to repurchase common shares of the Company at the average market price of the common shares for the period. The if-converted method is used for other share-based units, and assumes that all units have been converted in determining diluted earnings per share if they are in-the-money, except where such conversion would be anti-dilutive.

### **(q) Financial instruments**

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Financial instruments are measured at fair value on initial recognition of the instrument. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component and financial assets at fair value through profit or loss, the Company initially measures a financial asset at its fair value including related transaction costs. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under IFRS 15, *Revenue from Contracts with Customers* (see Note 3(m)). In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding, which is the Company's business model. This assessment is referred to as the SPPI test and is performed at an instrument level. All financial liabilities are recognized initially at fair value, and in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Measurement in subsequent periods depends on whether the financial instrument has been classified as: (i) financial asset at fair value through profit or loss, (ii) financial assets at fair value through other comprehensive income, (iii) financial assets at amortized cost, (iv) financial liabilities at fair value through profit or loss, or (v) financial liabilities at amortized cost.

#### **FINANCIAL ASSETS OR LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS ("FVTPL")**

Financial assets and liabilities at FVTPL include financial instruments which are held-for-trading ("HFT"), financial instruments that are designated as FVTPL upon initial recognition, and financial instruments required to be measured at fair value. Financial instruments are classified as HFT if they are acquired for the purpose of selling or repurchasing in the near term. Financial instruments at FVTPL are carried in the consolidated statements of financial position at fair value with net changes in fair value presented as finance costs or finance income in the consolidated statements of income.

**ASSETS AT AMORTIZED COST**

Financial assets at amortized cost are non-derivative financial assets which are classified as such if the following conditions are met: (i) the financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortized cost using the EIR method, less any impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the consolidated statements of income. Any losses arising from impairment are recognized in the consolidated statements of income in finance costs for loans and in selling, general and administrative expenses for receivables.

**FINANCIAL LIABILITIES AT AMORTIZED COST**

Financial liabilities at amortized cost generally include interest-bearing loans and borrowings. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the consolidated statements of income when the liabilities are modified or derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Transaction costs are combined with the fair value of the financial liability on initial recognition and amortized using the EIR method.

**DERECOGNITION OF FINANCIAL INSTRUMENTS**

A financial asset is derecognized when the rights to receive cash flows from the asset have expired, the Company transfers its contractual rights to receive cash flows without retaining control or substantially all the risks and rewards of ownership of the asset, or the Company enters into a pass-through arrangement. A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires. When an existing liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially different, such an exchange or substantial modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statements of income. Transaction costs related to the original financial liability are expensed in the event of an exchange or substantial modification, or if the terms of a modification are not substantially different, the transaction costs related to the original financial liability are combined with the new carrying amount, and amortized over the new term of the financial liability using the EIR method.

The Company's financial instruments are classified and subsequently measured as follows:

Asset / liability	Classification	Subsequent measurement
Cash	Financial assets at amortized cost	Amortized cost
Accounts receivable	Financial assets at amortized cost	Amortized cost
Foreign exchange contracts	Fair value through profit or loss	Fair value
Interest rate swaps	Fair value through profit or loss	Fair value
Bank loans	Financial liabilities at amortized cost	Amortized cost
Accounts payable and accrued liabilities	Financial liabilities at amortized cost	Amortized cost
Provisions	Financial liabilities at amortized cost	Amortized cost
Long-term debt	Financial liabilities at amortized cost	Amortized cost

**(r) Fair value measurement**

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. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated Financial Statements are categorized within the fair value hierarchy, described as follows, based on the lowest-level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; or
- Level 3 – Valuation techniques for which the lowest-level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the Consolidated Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest-level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability, and the level of the fair value hierarchy as explained above.

### **(s) Derivative instruments and hedging**

All derivative instruments, including embedded derivatives that are not closely related to the host contract, are recorded in the consolidated statements of financial position at fair value on the date a contract is entered into and subsequently remeasured at fair value. At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedge instrument, the hedged item of the transaction, the nature of the risk being hedged and how the Company will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is an economic relationship between the hedged item and the hedging instrument;
- The effect of credit risk does not dominate the value changes that result from that economic relationship; and
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Company actually hedges and the quantity of the hedging instrument that the Company actually uses to hedge that quantity of hedged item.

Hedges that meet all the qualifying criteria for hedge accounting are accounted for as described below. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument and the nature of the hedge designation. The Company designates certain derivatives as one of the following:

**(i) Embedded derivatives** are measured at fair value with changes in fair value recognized in the consolidated statements of income. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset or financial liability out of FVTPL.

**(ii) Fair value hedges** are hedges of the fair value of recognized assets, liabilities or a firm commitment. Changes in the fair value of derivatives that are designated as fair value hedges are recorded in the consolidated statements of income together with any changes in the fair value of the hedged asset or liability that is attributable to the hedged risk.

**(iii) Cash flow hedges** are hedges of highly probable forecasted transactions. The effective portion of changes in the fair value of derivatives that are designated as cash flow hedges are recognized in OCI. The gain or loss relating to the ineffective portion is recognized immediately in the consolidated statements of income. Additionally:

- Amounts accumulated in OCI are recycled to the consolidated statements of income in the period when the hedged item affects profit and loss;
- When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss that was reported in OCI remains in accumulated other comprehensive income (loss) ("AOCI") and is recognized in the consolidated statements of income when the forecasted transaction ultimately affects profit and loss; and

- When a forecasted transaction is no longer expected to occur, the cumulative gain or loss that was reported in OCI is immediately recognized in the consolidated statements of income.

(iv) **Hedges of a net investment in a foreign operation** are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognized in OCI while any gains or losses relating to the ineffective portion are recognized in the consolidated statements of income. On disposal of the foreign operation, the cumulative value of any such gains or losses recorded in AOCI is transferred to the consolidated statements of income.

(v) **Derivatives that do not qualify for hedge accounting**

Certain of the Company's derivative instruments, while providing effective economic hedges, are not designated as hedges for accounting purposes. Changes in the fair value of any derivatives that are not designated as hedges for accounting purposes are recognized as finance costs in the consolidated statements of income consistent with the underlying nature and purpose of the derivative instruments.

**(t) New standards, interpretations and amendments thereof, adopted by the Company**

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The Company transitioned to the following new standards and amendments that were effective for annual periods beginning on January 1, 2019 and that the Company has adopted on December 30, 2018:

**IFRS 16, LEASES**

In January 2016, the IASB issued IFRS 16, *Leases*, which replaces IAS 17, *Leases*, and its associated interpretive guidance. The new standard eliminates the distinction between operating and finance leases, bringing most leases on-balance sheet for lessees under a single model, unless an election is made to exclude a lease with a lease term of 12 months or less or the lease is for a low-value asset. A lessee recognizes an ROU asset representing the Company's right to use the underlying asset and a lease liability representing the obligation to make lease payments. Lessor accounting, however, remains largely unchanged and the distinction between operating and finance leases is retained.

The Company has elected to adopt the standard using the modified retrospective method and therefore the comparative information for Fiscal 2018 has not been restated. The Company has recognized new assets and liabilities for all leases that were previously classified as operating leases, other than those that were excluded due to the elected practical expedients. The Company applied the following practical expedients upon transition:

- The previous determination pursuant to IAS 17 and IFRIC 4, *Determining Whether an Arrangement Contains a Lease*, of whether a contract is a lease has been maintained for existing contracts;
- The Company has exercised the option not to apply the new recognition requirements to short-term leases with a term of 12 months or less (and no purchase option) and leases of low-value assets;
- For the purpose of initial measurement of the ROU assets as at December 30, 2018, initial direct costs were not taken into account; and
- The Company has elected not to separate non-lease components from lease components and will account for identified components as a single lease component.

As at December 30, 2018, the Company recognized additional assets and liabilities on the consolidated statements of financial position of \$14.6 million (see Note 9). In addition, the nature of the expense related to these leases has changed as IFRS 16 replaces the straight-line operating lease expense with depreciation expense for ROU assets and interest expense on the lease liabilities using the EIR method.

The following table reconciles the operating lease payments as at December 29, 2018 to the lease liabilities recognized as at December 30, 2018:

(Amounts in \$000s)	Lease liabilities
<b>Minimum lease payments under operating leases as at December 29, 2018</b>	\$ 20,186
Recognition exemption for	
Short-term leases	(24)
Leases of low-value assets	(15)
Reasonably certain extension options	423
Variable non-lease components <sup>(1)</sup>	(2,653)
Lease obligation as at December 30, 2018 (gross, without discounting)	17,917
Effect from discounting at the incremental borrowing rate as at December 30, 2018 <sup>(2)</sup>	(3,347)
Liabilities recognized based on the initial application of IFRS 16 as at December 30, 2018	14,570
Current portion of lease liabilities as at December 29, 2018	372
Long-term lease liabilities as of December 29, 2018	407
<b>Total lease liabilities as of December 30, 2018</b>	<b>\$ 15,349</b>

<sup>(1)</sup> Total payments related to variable non-lease components were \$0.5 million during the fifty-two weeks ended December 28, 2019.

<sup>(2)</sup> The weighted-average incremental borrowing rate ("IBR") for lease liabilities initially recognized as of December 30, 2018 was 10%. If the Company's IBR changed by 1%, the lease liabilities initially recognized would change by approximately \$0.4 million.

As the Company has elected to adopt IFRS 16 using the modified retrospective method, comparative amounts prepared under IAS 17 have not been restated. The historical accounting policy applied to these balances stated that the determination of whether an arrangement was, or contained, a lease was based on the substance of the arrangement at the inception date: whether fulfillment of the arrangement was dependent on the use of a specific asset(s) or the arrangement conveyed a right to use the asset(s).

Finance leases, where the Company was a lessee, which transferred substantially all the risks and rewards incidental to ownership of the leased item to the Company, were capitalized at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments were apportioned between finance charges and reduction of the lease liability to achieve a constant rate of interest on the remaining balance of the liability. Finance charges were recognized in the consolidated statements of income. Operating lease payments were recognized as an expense in the consolidated statements of income on a straight-line basis over the lease term.

#### **IAS 19, EMPLOYEE BENEFITS**

In February 2018, the IASB issued amendments to IAS 19, *Employee Benefits* ("IAS 19"), which addresses the accounting when a plan amendment, curtailment or settlement occurs during the reporting period. The current service cost and net interest for the remainder of the period after the plan amendment, curtailment or settlement should reflect the updated actuarial assumptions after such an event. The amendments apply to plan amendments, curtailments, or settlements that occur on or after January 1, 2019, with early adoption permitted. The Company has adopted the amendments to IAS 19 on a prospective basis, which had no impact on the Consolidated Financial Statements.

#### **IFRIC INTERPRETATION 23, UNCERTAINTY OVER INCOME TAX TREATMENT**

In June 2017, the International Accounting Standards Board (IASB) issued IFRIC Interpretation 23, *Uncertainty over Income Tax Treatments* (the "Interpretation"), to address the accounting for income taxes when treatments involve uncertainty that affects the application of IAS 12, *Income Taxes* ("IAS 12"). The Interpretation does not apply to taxes or levies outside the scope of IAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Interpretation specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately;
- The assumptions an entity makes about the examination of tax treatments by taxation authorities;
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates; and
- How an entity considers changes in facts and circumstances.



The Interpretation is effective for annual reporting periods beginning on or after January 1, 2019. The Interpretation had no impact on the Consolidated Financial Statements, therefore the Company was able to implement the Interpretation retrospectively without the use of hindsight.

### **(u) Accounting pronouncements issued but not yet effective**

The standards, amendments and interpretations that have been issued, but are not yet effective, up to the date of issuance of these financial statements are disclosed below. The Company intends to adopt these standards when they become effective.

#### **IFRS 3, BUSINESS COMBINATIONS**

In October 2018, the IASB issued amendments to the definition of a business in IFRS 3, *Business Combinations*. The amendments are intended to assist entities in determining whether a transaction should be accounted for as a business combination or as an asset acquisition. The amendments apply to transactions that are either business combinations or asset acquisitions for which the acquisition date is on or after January 1, 2020, with early adoption permitted. The Company will apply the interpretation from the effective date.

#### **IFRS 9, FINANCIAL INSTRUMENTS, IAS 39, FINANCIAL INSTRUMENTS: RECOGNITION AND MEASUREMENT, AND IFRS 7, FINANCIAL INSTRUMENTS: DISCLOSURES, INTEREST RATE BENCHMARK REFORM**

In September 2019, the IASB issued amendments to IFRS 9, *Financial Instruments*, IAS 39, *Financial Instruments: Recognition and Measurement*, and IFRS 7, *Financial Instruments: Disclosures, Interest Rate Benchmark Reform*, which concludes phase one of its work to respond to the effects of the Interbank Offered Rates ("IBOR") reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark with an alternative nearly risk-free rate ("RFR"). The amendments are effective for annual periods beginning on or after January 1, 2020 and must be applied retrospectively.

The amendments include a number of reliefs that apply to all hedging relationships that are directly affected by the interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainties about the timing and/or amount of benchmark-based cash flows of the hedged item or hedging instrument. The first three reliefs provide for:

- The assessment of whether a forecast transaction (or component thereof) is highly probable;
- Assessing when to reclassify the amount in the cash flow hedge reserve to profit and loss; and
- The assessment of the economic relationship between the hedged item and the hedging instrument.

The amendments also introduce specific disclosure requirements for hedging relationships to which the reliefs are applied. The Company is currently evaluating the impact of these amendments on its Consolidated Financial Statements.

#### **IAS 1, PRESENTATION OF FINANCIAL STATEMENTS, AND IAS 8, ACCOUNTING POLICIES, CHANGES IN ACCOUNTING ESTIMATES AND ERRORS, AMENDMENTS TO THE DEFINITION OF MATERIAL**

In October 2018, the IASB issued amendments to IAS 1, *Presentation of Financial Statements*, and IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*, to align the definition of "material" across the standards and to clarify certain aspects of the definition. The new definition states that, "Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity."

The amendments clarify that materiality will depend on the nature or magnitude of information, or both. An entity will need to assess whether the information, either individually or in combination with other information, is material in the context of the financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020 and must be applied prospectively, with early adoption permitted. The Company will apply the amendments from the effective date.

#### **IAS 1, PRESENTATION OF FINANCIAL STATEMENTS**

In January 2020, the IASB issued amendments to IAS 1, *Presentation of Financial Statements*, to clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and is unaffected by expectations about whether or not an entity will exercise their right to defer settlement of a liability. The amendments further clarify that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively. The Company is currently evaluating the impact of these amendments on its Consolidated Financial Statements and will apply the amendments from the effective date.

#### 4. Critical accounting estimates and judgments

The preparation of the Company's Consolidated Financial Statements requires management to make critical judgments, estimates and assumptions that affect the amounts reported in the Consolidated Financial Statements and the accompanying notes. On an ongoing basis, management evaluates the judgments, estimates and assumptions using historical experience and various other factors believed to be reasonable under the given circumstances. Actual outcomes may differ from these estimates and could require a material adjustment to the reported carrying amounts in the future.

The most significant estimates made by management include the following:

##### **Impairment of non-financial assets**

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The Company's estimate of the recoverable amount for the purpose of impairment testing requires management to make assumptions regarding future cash flows before taxes. Future cash flows are estimated based on multi-year extrapolation of the most recent historical actual results and/or budgets, and a terminal value calculated by discounting the final year in perpetuity. The future cash flows are then discounted to their present value using an appropriate discount rate that incorporates a risk premium specific to the North American business. Further details, including the manner in which the Company identifies its CGU, and the key assumptions used in determining the recoverable amount, are disclosed in Note 10.

##### **Future employee benefits**

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The cost of the defined benefit pension plan and other post-employment benefits and the present value of the defined benefit obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions, including the discount rate, future salary increases, mortality rates and future pension increases. In determining the appropriate discount rate, management considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension liability. Interest income on plan assets is a component of the return on plan assets and is determined by multiplying the fair value of the plan assets by the discount rate. See Note 15 for certain assumptions made with respect to future employee benefits.

##### **Income taxes**

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The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income before they expire. The Company's assessment is based upon existing tax laws and estimates of future taxable income. If the assessment of the Company's ability to utilize the underlying future tax deductions changes, the Company would be required to recognize more or fewer of the tax deductions as assets, which would decrease or increase the income tax expense in the period in which this is determined.

There are transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. The Company maintains provisions for uncertain tax positions that are believed to appropriately reflect the risk with respect to tax matters under active discussion, audit, dispute or appeal with tax authorities, or which are otherwise considered to involve uncertainty. These provisions for uncertain tax positions are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at each reporting date; however, it is possible that at some future date, an additional liability could result from audits by taxing authorities. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

## Fair value of financial instruments

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Where the fair value of financial assets and financial liabilities recorded in the consolidated statements of financial position cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of estimation is required in establishing fair values. The estimates include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in these inputs could affect the reported fair value of financial instruments.

## Sales and marketing accruals

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The Company estimates variable consideration to determine the costs associated with the sale of product to be allocated to certain variable sales and marketing expenses, including volume rebates and other sales volume discounts, coupon redemption costs, costs incurred related to damages and other trade marketing programs. The Company's estimates include consideration of historical data and trends, combined with future expectations of sales volume, with estimates being reviewed on a frequent basis for reasonability.

The most significant judgments made by management include the following:

## Impairment of non-financial assets

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Assessment of impairment triggers are based on management's judgment of whether there are sufficient internal and external factors that would indicate an asset or CGU is impaired, or any indicators of impairment reversal, which would require a quarterly impairment test. The determination of the Company's CGU is also based on management's judgment and is an assessment of the smallest group of assets that generate cash inflows independently of other assets.

## Income taxes

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The Company is subject to income tax in various jurisdictions. Significant judgment is required to determine the consolidated tax provision. The tax rates and tax laws used to compute income tax are those that are enacted or substantively enacted at the reporting date in the countries where the Company operates and generates taxable income.

## 5. Product recall

In April 2017, the Company announced a voluntary recall of certain brands of breaded fish and seafood products sold in Canada that may contain a milk allergen that was not declared on the ingredient label and allergen statement. The Company identified that the allergen had originated from ingredients supplied by one of the Company's U.S.-based ingredient suppliers. Subsequently, the Company was notified by the ingredient supplier that several additional ingredients were being recalled due to the potential presence of undeclared milk allergens, which necessitated the expansion of the Company's initial recall to include additional value-added seafood products sold in the U.S. and Canada.

As a result, during the fifty-two weeks ended December 30, 2017, the Company recognized \$13.5 million in net losses associated with the product recall related to consumer refunds, customer fines, the return of product to be re-worked or destroyed, and incremental costs. These losses did not include any reduction in earnings as a result of lost sales opportunities due to limited product availability and customer shortages, or increased production costs related to the interruption of production at the Company's facilities. During the fifty-two weeks ended December 29, 2018, the Company recognized an \$8.5 million recovery associated with the product recall losses from the ingredient supplier, which was recognized as business acquisition, integration and other expense (income) in the consolidated statements of income.

During the fifty-two weeks ended December 28, 2019, the Company recognized an additional \$8.5 million recovery associated with the product recall losses from the ingredient supplier which was recognized as business acquisition, integration and other expense (income) in the consolidated statements of income. As a result, the Company has recovered the full \$13.5 million in losses recognized during the fifty-two weeks ended December 30, 2017 related to consumer refunds, customer fines, the return of product to be re-worked or destroyed, and direct incremental costs, and an additional \$3.5 million related to lost sales opportunities and increased production costs. No further expenses or recoveries are expected.

## 6. Accounts receivable

(Amounts in \$000s)	December 28, 2019	December 29, 2018
Trade accounts receivable	\$ 84,229	\$ 83,843
Other accounts receivable	860	1,030
	<b>\$ 85,089</b>	<b>\$ 84,873</b>

Accounts receivable bear normal trade credit terms and are non-interest bearing. Trade accounts receivable includes revenue from contracts with customers. The entire accounts receivable balance is pledged as collateral for the Company's working capital facility (see Note 11). As part of the acquisition of Rubicon Resources, LLC ("Rubicon") in 2017, the Company assumed financing arrangement guarantees for certain suppliers granting a security interest in substantially all of the inventory and proceeds thereon (see Note 22).

The following is a reconciliation of the changes in the allowance for expected credit losses of receivables:

(Amounts in \$000s)		
At December 30, 2017		\$ 481
New provision for expected credit losses <sup>(1)</sup>		273
Provision utilized		—
Unused provision for expected credit losses reversed		(40)
At December 29, 2018		\$ 714
New provision for expected credit losses <sup>(1)</sup>		416
Provision utilized		(1,015)
Unused provision for expected credit losses reversed		(20)
<b>At December 28, 2019</b>		<b>\$ 95</b>

<sup>(1)</sup> For the fifty-two weeks ended December 28, 2019, the Company recognized \$0.4 million of impairment losses (fifty-two weeks ended December 29, 2018: \$0.3 million) related to receivables arising from contracts with customers.

The aging analysis of trade accounts receivables, based on the invoice date, is as follows:

	0-30 days	31-60 days	Over 60 days
At December 29, 2018	88%	10%	2%
<b>At December 28, 2019</b>	<b>87%</b>	<b>11%</b>	<b>2%</b>

## 7. Inventories

Total inventories at the lower of cost and net realizable value on the consolidated statements of financial position comprise the following:

(Amounts in \$000s)	December 28, 2019	December 29, 2018
Finished goods	\$ 203,843	\$ 215,744
Raw and semi-finished material	91,070	85,667
	<b>\$ 294,913</b>	<b>\$ 301,411</b>

During the fifty-two weeks ended December 28, 2019, \$756.4 million (December 29, 2018: \$860.4 million) was recognized as an expense for inventories in cost of sales on the consolidated statements of income. Of this, \$9.4 million (December 29, 2018: \$6.7 million) was written-down during the year and a reversal for unused impairment reserves of \$0.5 million (December 29, 2018: \$0.1 million) was recorded. As of December 28, 2019, the value of inventory pledged as collateral for the Company's working capital facility (see Note 11) was \$191.0 million (December 29, 2018: \$177.6 million). As part of the Rubicon acquisition, the Company assumed financing arrangement guarantees for certain suppliers granting a security interest in substantially all of the inventory and proceeds thereon (see Note 22).

## 8. Property, plant and equipment

(Amounts in \$000s)	Land and buildings	Furniture, fixtures, and production equipment	Computer equipment and vehicles <sup>(1)</sup>	Total
<b>Cost</b>				
At December 30, 2017	\$ 78,186	\$ 92,088	\$ 18,508	\$ 188,782
Additions	1,467	5,774	1,256	8,497
Disposals	(50)	(891)	(1,431)	(2,372)
Effect of exchange rates	(1,468)	(1,905)	(873)	(4,246)
At December 29, 2018	\$ 78,135	\$ 95,066	\$ 17,460	\$ 190,661
Additions	1,563	4,550	239	6,352
Transfers <sup>(1)</sup>	282	(352)	(1,907)	(1,977)
Disposals	(274)	(2,055)	(245)	(2,574)
Effect of exchange rates	705	948	353	2,006
<b>At December 28, 2019</b>	<b>\$ 80,411</b>	<b>\$ 98,157</b>	<b>\$ 15,900</b>	<b>\$ 194,468</b>
<b>Accumulated depreciation and impairment</b>				
At December 30, 2017	\$ (23,710)	\$ (34,469)	\$ (10,314)	\$ (68,493)
Depreciation and impairment	(3,092)	(6,366)	(2,164)	(11,622)
Disposals	27	656	1,112	1,795
Effect of exchange rates	698	805	527	2,030
At December 29, 2018	\$ (26,077)	\$ (39,374)	\$ (10,839)	\$ (76,290)
Depreciation and impairment	(2,783)	(7,032)	(1,348)	(11,163)
Transfers <sup>(1)</sup>	(3)	12	745	754
Disposals	178	1,882	201	2,261
Effect of exchange rates	(352)	(416)	(276)	(1,044)
<b>At December 28, 2019</b>	<b>\$ (29,037)</b>	<b>\$ (44,928)</b>	<b>\$ (11,517)</b>	<b>\$ (85,482)</b>
<b>Net carrying value</b>				
At December 29, 2018	\$ 52,058	\$ 55,692	\$ 6,621	\$ 114,371
<b>At December 28, 2019</b>	<b>\$ 51,374</b>	<b>\$ 53,229</b>	<b>\$ 4,383</b>	<b>\$ 108,986</b>

<sup>(1)</sup> The Company has transferred the \$1.2 million carrying value of vehicles and equipment held under a finance lease and previously classified as property, plant and equipment as at December 29, 2018 to ROU assets (see Note 9 for further information).

An impairment loss of \$1.0 million (December 29, 2018: \$1.3 million) was recorded during the fifty-two weeks ended December 28, 2019 reflecting a write-down of certain property, plant and equipment as a result of equipment obsolescence.

The Company has a General Security Agreement that has pledged all of its property, plant and equipment as collateral for its bank loans and long-term debt. See Note 11 and Note 14 for further information.

## 9. Right-of-use assets and lease liabilities

### Right-of-use assets

(Amounts in \$000s)	Land and buildings	Plant and machinery	Computer equipment and vehicles	Total
<b>Cost</b>				
At December 30, 2018	\$ 13,686	\$ 250	\$ 634	\$ 14,570
Additions	110	268	419	797
Transfers <sup>(1)</sup>	69	—	1,908	1,977
Disposals	(12)	(92)	(501)	(605)
Effect of exchange rates	94	—	77	171
<b>At December 28, 2019</b>	<b>\$ 13,947</b>	<b>\$ 426</b>	<b>\$ 2,537</b>	<b>\$ 16,910</b>
<b>Accumulated depreciation</b>				
At December 30, 2018	\$ —	\$ —	\$ —	\$ —
Depreciation	(4,005)	(128)	(561)	(4,694)
Transfers <sup>(1)</sup>	(8)	—	(746)	(754)
Disposals	12	13	352	377
Effect of exchange rates	—	—	(47)	(47)
<b>At December 28, 2019</b>	<b>\$ (4,001)</b>	<b>\$ (115)</b>	<b>\$ (1,002)</b>	<b>\$ (5,118)</b>
<b>Net carrying value</b>				
At December 30, 2018	\$ 13,686	\$ 250	\$ 634	\$ 14,570
<b>At December 28, 2019</b>	<b>\$ 9,946</b>	<b>\$ 311</b>	<b>\$ 1,535</b>	<b>\$ 11,792</b>

<sup>(1)</sup> The Company has transferred the \$1.2 million carrying value of vehicles and equipment held under a finance lease and previously classified as property, plant and equipment as at December 29, 2018 to ROU assets (see Note 8 for further information).

### AMOUNTS RECOGNIZED IN THE CONSOLIDATED STATEMENTS OF INCOME

(Amounts in \$000s)	Fifty-two weeks ended December 28, 2019
Variable lease payments not included in the measurement of the lease liabilities	\$ 539
Depreciation expense on right-of-use assets	4,694
Interest expense on lease liabilities	1,447
<b>Total amounts recognized in the consolidated statements of income</b>	<b>\$ 6,680</b>

### Lease liabilities

(Amounts in \$000s)	Maturity analysis			
	Total	Less than 1 year	1-5 years	Thereafter
Lease liabilities	\$ 14,186	\$ 5,504	\$ 7,911	\$ 771

The Company does not face significant liquidity risk with regards to its lease liabilities. Lease liabilities are monitored within the Company's treasury function.

## 10. Goodwill and intangible assets

The Company's intangible assets consist of brands and customer and supplier relationships that have been acquired through a business combination, and computer software.

(Amounts in \$000s)	Intangible assets					Goodwill	Total goodwill and intangible assets
	Brands	Customer and supplier relationships	Indefinite lived brands	Computer software	Total intangible assets		
<b>Cost</b>							
At December 30, 2017	\$ 6,938	\$ 164,848	\$ 14,069	\$ 9,579	\$ 195,434	\$ 157,881	\$ 353,315
Additions	—	—	—	6,113	6,113	—	6,113
Effect of exchange rates	(39)	(116)	(68)	(1,062)	(1,285)	(811)	(2,096)
At December 29, 2018	\$ 6,899	\$ 164,732	\$ 14,011	\$ 14,630	\$ 200,262	\$ 157,070	\$ 357,332
Additions	—	—	—	255	255	—	255
Effect of exchange rates	18	44	18	620	700	387	1,087
<b>At December 28, 2019</b>	<b>\$ 6,917</b>	<b>\$ 164,776</b>	<b>\$ 14,019</b>	<b>\$ 15,505</b>	<b>\$ 201,217</b>	<b>\$ 157,457</b>	<b>\$ 358,674</b>
<b>Accumulated amortization</b>							
At December 30, 2017	\$ (6,372)	\$ (31,018)	\$ —	\$ —	\$ (37,390)	\$ —	\$ (37,390)
Amortization	(451)	(6,396)	—	(604)	(7,451)	—	(7,451)
Effect of exchange rates	49	93	—	31	173	—	173
At December 29, 2018	\$ (6,774)	\$ (37,321)	\$ —	\$ (573)	\$ (44,668)	\$ —	\$ (44,668)
Amortization	(123)	(6,417)	—	(1,029)	(7,569)	—	(7,569)
Effect of exchange rates	(20)	(40)	—	(27)	(87)	—	(87)
<b>At December 28, 2019</b>	<b>\$ (6,917)</b>	<b>\$ (43,778)</b>	<b>\$ —</b>	<b>\$ (1,629)</b>	<b>\$ (52,324)</b>	<b>\$ —</b>	<b>\$ (52,324)</b>
<b>Net carrying value</b>							
At December 29, 2018	\$ 125	\$ 127,411	\$ 14,001	\$ 14,057	\$ 155,594	\$ 157,070	\$ 312,664
<b>At December 28, 2019</b>	<b>\$ —</b>	<b>\$ 120,998</b>	<b>\$ 14,019</b>	<b>\$ 13,876</b>	<b>\$ 148,893</b>	<b>\$ 157,457</b>	<b>\$ 306,350</b>

During the fourth quarter of Fiscal 2018, the Company announced an organizational realignment to take better advantage of the Company's North American scale. As a result, the Company undertook significant restructuring of the internal leadership and reporting structure to be arranged as a single frozen seafood company that is focused on North America, rather than focusing on separate geographical segments (U.S. and Canada). As such, the Company has transitioned to a single operating and reporting segment (see Note 24 for further information on the Company's operating segment).

The transition to one North American operating segment triggered an assessment of the aggregation of assets applied in identifying the CGUs for the purpose of the annual goodwill impairment testing. Historically, goodwill acquired through business combinations and brands with indefinite lives were allocated to the Canadian and U.S. CGUs. As a result of the restructuring, the monitoring of the Company's operations and decision-making over the continuation or disposal of the Company's assets and operations has transitioned to a North American focus rather than the historical geographically focused approach. As such, the Company has transitioned to a single North American CGU.

## Impairment of goodwill and identifiable intangible assets

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As described in Note 3, the carrying values of goodwill and intangible assets with indefinite lives are tested for impairment annually (as at the first day of the Company's fourth quarter). The Company's impairment test for goodwill and intangible assets with indefinite useful lives was based on FVLCS at September 29, 2019, resulting in \$nil impairment in the North American CGU (September 30, 2018: \$nil in the historical Canadian and U.S. CGUs, respectively). The key assumptions used to determine the recoverable amount for the CGU for the most recently completed impairment calculation for Fiscal 2019 are discussed below.

The recoverable amount of the CGU has been determined based on the FVLCS, determined using an income approach using the discounted cash flow methodology. The fair value of the CGU must be measured using the assumptions that market participants would use rather than those related specifically to the Company. In addition, the market approach was employed in assessing the reasonableness of the conclusions reached.

### INCOME APPROACH

The discounted cash flow ("DCF") technique provides the best assessment of what the CGU could be exchanged for in an arm's length transaction as fair value is represented by the present value of expected future cash flows of the business together with the residual value of the business at the end of the forecast period. The DCF was applied on an enterprise-value basis, where the after-tax cash flows prior to interest expense are discounted using a weighted average cost of capital ("WACC"). This approach requires assumptions regarding revenue growth rates, income margins before finance costs, income taxes, depreciation and amortization, capital expenditures, tax rates and discount rates.

### MARKET APPROACH

It is assumed under the market approach that the value of a company reflects the price at which comparable companies in the same industry are purchased under similar circumstances. A comparison of a CGU to similar companies in the same industry whose financial information is publicly available may provide a reasonable basis to estimate fair value. Fair value under this approach is calculated based on EBITDA multiples and revenue multiples compared to the multiples based on publicly available information for comparable companies and transaction prices.

## Key assumptions used in determining the FVLCS

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### CASH FLOW PROJECTIONS

The cash flow projections, covering a five-year period ("projection period"), were based on financial projections approved by management using assumptions that reflect the Company's most likely planned course of action, given management's judgment of the most probable set of economic conditions, adjusted to reflect the perspective of the expectations of a market participant. For the purpose of the Company's annual impairment test as at September 29, 2019, gross margins are based on actual and estimated values in the first year of the projection period, budgeted values in the second year of the projection period, and these are increased over the projection period for anticipated efficiency improvements and growth. The projected gross margins are updated to reflect anticipated future changes, such as currency fluctuations, in the cost of inputs (primarily raw materials and commodity products used in processing), which are obtained from forward-looking data. Forecast figures are used where data is publicly available; otherwise, past actual raw material cost movements have been used combined with management's industry experience and analysis of the seafood and commodity markets.

### DISCOUNT RATE

The discount rate, derived from the WACC, represents the current market assessment of the risk specific to the CGU, taking into consideration the time value of money and individual risks that have not been incorporated in the cash flow projections. The discount rate was based on the weighted average cost of equity and cost of debt for comparable companies within the industry. The cost of equity was calculated using the capital asset pricing model. The debt component of the WACC was determined by using an after-tax cost of debt. The after-tax WACC applied to the North American CGU cash flow projections was 9.8% at September 29, 2019.



**GROWTH RATE**

Growth rates used to extrapolate the Company's projection were determined using published industry growth rates in combination with inflation assumptions and management input based on historical trend analysis and future expectations of growth. The long-term growth rate applied to the cash flow projections of the North American CGU was 2.0% at September 29, 2019.

**COSTS TO SELL**

The costs to sell the North American CGU has been estimated at approximately 3.0% of the CGU's enterprise value. The costs to sell reflect the incremental costs, excluding finance costs and income taxes, that would be directly attributable to the disposal of the CGU, including legal costs, marketing costs, costs of removing assets and direct incremental costs incurred in preparing the CGU for sale.

**SENSITIVITY TO CHANGES IN ASSUMPTIONS**

With regard to the assessment of the FVLCS for the CGU, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying value to materially exceed its recoverable amount.

**11. Bank loans**

(Amounts in \$000s)	December 28, 2019	December 29, 2018
Bank loans, denominated in CAD (average variable rate of 3.95%; December 29, 2018: 3.95%)	\$ 815	\$ 165
Bank loans, denominated in USD (average variable rate of 3.65%; December 29, 2018: 4.80%)	37,141	31,340
	37,956	31,505
Less: deferred finance costs netted against bank loans	(410)	(353)
	\$ 37,546	\$ 31,152

In October 2019, the Company amended the \$180.0 million working capital facility (the "Facility"), with the Royal Bank of Canada as Administrative Agent, to reduce the amount of the facility to \$150.0 million and extend the term from April 2021 to April 2023. There were no other significant amendments to the terms. The amendments to the Facility were not assessed as a substantial modification, and as a result, the deferred finance costs related to the original Facility continue to be amortized over the remaining term. The Facility is asset-based and collateralized by the Company's inventories, accounts receivable and other personal property in North America, subject to a first charge on brands, trade names and related intangibles under the Company's term loan facility (see Note 14). A second charge over the Company's property, plant and equipment is also in place. As at December 28, 2019, the Company had \$99.4 million of undrawn borrowing facility (December 29, 2018: \$118.2 million).

As at December 28, 2019 and December 29, 2018, the Facility allowed the Company to borrow:

Canadian Prime Rate revolving loans, Canadian Prime Rate revolving and U.S. Prime Rate revolving loans, at their respective rates	plus 0.00% to 0.25%
Bankers' Acceptances ("BA") revolving loans, at BA rates	plus 1.25% to 1.75%
LIBOR revolving loans at LIBOR, at their respective rates	plus 1.25% to 1.75%
Letters of credit, with fees of	1.25% to 1.75%
Standby fees, required to be paid on the unutilized facility, of	0.25%

**12. Accounts payable and accrued liabilities**

(Amounts in \$000s)	December 28, 2019	December 29, 2018
Trade accounts payable and accrued liabilities	\$ 122,499	\$ 146,990
Employee accruals, including incentives and vacation pay	18,739	10,172
	\$ 141,238	\$ 157,162

Trade accounts payable and accrued liabilities are non-interest bearing. Employee accruals, including incentives and vacation pay, are non-interest bearing and normally settle within fifty-two weeks.

### 13. Provisions

The amounts recognized in provisions include the Company's coupon redemption costs, termination benefits (see Note 15) and expenditures associated with restructuring. Employee termination benefits, when applicable, are included as other provisions until the amounts can be estimated with certainty, at which time they are reclassified to accounts payable and accrued liabilities.

The following is a reconciliation of the carrying amounts:

(Amounts in \$000s)	Restructuring	Other	Total
At December 29, 2018	\$ 1,197	\$ 263	\$ 1,460
New provisions added	259	826	1,085
Provisions utilized	(1,456)	(760)	(2,216)
<b>At December 28, 2019</b>	<b>\$ —</b>	<b>\$ 329</b>	<b>\$ 329</b>

For the fifty-two weeks ended December 28, 2019, business acquisition, integration and other expense (income) included short-term benefits of \$1.3 million related to the Company's organizational realignment announced on November 7, 2018 (fifty-two weeks ended December 29, 2018: \$3.5 million).

The Company's provision amounts are usually settled within eleven months from initiation and, other than the restructuring provision, are immaterial to the Company on an individual basis. Management does not expect the outcome of any of the recorded amounts will give rise to any significant expense beyond the amounts recognized at December 28, 2019. The Company is not eligible for any reimbursement by third parties for these amounts.

During the fifty-two weeks ended December 28, 2019, the Company received notice of approval of an exclusion request submitted to the United States Trade Representative regarding tariffs on certain goods imported to the U.S. from China. The exclusion applies to tariffs already incurred, or that would otherwise be incurred, on specific goods from September 24, 2018 to August 7, 2020 and may result in the recovery of tariffs previously paid by the Company. It is not practicable at this time to estimate the timing or amount of any recovery.

### 14. Long-term debt

(Amounts in \$000s)	December 28, 2019	December 29, 2018
Term loan	\$ 310,604	\$ 337,926
Less: current portion	(14,511)	(13,655)
	<b>296,093</b>	324,271
Less: deferred finance costs	(7,073)	(1,597)
	<b>\$ 289,020</b>	\$ 322,674

In October 2019, the Company amended the \$370.0 million term loan facility to reduce the amount of the facility to \$300.0 million, extend the term from April 2021 to October 2026, and increase the applicable interest rates for loans under the facility from LIBOR plus 3.25% (1.00% LIBOR floor) to LIBOR plus 4.25% (1.00% LIBOR floor). The amendments to the facility were not assessed as a substantial modification, and as a result, the deferred finance costs related to the original facility continue to be amortized over the remaining term. In addition, the Company incurred further deferred finance costs on the amended facility of \$6.1 million. As the net present value of the cash flows of the modified debt exceeded the carrying value of the original facility before the amendments, a modification loss of \$11.0 million was recorded in finance costs on the consolidated statements of income during the fifty-two weeks ended December 28, 2019. Excluding the impact of the modification loss on the carrying value, the principal balance outstanding of term loan debt was \$300.0 million at December 28, 2019.

Prior to the October 2019 refinancing, quarterly principal repayments of \$0.9 million were required on the term loan as regularly scheduled repayments. During the fifty-two weeks ended December 28, 2019, a mandatory prepayment of \$13.7 million was made due to excess cash flows in 2018. Under the October 2019 refinanced term loan agreement, quarterly principal repayments of \$1.9 million are required on the term loan as regularly scheduled repayments. Any mandatory and voluntary repayments subsequent to the time of refinancing are applied to future regularly scheduled principal repayments. As at December 28, 2019, the Company had a mandatory prepayment of \$12.6 million due in 2020 related to excess cash flows in 2019.

Substantially all tangible and intangible assets (excluding working capital) of the Company are pledged as collateral for the term loan facility

## 15. Future employee benefits

### Non-pension benefit plan

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In Canada, the Company sponsors a non-pension benefit plan for employees hired before May 19, 1993. This benefit is a paid-up life insurance policy or a lump sum payment based on the employee's final earnings at retirement. In both Canada and the U.S., the Company maintains a non-pension benefit plan for employees who retire after twenty-five years of service with the Company. At retirement, the benefit is a payment of \$1,000 to \$2,500 depending on the years of service.

### Defined contribution pension plans

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In Canada, the Company maintains a DCPP for all salaried employees.

In the U.S., the Company maintains two DCPP under the provisions of the *Employment Retirement Income Security Act of 1974* (a 401(k) Savings Plan), which covers substantially all employees of the Company's U.S. subsidiary. The Company also makes a safe harbour matching contribution equal to 100% of salary deferrals (contributions to the plan) that do not exceed 3% of compensation plus 50% of salary deferrals between 3% and 5% of salary compensation.

In both Canada and the U.S., the Company maintains defined contribution Supplemental Executive Retirement Plans ("SERP") to extend the same pension plan benefits to certain senior executives, as is provided to others in the DCPP who were not affected by income tax maximums.

Total expense and cash contributions for the Company's DCPP was \$1.9 million for the year ended December 28, 2019 (December 29, 2018: \$2.0 million).

### Defined benefit pension plans

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In Canada, the Company also sponsors two actively funded DBPPs. None of the Company's pension plans provide indexation in retirement.

#### CANADIAN UNION EMPLOYEE PLAN

One of the actively funded DBPPs is for the Nova Scotia Union employees and provides a flat-dollar plan with negotiated increases.

#### CANADIAN MANAGEMENT PLAN

The Company sponsors a DBPP specifically for Canadian management employees (the "Management Plan"). On December 28, 2019, four persons were enrolled as active members in the Management Plan, including one senior executive, who are Canadian residents and were employed prior to January 1, 2000. The objective of the Management Plan is to provide an annual pension (including Canada Pension Plan) of 2% of the average of a member's highest five years' regular earnings while a member of the Management Plan, multiplied by the number of years of credited service. Incentive payments are not eligible earnings for pension purposes. The Management Plan was grandfathered and no new entrants are permitted. All members contribute 3.25% of their earnings up to the Years Maximum Pensionable Earnings ("YMPE") and 5% in excess of the YMPE to the maximum that a member can contribute based on income tax rules. The credited service under the Management Plan for the Canadian senior executive is twenty-seven years.

Upon retirement, the employees in the Management Plan are provided lifetime retirement income benefits based on their best five years of salary less Canada Pension Plan benefits. Full benefits are payable at age 65, or at age 60 if the executive has at least twenty-five years of service. The normal benefits are payable for life and 60% is payable to their spouse upon the employee's death, with a guarantee of sixty months. Members can retire at age 55 with a reduction. Other levels of survivor benefits are offered. Instead, members can elect to take their pension benefit in a lump-sum payment at retirement.

As at December 28, 2019, the Company also guarantees through its SERP to extend the same pension plan benefits to one Canadian senior executive that it provides to others in the Management Plan who were not affected by income tax maximums. The annual pension amounts derived from the aggregate of the Management Plan and SERP benefits represent 1.3% of the five-year average YMPE plus 2% of the salary remuneration above the five-year average YMPE. The combination of these amounts is multiplied by the years of service to determine the full annual pension entitlement from the two plans.

### U.S. MANAGEMENT PLANS

The Company also has one DBPP in the U.S. that covers two former employees. These plans have ceased to accrue benefits to employees.

Information regarding the Company's DBPPs, and non-pension benefit plans in aggregate, is as follows:

<b>Funded status</b> (Amounts in \$000s)	<b>December 28, 2019</b>	December 29, 2018
Total present value of obligations <sup>(1)(2)</sup>	\$ 42,345	\$ 36,903
Fair value of plan assets	29,375	26,118
<b>Net accrued defined benefit obligation</b>	<b>\$ 12,970</b>	<b>\$ 10,785</b>

<sup>(1)</sup> The Company has a letter of credit outstanding as at December 28, 2019 relating to the securitization of the Company's unfunded benefit plans under the SERP in the amount of \$9.5 million (December 29, 2018: \$8.5 million).

<sup>(2)</sup> As at December 28, 2019, \$0.9 million (December 29, 2018: \$0.9 million) of the total obligation is related to non-pension benefit plans.

<b>Movement in the present value of the defined benefit obligations</b> (Amounts in \$000s)	<b>December 28, 2019</b>	December 29, 2018
DBO at the beginning of the year	\$ 36,903	\$ 43,066
Benefits paid by the plans	(2,943)	(2,231)
Effect of movements in exchange rates	1,599	(3,446)
Current service costs	775	929
Interest on obligations	1,457	1,395
Employee contributions	52	54
Plan curtailment	50	177
Effect of changes in financial assumptions related to non-pension benefit plans	—	(273)
Effect of changes in financial assumptions	4,452	(2,768)
<b>DBO at the end of the year</b>	<b>\$ 42,345</b>	<b>\$ 36,903</b>

<b>Movement in the present value of plan assets</b> (Amounts in \$000s)	<b>December 28, 2019</b>	December 29, 2018
Fair value of plan assets at the beginning of the year	\$ 26,118	\$ 31,843
Employee contributions paid into the plans	52	54
Employer contributions paid into the plans	1,194	1,243
Benefits paid by the plans	(2,788)	(2,165)
Effect of movements in exchange rates	1,100	(2,514)
	<b>\$ 25,676</b>	<b>\$ 28,461</b>
Actual return on plan assets:		
Return on plan assets	\$ 1,024	\$ 1,027
Actuarial gains (losses) in OCI	2,752	(3,291)
Fees and expenses	(77)	(79)
	<b>3,699</b>	<b>(2,343)</b>
<b>Fair value of plan assets at the end of the year</b>	<b>\$ 29,375</b>	<b>\$ 26,118</b>

<b>Expense recognized in the consolidated statements of income</b> (Amounts in \$000s)	<b>December 28, 2019</b>	December 29, 2018
Current service costs	\$ 775	\$ 929
Interest on obligation	1,457	1,395
Return on plan assets	(1,024)	(1,027)
Plan curtailment	50	177
Effect of changes in financial assumptions related to non-pension benefit plans	—	(273)
Fees and expenses	77	79
	<b>\$ 1,335</b>	<b>\$ 1,280</b>

<b>Expense recognized in the following line items in the consolidated statements of income</b> (Amounts in \$000s)	<b>December 28, 2019</b>	December 29, 2018
Cost of sales	\$ 836	\$ 968
Selling, general and administrative expenses	499	312
	<b>\$ 1,335</b>	<b>\$ 1,280</b>

<b>Plan assets comprise:</b> (Amounts in \$000s)	<b>December 28, 2019</b>	December 29, 2018
Equity securities <sup>(1)</sup>	\$ 13,072	\$ 10,760
Debt securities	15,510	14,522
Cash and cash equivalents	793	836
	<b>\$ 29,375</b>	<b>\$ 26,118</b>

<sup>(1)</sup> The plan assets include CAD\$1.5 million of the Company's own common shares at market value at December 28, 2019 (December 29, 2018: CAD\$1.3 million).

<b>Actuarial losses recognized in OCI</b> (Amounts in \$000s)	<b>December 28, 2019</b>	December 29, 2018
Cumulative amount at the beginning of the year	\$ 8,093	\$ 8,234
Recognized during the period	1,700	499
Effect of exchange rates	409	(640)
<b>Cumulative amount at the end of the year</b>	<b>\$ 10,202</b>	<b>\$ 8,093</b>

<b>Principal actuarial assumptions</b> (Expressed as weighted averages)	<b>December 28, 2019</b>	December 29, 2018
	%	%
Discount rate for the benefit cost for the year ended	3.92	3.40
Discount rate for the accrued benefit obligation as at year-end	3.13	3.92
Expected long-term rate on plan assets as at year-end	3.92	3.40
Future compensation increases for the benefit cost for the year ended	3.00	3.00
Future compensation increases for the accrued benefit obligation as at year-end	3.00	3.00

A quantitative sensitivity analysis for significant assumptions as at December 28, 2019 is shown below:

<b>Sensitivity level</b> (Amounts in \$000s)	Discount rate		Mortality rate	
	0.5% increase	0.5% decrease	One-year increase	One-year decrease
(Decrease) increase on DBO	\$ (2,793)	\$ 3,314	\$ 1,258	\$ (1,295)

The sensitivity analysis above has been determined based on a method that extrapolates the impact on the net DBO as a result of reasonable changes in key assumptions occurring at the end of the reporting period. An analysis on salary increases and decreases is not material. The Company expects CAD\$1.4 million in contributions to be paid to its DBPP and CAD\$2.6 million to its DCP in Fiscal 2020.

### Short-term employee benefits

The Company has recognized severance and retention benefits that were dependent upon the continuing provision of services through to certain pre-defined dates, which for the fifty-two weeks ended December 28, 2019 was an expense of \$1.4 million (December 29, 2018: \$1.2 million) in the consolidated statements of income.

### Termination benefits

The Company has also expensed termination benefits during the period, which are recorded as of the date the committed plan is in place and communication is made. These termination benefits relate to severance that is not based on a future service requirement, and are included on the following line items in the consolidated statements of income:

(Amounts in \$000s)	December 28, 2019	December 29, 2018
Cost of sales	\$ —	\$ 19
Distribution expenses	—	—
Business acquisition, integration and other expenses	231	4,769
Selling, general and administrative expenses	304	115
	<b>\$ 535</b>	<b>\$ 4,903</b>

## 16. Share capital

The share capital of the Company is as follows:

	December 28, 2019	December 29, 2018
<b>Authorized:</b>		
Preference shares, par value of CAD\$25 each, issuable in series	5,999,994	5,999,994
Subordinated redeemable preference shares, par value of CAD\$1 each, redeemable at par	1,025,542	1,025,542
Non-voting equity shares	Unlimited	Unlimited
Common shares, without par value	Unlimited	Unlimited

### Purchase of shares for cancellation

In January 2018, the Company announced that the Toronto Stock Exchange approved the renewal of the Company's Normal Course Issuer Bid ("NCIB") to repurchase for cancellation up to 150,000 common shares. The price the Company will pay for any common shares acquired will be the market price at the time of acquisition. Purchases could commence on February 2, 2018 and terminated no later than February 1, 2019. During the fifty-two weeks ended December 28, 2019 there were no purchases under this plan.

A summary of the Company's common share transactions is as follows:

	Fifty-two weeks ended December 28, 2019		Fifty-two weeks ended December 29, 2018	
	Shares	(\$000s)	Shares	(\$000s)
Balance, beginning of period	33,383,481	\$ 112,887	33,379,815	\$ 112,835
Options exercised for shares	—	—	3,666	24
Fair value of share-based compensation on options exercised	—	—	—	28
<b>Balance, end of period</b>	<b>33,383,481</b>	<b>\$ 112,887</b>	<b>33,383,481</b>	<b>\$ 112,887</b>

During the fifty-two weeks ended December 28, 2019, the Company distributed dividends per share of CAD\$0.295 (fifty-two weeks ended December 29, 2018: CAD\$0.580).

On February 26, 2020, the Company's Board of Directors declared a quarterly dividend of CAD\$0.050 per share, payable on March 15, 2020 to shareholders of record as of March 4, 2020.

## 17. Share-based compensation

The Company has a Share Option Plan (the “Option Plan”) for designated directors, officers and certain managers of the Company, a Performance Share Unit (“PSU”) Plan for eligible employees which includes the potential issuances of restricted share units (“RSU”), and a Deferred Share Unit (“DSU”) Plan for directors of the Company.

Issuances of options, RSUs and PSUs may not result in the following limitations being exceeded: (a) the aggregate number of shares issuable to insiders pursuant to the PSU Plan, the Option Plan or any other share-based compensation arrangement of the Company exceeding 10% of the aggregate of the issued and outstanding shares at any time; and (b) the issuance from treasury to insiders, within a twelve-month period, of an aggregate number of shares under the PSU Plan, the Option Plan and any other share-based compensation arrangement of the Company exceeding 10% of the aggregate of the issued and outstanding shares.

The carrying amount of cash-settled share-based compensation arrangements recognized in other current liabilities and other long-term liabilities on the consolidated statements of financial position was \$4.9 million and \$3.0 million, respectively, as at December 28, 2019 (December 29, 2018: \$0.2 million and \$1.5 million, respectively).

Share-based compensation expense is recognized in the consolidated statements of income as follows:

(Amounts in \$000s)	<b>Fifty-two weeks ended December 28, 2019</b>	Fifty-two weeks ended December 29, 2018
<b>Cost of sales resulting from:</b>		
Equity-settled awards <sup>(1)</sup>	\$ 40	\$ 49
<b>Selling, general and administrative expenses resulting from:</b>		
Cash-settled awards <sup>(1)</sup>	6,455	200
Equity-settled awards <sup>(1)</sup>	629	988
<b>Share-based compensation expense</b>	<b>\$ 7,124</b>	<b>\$ 1,237</b>

<sup>(1)</sup> Cash-settled awards may include options with SARs, PSUs, RSUs and DSUs. Equity-settled awards include options.

### Share Option Plan

Under the terms of the Company’s Share Option Plan, the Company may grant options to eligible participants, including: Directors, members of the Company’s Leadership Team, and senior managers of the Company. Shares to be optioned are not to exceed the aggregate number of 3,800,000 as of May 7, 2013 (adjusted for the two-for-one stock split that was effective May 30, 2014), representing 12.4% of the then issued and outstanding authorized shares. The option price for the shares cannot be less than the fair market value (as defined further in the Share Option Plan) of the optioned shares as of the date of grant. The term during which any option granted may be exercised may not exceed ten years from the date of grant. The purchase price is payable in full at the time the option is exercised. Options are not transferable or assignable.

The Share Option Plan permits, at the time of granting an option, granting the right to receive, at the time of exercise and in lieu of the right to purchase an optioned share, a cash amount equal to the difference between the option price and the fair market value of the share on the date of exercise (a SAR). Effective March 29, 2013, amendments were made to eliminate the SARs on certain options granted in early 2012 and prior for certain Directors and officers of the Company. On a voluntary basis, these Directors and officers relinquished the entitlement under the SARs, resulting in 409,649 options with SARs being extinguished, and then reinvested as options that do not have SARs. On the amendment date, the liability of \$7.6 million for these options with SARs was fixed, resulting in no future impact on profit or loss for the options that were vested at that time, and was reclassified to contributed surplus. Options with SARs are accounted for as cash-settled transactions and options without SARs are accounted for as equity-settled transactions. During the fifty-two weeks ended December 28, 2019, the final outstanding options with SARs expired.

Options issued may also be awarded a cashless exercise option at the discretion of the Board, where the holder may elect to receive, without payment of any additional consideration, optioned shares equal to the value of the option as computed by the Option Plan. When the holder elects to receive the cashless exercise option, the Company accounts for these options as equity-settled transactions.

The following table illustrates the number (“No.”) and weighted average exercise prices (“WAEP”) of, and movements in, options during the period:

	Fifty-two weeks ended December 28, 2019		Fifty-two weeks ended December 29, 2018	
	No.	WAEP (CAD)	No.	WAEP (CAD)
Outstanding, beginning of period	1,624,681	\$ 15.03	1,340,449	\$ 18.99
Granted	444,844	7.46	804,312	11.27
Exercised for shares <sup>(1)</sup>	—	—	(3,666)	8.25
Exercised for cash <sup>(1)</sup>	—	—	(2,000)	8.25
Cancelled or forfeited	(102,135)	11.54	(169,177)	16.68
Expired	(249,974)	20.19	(345,237)	20.92
<b>Outstanding, end of period</b>	<b>1,717,416</b>	<b>\$ 12.53</b>	<b>1,624,681</b>	<b>\$ 15.03</b>
<b>Exercisable, end of period</b>	<b>929,525</b>	<b>\$ 14.96</b>	<b>753,439</b>	<b>\$ 18.04</b>

<sup>(1)</sup> The weighted average share price at the date of exercise for these options was CAD\$nil for the fifty-two weeks ended December 28, 2019 (fifty-two weeks ended December 29, 2018: CAD\$10.79).

Set forth below is a summary of the outstanding options to purchase common shares as at December 28, 2019:

Option price (CAD)	Options outstanding			Options exercisable	
	Number outstanding	Weighted average exercise price	Average life (years)	Number exercisable	Weighted average exercise price
\$7.25-10.00	394,148	\$ 7.46	4.26	—	\$ —
\$10.01-15.00	808,785	11.38	3.21	429,580	11.23
\$15.01-20.00	313,212	15.30	1.22	310,501	15.30
\$20.01-25.00	201,271	22.71	0.67	189,444	22.88
	1,717,416			929,525	

The fair value of options granted during the fifty-two weeks ended December 28, 2019 and December 29, 2018 was estimated on the date of grant using the Black-Scholes pricing model with the following weighted average inputs and assumptions:

	December 28, 2019	December 29, 2018
Dividend yield (%)	7.77	5.16
Expected volatility (%)	40.44	35.45
Risk-free interest rate (%)	1.86	2.10
Expected life (years)	5.00	5.00
Weighted average share price (CAD)	\$ 7.46	\$ 11.34
<b>Weighted average fair value (CAD)</b>	<b>\$ 1.34</b>	<b>\$ 2.32</b>

The expected life of the options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

### Performance Share Unit Plan

The PSU Plan is intended to align the Company's senior management with the enhancement of shareholder returns and other operating measures of performance. Both PSUs and RSUs may be issued under the PSU Plan to any eligible employee of the Company, or its subsidiaries, who have rendered meritorious services that contributed to the success of the Company. Directors who are not full-time employees of the Company may not participate in the PSU Plan. The Company is permitted to issue up to 400,000 shares from treasury in settling entitlements under the PSU Plan.



The PSU plan is dilutive and units may be settled in cash or shares upon vesting. If settled in cash, the amount payable to the participant shall be determined by multiplying the number of PSUs or RSUs (which will be adjusted in connection with the payment of dividends by the Company as if such PSUs or RSUs were common shares held under a dividend reinvestment plan) by the fair market value of a common share at the vesting date, and in the case of PSUs, by a performance multiplier to be determined by the Company's Board of Directors. If settled in shares on the vesting date, each RSU is exchanged for a common share, and each PSU is multiplied by a performance multiplier and then exchanged for common shares.

The following table illustrates the movements in the number of PSUs during the period:

	<b>Fifty-two weeks ended December 28, 2019</b>	Fifty-two weeks ended December 29, 2018
Outstanding, beginning of period	<b>879,757</b>	263,556
Granted	<b>242,875</b>	730,695
Reinvested dividends	<b>35,407</b>	31,624
Released and paid in cash	—	(14,096)
Forfeited and expired	<b>(204,556)</b>	(132,022)
<b>Outstanding, end of period</b>	<b>953,483</b>	879,757

The expected performance multiplier used in determining the fair value of the liability and related share-based compensation expense for PSUs for the fifty-two weeks ended December 28, 2019 was 117% (December 29, 2018: 65%).

The following table illustrates the movements in the number of RSUs during the period:

	<b>Fifty-two weeks ended December 28, 2019</b>	Fifty-two weeks ended December 29, 2018
Outstanding, beginning of period	<b>280,562</b>	72,529
Granted	<b>169,914</b>	213,133
Reinvested dividends	<b>15,025</b>	16,804
Released and paid in cash	<b>(41,304)</b>	(542)
Forfeited	<b>(40,420)</b>	(21,362)
<b>Outstanding, end of period</b>	<b>383,777</b>	280,562

The share price at the reporting date was CAD\$8.23 (December 29, 2018: CAD\$7.30). PSUs will vest at the end of a one to three-year period, if agreed-upon performance measures are met (if applicable) and the RSUs will vest in accordance with the terms of the agreement.

### Deferred Share Unit Plan

The DSU Plan allows a director to receive all or any portion of their annual retainer, additional fees and equity value in DSUs in lieu of cash or options. DSUs cannot be redeemed for cash until the holder is no longer a Director of the Company. These units are considered cash-settled share-based payment awards and are non-dilutive.

The following table illustrates the movements in the number of DSUs during the period:

	<b>Fifty-two weeks ended December 28, 2019</b>	Fifty-two weeks ended December 29, 2018
Outstanding, beginning of period	<b>153,425</b>	77,934
Granted	<b>61,849</b>	66,657
Reinvested dividends	<b>6,360</b>	8,834
Redeemed	<b>(21,645)</b>	—
<b>Outstanding, end of period</b>	<b>199,989</b>	153,425

## 18. Income tax

The Company's statutory tax rate for the year ended December 28, 2019 is 29.2% (December 29, 2018: 29.2%). The Company's effective income tax rate was 29.2% for the year ended December 28, 2019 (December 29, 2018: 26.6%). The higher effective income tax rate in Fiscal 2019 compared to the same period last year was attributable to reduced interest expense deductibility associated with the Company's tax-efficient financing structure due to a valuation allowance.

The major components of income tax expense are as follows:

<b>Consolidated statements of income</b> (Amounts in \$000s)	<b>December 28, 2019</b>	December 29, 2018
<b>Current income tax expense</b>	<b>\$ 3,356</b>	\$ 1,583
<b>Deferred income tax expense</b>		
Origination and reversal of temporary differences	<b>879</b>	4,507
<b>Income tax expense reported in the consolidated statements of income</b>	<b>\$ 4,235</b>	\$ 6,090

<b>Consolidated statements of comprehensive income</b> (Amounts in \$000s)	<b>December 28, 2019</b>	December 29, 2018
<b>Income tax expense related to items charged or credited directly to OCI during the period:</b>		
Gain (loss) on hedge of net investment in foreign operations	<b>\$ —</b>	\$ (1,834)
(Loss) gain on translation of net investment in foreign operations	<b>—</b>	1,732
Effective portion of changes in fair value of cash flow hedges	<b>(752)</b>	1,444
Net change in fair value of cash flow hedges transferred to carrying amount of hedged item	<b>(289)</b>	(221)
Net change in fair value of cash flow hedges transferred to income	<b>(201)</b>	(75)
Defined benefit plan actuarial (losses) gains	<b>(503)</b>	(144)
<b>Income tax (recovery) expense directly to other comprehensive income (loss)</b>	<b>\$ (1,745)</b>	\$ 902

The reconciliation between income tax expense and the product of accounting profit multiplied by the Company's statutory tax rate is as follows:

(Amounts in \$000s)	<b>December 28, 2019</b>	December 29, 2018
Accounting profit before tax at statutory income tax rate of 29.2% (2018: 29.2%)	<b>\$ 4,241</b>	\$ 6,677
Non-deductible expenses for tax purposes:		
Withholding tax on dividends	<b>162</b>	—
Non-deductible share-based compensation	<b>257</b>	220
Tax benefits not previously recognized	<b>—</b>	228
Other non-deductible items	<b>570</b>	325
Effect of lower income tax rates of U.S. subsidiary	<b>(548)</b>	(546)
U.S. Base Erosion & Anti-Abuse Tax	<b>227</b>	379
Acquisition financing structures deduction	<b>—</b>	(1,526)
Change in substantively enacted tax rates (U.S.)	<b>(633)</b>	—
Other	<b>(41)</b>	333
<b>Income tax expense</b>	<b>\$ 4,235</b>	\$ 6,090

Deferred income tax (Amounts in \$000s)	Consolidated statements of financial position as at		Consolidated statements of income for the years ended	
	December 28, 2019	December 29, 2018	December 28, 2019	December 29, 2018
Accelerated depreciation for tax purposes on property, plant and equipment	\$ (11,113)	\$ (12,493)	\$ (3,762)	\$ (428)
Inventory	(3,138)	(3,115)	(147)	3,022
Intangible assets	(23,628)	(21,397)	4,614	3,053
Pension	1,789	3,404	2,372	(32)
Revaluation of cash flow hedges	113	(392)	—	(479)
Losses available for offset against future taxable income	398	2,697	1,905	(742)
Deferred charges and other	7,531	2,852	(4,103)	113
<b>Deferred income tax expense</b>			\$ 879	\$ 4,507
<b>Net deferred income tax liability</b>	\$ (28,048)	\$ (28,444)		

**Reflected in the consolidated statements of financial position as follows:**

Deferred income tax assets	\$ 2,134	\$ 7
Deferred income tax liabilities	(30,182)	(28,451)
<b>Net deferred income tax liability</b>	\$ (28,048)	\$ (28,444)

Reconciliation of net deferred income tax liabilities (Amounts in \$000s)	December 28, 2019	December 29, 2018
Opening balance, beginning of year	\$ (28,444)	\$ (21,156)
Deferred income tax expense during the period recognized in income	(879)	(4,507)
Deferred income tax reclassified to income tax receivable	(384)	(1,800)
Deferred income tax recovery during the period recognized in retained earnings	581	144
Deferred income tax recovery (expense) during the period recognized in OCI	1,333	(1,125)
Other	(255)	—
<b>Closing balance, end of year</b>	\$ (28,048)	\$ (28,444)

The Company has net operating losses in its U.S. subsidiaries of \$nil at December 28, 2019 (December 29, 2018: \$3.1 million) that are available to use from 2020 to 2029. A deferred income tax asset has been recognized for the amount that is probable to be realized.

The Company had unused capital losses of CAD\$38.6 million at December 28, 2019 (December 29, 2018: \$nil), which have an indefinite carryforward period. A deferred tax asset has only been recognized to the extent of the benefit that is probable to be realized.

The Company can control the distribution of profits, and accordingly, no deferred income tax liability has been recorded on the undistributed profit of its subsidiaries that will not be distributed in the foreseeable future.

The temporary difference associated with investments in subsidiaries, for which a deferred tax liability has not been recognized, is \$nil at December 28, 2019 and \$nil at December 29, 2018.

The Company recognized a current tax liability and current tax expense of \$0.2 million related to deemed dividends on the wind-up of its Icelandic subsidiary in 2019. There were no income tax consequences attached to the payment of dividends in 2018 by the Company to its shareholders.

## 19. Revenue from contracts with customers

### Disaggregation of revenue

The Company disaggregates revenue from contracts with customers based on the single operating segment, North America. During the fourth quarter of Fiscal 2018, the Company announced an organizational realignment to take better advantage of the Company's North American scale. As a result, the Company undertook significant reorganization of internal leadership and reporting structure to be arranged as a single frozen seafood company that is focused on North America. As such, the Company has transitioned to a single operating and reporting segment and a single aggregation of revenue. The Company discloses sales earned outside of Canada in accordance with IFRS in Note 24.

### Contract liability

The Company's contract liability consists of donated product received from the United States Department of Agriculture for the purpose of processing the product for distribution to eligible recipient agencies. The donated inventory is non-cash consideration that is recorded at the fair value of the product received. The Company has an obligation to sell the product to the eligible agencies at the reduced price, with the donated product being included in the transaction price recognized on the sale of the finished products. The contract liability is classified as current because the Company expects to settle the obligation within twelve months from the reporting date. During the fifty-two weeks ended December 28, 2019, the Company recognized \$4.7 million (December 29, 2018: \$5.6 million) in revenue that was included in the contract liability balance at the beginning of the period.

## 20. Earnings per share

Net income and basic weighted average shares outstanding are reconciled to diluted earnings and diluted weighted average shares outstanding, respectively, as follows:

	Fifty-two weeks ended December 28, 2019			Fifty-two weeks ended December 29, 2018		
	Net income (\$000s)	Weighted average shares (000s)	Per share (\$)	Net income (\$000s)	Weighted average shares (000s)	Per share (\$)
<b>Net income</b>	\$ 10,289	33,801	\$ 0.31	\$ 16,776	33,617	\$ 0.50
Dilutive options and units	—	394	(0.01)	—	2	—
<b>Diluted earnings</b>	\$ 10,289	34,195	\$ 0.30	\$ 16,776	33,619	\$ 0.50

Excluded from the diluted earnings per common share calculation for the fifty-two weeks ended December 28, 2019 were 1,295,512 options, as their effect would have been anti-dilutive (fifty-two weeks ended December 29, 2018: 1,616,015 options).

## 21. Changes in liabilities arising from financing activities

(Amounts in \$000s)	December 29, 2018	Cash flows	Reclassified between current and non-current	Change in fair values	New leases <sup>(1)</sup>	Other <sup>(1)</sup>	December 28, 2019
Bank loans	\$ 31,152	\$ 6,436	\$ —	\$ —	\$ —	\$ (42)	\$ 37,546
Current portion of long-term debt	13,655	(13,655)	14,511	—	—	—	14,511
Other current financial liabilities	78	—	—	769	—	14	861
Current portion of lease liabilities	372	(5,649)	251	—	9,595	13	4,582
Long-term debt	322,674	(30,413)	(14,511)	—	—	11,270	289,020
Other long-term financial liabilities	5	—	—	279	—	8	292
Long-term lease liabilities	407	—	(251)	—	7,037	5	7,198
<b>Total liabilities from financing activities</b>	\$ 368,343	\$ (43,281)	\$ —	\$ 1,048	\$ 16,632	\$ 11,268	\$ 354,010

<sup>(1)</sup> During the fifty-two weeks ended December 28, 2019, the Company adopted IFRS 16, Leases, and recognized additional assets and liabilities on the consolidated statements of financial position (see Note 9 for further detail).

<sup>(2)</sup> 'Other' includes the effect of amortization of deferred financing charges, the impact of the foreign exchange movements and a modification loss of \$11.0 million related to the amendment of the Company's term loan facility (see Note 14 for further detail). The Company classifies interest paid and income taxes paid as cash flows from operating activities.

## 22. Guarantees and commitments

### Guarantee of supplier financing arrangement

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As part of the Rubicon acquisition in Fiscal 2017, the Company assumed financing arrangement guarantees for certain suppliers that finance their exports of seafood products to Rubicon. As part of this financing arrangement, the Company has granted a security interest in substantially all of the inventory and proceeds thereon arising from purchases from these suppliers and has guaranteed the suppliers' borrowings, to the extent that such borrowings were used in connection with the exportation of seafood products to Rubicon. The Company has deemed the amount of the guarantee to be the open accounts payable to these suppliers and as of December 28, 2019, the open accounts payable was \$1.6 million.

The Company had letters of credit outstanding as at December 28, 2019 relating to the procurement of inventories and the security of certain contractual obligations of \$3.1 million (December 29, 2018: \$6.9 million). The Company also had a letter of credit outstanding as at December 28, 2019 relating to the securitization of the Company's SERP benefit plan (see Note 15) in the amount of \$9.5 million (December 29, 2018: \$8.5 million).

## 23. Related party disclosures

### Entity with significant influence over the Company

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As at December 28, 2019, Thornridge Holdings Limited owns 34.5% of the Company's outstanding common shares (December 29, 2018: 34.5%).

### Other related parties

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The Company had related party transactions with a company controlled by certain key management of Rubicon, however, effective the beginning of the second quarter of 2019, this company ceased to be a related party in accordance with IFRS. Total sales to related parties for the fifty-two weeks ended December 28, 2019 were \$0.3 million (fifty-two weeks ended December 29, 2018: \$0.9 million). The Company leased an office building from a related party at an amount which approximated the fair market value that would be incurred if leased from a third party however, effective the beginning of the second quarter of 2019, the lessor ceased to be a related party of the Company in accordance with IFRS. The aggregate payments under the lease, which are measured at the exchange amount, totaled approximately \$0.2 million during the fifty-two weeks ended December 28, 2019 (fifty-two weeks ended December 29, 2018: \$0.7 million).

The Company did not have any transactions during 2018 or 2019 with entities who had significant influence over the Company or with members of the Board of Directors and their related interests.

### Key management personnel compensation

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In addition to their salaries, the Company also provides benefits to the Chief Executive Officer ("CEO"), and certain senior executive officers in the form of contributions to post-employment benefit plans, non-cash plans and various other short- and long-term incentive and benefit plans. The Company has entered into Change of Control Agreements (the "Agreements") with certain senior executive officers. The Agreements are automatically extended annually by one additional year unless the Company provides 90 days' notice of its unwillingness to extend the agreements. The Agreements provide that in the event of a termination by the Company following a change of control, other than for cause or by senior executive officers for good reason as defined in the Agreements, senior executive officers are entitled to: (a) cash compensation equal to their final annual compensation (including base salary and short-term incentives) multiplied by two for all senior executive officers; (b) the automatic vesting of any options or other entitlements for the purchase or acquisition of shares in the capital of the Company which are not then exercisable, which shall be exercisable following termination for two years for all senior executive officers; and (c) continue to participate in certain benefit programs for two years for all senior executive officers.

The following are the amounts recognized as an expense during the reporting period related to key management personnel compensation:

(Amounts in \$000s)	Fifty-two weeks ended December 28, 2019	Fifty-two weeks ended December 29, 2018
Salaries and short-term incentive plans <sup>(1)</sup>	\$ 4,796	\$ 5,594
Post-employment benefits <sup>(2)</sup>	135	228
Termination benefits <sup>(2)</sup>	155	697
Share-based compensation <sup>(3)</sup>	5,111	1,052
	<b>\$ 10,197</b>	<b>\$ 7,571</b>

<sup>(1)</sup> Short-term incentive amounts were for those earned in 2019 and 2018.

<sup>(2)</sup> Refer to Note 15 for details of each plan.

<sup>(3)</sup> Refer to Note 17 for details regarding the Company's Share Option, DSU, PSU and RSU Plans.

## 24. Geographic information

During the fourth quarter of Fiscal 2018, the Company announced an organizational realignment to take better advantage of the Company's North American scale. As a result, the Company undertook significant reorganization of the internal leadership and reporting structure to be arranged as a single frozen seafood company that is focused on North America, rather than focusing on separate geographical segments (U.S. and Canada). As such, the Company has transitioned to a single operating and reporting segment.

### Information About Geographic Areas

Sales earned outside of Canada for the fifty-two weeks ended December 28, 2019 were \$712.4 million (December 29, 2018: \$795.2 million). Sales by geographic area are determined based on the shipping location.

The non-current assets outside of Canada are as follows:

(Amounts in \$000s)	December 28, 2019	December 29, 2018
Property, plant and equipment	\$ 85,037	\$ 89,313
Right-of-use assets	8,577	—
Intangible assets	134,214	140,742
Goodwill	147,916	147,916
	<b>\$ 375,744</b>	<b>\$ 377,971</b>

For the fifty-two weeks ended December 28, 2019 and December 29, 2018 the Company recognized \$274.8 million and \$272.1 million of sales from two customers, respectively, that represent more than 10% of the Company's total consolidated sales.

## 25. Fair value measurement

### Fair value of financial instruments

Fair value is a market-based measurement, not an entity-specific measurement. Fair value measurements are required to reflect the assumptions that market participants would use in pricing an asset or liability based on the best available information including the risks inherent in a particular valuation technique, such as a pricing model, and the risks inherent in the inputs to the model. Management is responsible for valuation policies, processes and the measurement of fair value within the Company.

Financial liabilities carried at amortized cost are shown using the EIR method. Other financial assets and other financial liabilities represent the fair value of the Company's foreign exchange contracts as well as the fair value of interest rate swaps on debt.

The Company uses a fair value hierarchy, based on the relative objectivity of the inputs used to measure the fair value of financial instruments, with Level 1 representing inputs with the highest level of objectivity and Level 3 representing inputs with the lowest level of objectivity. The following table sets out the Company's financial assets and liabilities by level within the fair value hierarchy::

(Amounts in \$000s)	December 28, 2019		December 29, 2018	
	Level 2	Level 3	Level 2	Level 3
<b>Fair value of financial assets</b>				
Interest rate swaps	\$ 39	\$ —	\$ 2,093	\$ —
Foreign exchange contracts	231	—	1,424	—
<b>Fair value of financial liabilities</b>				
Interest rate swaps	\$ 536	\$ —	\$ —	\$ —
Foreign exchange contracts	617	—	83	—
Long-term debt	—	302,831	—	310,647

The Company's Level 2 derivatives are valued using valuation techniques such as forward pricing and swap models. These models incorporate various market-observable inputs including foreign exchange spot and forward rates, and interest rate curves.

The fair values of long-term debt instruments, classified as Level 3 in the fair value hierarchy, are estimated based on unobservable inputs, including discounted cash flows using current rates for similar financial instruments subject to similar risks and maturities, adjusted to reflect the Company's credit risk.

The Company uses the date of the event or change in circumstances to recognize transfers between Level 1, Level 2 and Level 3 fair value measurements. During the fifty-two weeks ended December 28, 2019, no such transfers occurred.

The financial liabilities not measured at fair value on the consolidated statements of financial position consist of long-term debt (including current portion). The carrying amount for these instruments is \$303.5 million as at December 28, 2019 (December 29, 2018: \$336.3 million).

### Amortized cost impact on interest expense

During the fifty-two weeks ended December 28, 2019, the Company expensed \$0.2 million and \$0.9 million (December 29, 2018: \$0.2 million and \$0.7 million) of short-term and long-term interest, respectively, relating to interest that was calculated using the EIR method associated with transaction fees and borrowings.

The fair values of other financial assets and liabilities at December 28, 2019 and December 29, 2018 are shown below:

(Amounts in \$000s)	Other financial assets		Other financial liabilities	
	December 28, 2019	December 29, 2018	December 28, 2019	December 29, 2018
<b>Financial instruments at fair value through OCI:</b>				
Foreign exchange forward contracts	\$ 231	\$ 1,424	\$ 617	\$ 83
Interest rate swap	39	2,093	536	—
	\$ 270	\$ 3,517	\$ 1,153	\$ 83

## Hedging activities

### INTEREST RATE SWAPS

During the fifty-two weeks ended December 28, 2019, the Company had the following interest rate swaps outstanding to hedge interest rate risk resulting from the term loan facility (see Note 14):

Effective date	Maturity date	Receive floating rate	Pay fixed rate	Notional amount (millions)
<b>Designated in a formal hedging relationship:</b>				
December 31, 2014	December 31, 2019	3-month LIBOR (floor 1.0%)	2.1700%	\$ 20.0
March 4, 2015	March 4, 2020	3-month LIBOR (floor 1.0%)	1.9150%	\$ 25.0
April 4, 2016	April 24, 2021	3-month LIBOR (floor 1.0%)	1.6700%	\$ 40.0
January 4, 2018	April 24, 2021	3-month LIBOR (floor 1.0%)	2.2200%	\$ 80.0

The cash flow hedge of interest expense variability was assessed to be highly effective for the fifty-two weeks ended December 28, 2019 and December 29, 2018, and therefore the change in fair value for those interest rate swaps designated in a hedging relationship was included in OCI as after-tax net losses of \$1.3 million and after-tax net gains of \$1.3 million, respectively.

The Company did not hold any interest rate swaps that were not designated in a formal hedging relationship during the fifty-two weeks ended December 28, 2019 and December 29, 2018.

### FOREIGN CURRENCY CONTRACTS

Foreign currency forward contracts are used to hedge foreign currency risk resulting from expected future purchases denominated in USD, which the Company has qualified as highly probable forecasted transactions, and to hedge foreign currency risk resulting from USD monetary assets and liabilities, which are not covered by natural hedges.

As at December 28, 2019, the Company had outstanding notional amounts of \$34.0 million (December 29, 2018: \$23.9 million) in foreign currency average-rate forward contracts and \$3.2 million (December 29, 2018: \$1.4 million) in foreign currency single-rate forward contracts that were formally designated as a hedge. With the exception of \$1.9 million (December 29, 2018: \$0.4 million) average-rate forward contracts with maturities ranging from December 2020 to June 2021, all foreign currency forward contracts have maturities that are less than one year.

The cash flow hedges of the expected future purchases were assessed to be highly effective for the fifty-two weeks ended December 28, 2019 and December 29, 2018, and therefore the change in fair value was recorded in OCI as after-tax net losses of \$0.5 million and after-tax net gains of \$2.2 million, respectively. There were no amounts recognized in the consolidated statements of income resulting from hedge ineffectiveness during the fifty-two weeks ended December 28, 2019 (fifty-two weeks ended December 29, 2018: nominal net losses).

As at December 28, 2019, the Company had no outstanding notional amounts (December 29, 2018: \$nil) of foreign currency single-rate forward contracts to hedge foreign currency exchange risk on USD monetary assets and liabilities that were not formally designated as a hedge. The change in fair value for the fifty-two weeks ended December 28, 2019 and December 29, 2018 was \$nil and net gains of \$0.3 million, respectively, which was recorded in the consolidated statements of income.

### HEDGE OF NET INVESTMENT IN FOREIGN OPERATIONS

As at December 28, 2019, a total borrowing of \$303.5 million (\$14.5 million included in the current portion of long-term debt and \$289.0 million included in long-term debt) (December 29, 2018: a total borrowing of \$336.3 million (\$13.6 million included in the current portion of long-term debt and \$322.7 million included in long-term debt)) has been designated as a hedge of the net investment in the U.S. subsidiary and is being used to hedge the Company's exposure to foreign exchange risk on this net investment. Gains or losses on the re-translation of this borrowing are transferred to OCI to offset any gains or losses on translation of the net investment in the U.S. subsidiary. There was no hedge ineffectiveness recognized during the fifty-two weeks ended December 28, 2019 and December 29, 2018.



## 26. Capital management

The primary objective of the Company's capital management policy is to ensure a strong credit rating and healthy capital ratios to support the business and maximize shareholder value. The Company defines capital as funded debt and common shareholder equity, including AOCI, except for gains and losses on derivatives used to hedge interest and foreign exchange cash flow exposure.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions, by adjusting the dividend payment to shareholders, returning capital to shareholders, purchasing capital stock under a NCIB, or issuing new shares.

Capital distributions, including purchases of capital stock, are subject to availability under the Company's working capital debt facility. The consolidated Average Adjusted Aggregate Availability under the working capital debt facility must be greater than \$18.8 million. As at December 28, 2019, the Company had Average Adjusted Aggregate Availability of \$110.3 million. The Company also has restrictions under the term loan facility on capital distributions, where the aggregate amount for dividends are subject to an annual limit of \$17.5 million with a provision to increase this amount subject to leverage and excess cash flow tests. NCIBs are subject to an annual limit of \$10.0 million with a provision to carry forward unused amounts, subject to a maximum of \$20.0 million per annum. For the fifty-two weeks ended December 28, 2019 and December 29, 2018, the Company paid \$7.4 million and \$14.7 million in dividends, respectively, and \$nil under the NCIB.

The Company monitors capital (excluding letters of credit) using the ratio of net debt to capitalization, which is net debt divided by total capital plus net debt. The Company's objective is to keep this ratio between 35% and 60%. Seasonal working capital debt may result in the Company exceeding the ratio at certain times throughout the fiscal year. The Directors of the Company have also decided that this range can be exceeded on a temporary basis as a result of acquisitions.

(Amounts in \$000s)	December 28, 2019	December 29, 2018
Total bank loans, principal outstanding (Note 11)	\$ 37,956	\$ 31,505
Total long-term debt, principal outstanding (Note 14)	300,000	337,926
Total lease liabilities (Note 9)	11,780	779
Total debt	349,736	370,210
Less: cash	(3,144)	(9,568)
<b>Net debt</b>	<b>346,592</b>	<b>360,642</b>
Shareholders' equity	268,170	263,859
Unrealized losses (gains) on derivative financial instruments included in AOCI	396	(2,215)
<b>Total capitalization</b>	<b>\$ 615,158</b>	<b>\$ 622,286</b>
<b>Net debt as percentage of total capitalization</b>	<b>56%</b>	<b>58%</b>

No changes were made in the objectives, policies or processes for managing capital for the fiscal year ended December 28, 2019 and December 29, 2018.

## 27. Financial risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, comprise bank loans and overdrafts, term loans, letters of credit, notes payable, lease liabilities, and trade payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company has various financial assets such as trade receivables, other accounts receivable, and cash, which arise directly from its operations.

The Company is exposed to interest rate risk, foreign currency risk, price risk, credit risk and liquidity risk. The Company enters into interest rate swaps, foreign currency contracts and insurance contracts to manage these types of risks from the Company's operations and its sources of financing. The Company's policy is that no speculative trading in derivatives shall be undertaken. The Audit Committee of the Board of Directors reviews and approves policies for managing each of these risks, which are summarized below.

## Interest rate risk

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Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates, which relates to the Company's debt obligations with floating interest rates. The Company's policy is to manage interest rate risk by having a mix of fixed and variable rate debt. The Company's objective is to keep between 35% and 55% of its borrowings at fixed rates of interest. To manage this, the Company enters into fixed rate debt facilities or interest rate swaps, in which the Company agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional amount. These swaps are designated to hedge the underlying debt obligations. Interest rate options that effectively fix the maximum rate of interest that the Company will pay may also be used to manage this exposure. At December 28, 2019, 51% of the Company's borrowings, including the long-term debt and the working capital facility, were either hedged or at a fixed rate of interest (December 29, 2018: 45%).

### INTEREST RATE SENSITIVITY

The Company's income before income taxes is sensitive to the impact of a change in interest rates on that portion of debt obligations with floating interest rates, with all other variables held constant. As at December 28, 2019, the Company's current bank loans were \$38.0 million (December 29, 2018: \$31.5 million) and long-term debt was \$310.6 million (December 29, 2018: \$337.9 million). An increase of 25 basis points on the bank loans would have reduced income before income taxes by \$0.1 million (December 29, 2018: \$0.1 million). An increase of 25 basis points above the LIBOR floor on the long-term debt would have reduced income before income taxes by \$0.3 million (December 29, 2018: \$0.4 million). A corresponding decrease in respective interest rates would have an approximately equal and opposite effect. There is no impact on the Company's equity except through changes in income.

## Foreign currency risk

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Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Parent company having a CAD functional currency, meaning that all transactions are recorded in CAD. However, as the Company's Consolidated Financial Statements are reported in USD, the results of the Parent are converted into USD for external reporting purposes. Therefore, the Canadian to U.S. exchange rates (USD/CAD) impact the results reported in the Company's Consolidated Financial Statements.

The Parent's operating activities, including the majority of sales that are in CAD, have USD-denominated input costs. For products sold in Canada, raw material is purchased in USD. However, labour, packaging and ingredient conversion costs, overheads and selling, general and administrative costs are incurred in CAD. A strengthening Canadian dollar has an overall effect of increasing income before income taxes in USD terms and conversely, a weakening Canadian dollar has the overall effect of decreasing income before income taxes in USD terms.

The Parent hedges forecasted cash flows for purchases of USD-denominated products for the Canadian operations where the purchase price is substantially known in advance. At December 28, 2019, the Parent hedged 61% (December 29, 2018: 37%) of these purchases identified for hedging, extending to June 2021. The Company's *Price Risk Management Policy* dictates that cash flows out fifteen months are hedged between a minimum and maximum percent that declines by quarter the further into the future the cash flows are. The Company does not hedge cash flows on certain USD-denominated seafood purchases in which the ultimate selling price charged to the Company's Canadian customers move with changes in the USD/CAD exchange rates. It is the Company's policy to set the terms of the hedge derivatives to match the terms of the hedged item to maximize hedge effectiveness. The Company also has foreign exchange risk related to the USD-denominated input costs of commodities used in its Canadian operations related to freight surcharges on transportation costs, paper products in packaging, grain and corn products in its breadings and batters, and soya and canola bean-based cooking oils. The Company hedges these USD-denominated input costs on a small scale, but relies where possible on three to thirty-six month, fixed price contracts in CAD with suppliers.

For the fifty-two weeks ended December 28, 2019, approximately 81.3% of the Parent's costs were denominated in USD, while approximately 99.7% of the Parent's sales were denominated in its CAD functional currency.

The Parent has some assets and liabilities that are denominated in CAD, and therefore, the assets and liabilities reported in the Consolidated Financial Statements change as USD/CAD exchange rates fluctuate. A stronger CAD has the effect of increasing the carrying value of assets and liabilities such as accounts receivable, inventory, property, plant and equipment, and accounts payable of the Parent when translated to USD. The net offset of those changes flow through OCI. Based on the equity of the Parent as of December 28, 2019, a one-cent increase/decrease in the USD/CAD exchange rate will decrease/increase equity by approximately \$1.0 million (December 29, 2018: \$0.7 million).

### Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company trades only with recognized, creditworthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, the Company holds credit insurance on its trade accounts receivable and all receivable balances are managed and monitored at the corporate level on an ongoing basis with the result that the Company's exposure to bad debts is not significant. The Company's top ten customers account for 69% of the trade receivables at December 28, 2019 (December 29, 2018: 67%), with the largest customer accounting for 17% (December 29, 2018: 14%).

With respect to credit risk arising from the other financial assets of the Company, which comprise cash and certain derivative instruments, the Company's exposure to credit risk arises from default of the counterparty. The Company manages this risk by dealing with financially creditworthy counterparties, such as Chartered Canadian banks and U.S. banks with investment grade ratings. The maximum exposure to credit risk is equal to the carrying value of accounts receivable and derivative instruments.

### Liquidity risk

Liquidity risk is the risk that the Company may not have cash available to satisfy financial liabilities as they come due. The Company monitors its risk to a shortage of funds using a detailed budgeting process that identifies financing needs for the next twelve months as well as the models that look out five years. Working capital and cash balances are monitored daily and a procurement system provides information on commitments. This process projects cash flows from operations. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, letters of credit, bank loans, notes payable, and lease liabilities. The Company's objective is that not more than 50% of borrowings should mature in the next twelve-month period. At December 28, 2019, less than 6% of the Company's debt (December 29, 2018: less than 4%) will mature in less than one year based on the carrying value of borrowings reflected in the Consolidated Financial Statements. At December 28, 2019, the Company was in compliance with all covenants and terms of its debt facilities.

The table below shows the maturities of the Company's non-derivative financial liabilities:

(Amounts in \$000s)	Due within 1 year	Due in 1-5 years	Due after 5 years	Total
Bank loans	\$ 37,956	\$ —	\$ —	\$ 37,956
Accounts payable and accrued liabilities	141,238	—	—	141,238
Long-term debt	36,064	112,565	267,429	416,058
<b>As at December 28, 2019</b>	<b>\$ 215,258</b>	<b>\$ 112,565</b>	<b>\$ 267,429</b>	<b>\$ 595,252</b>
Bank loans	\$ —	\$ 31,505	\$ —	\$ 31,505
Accounts payable and accrued liabilities	157,162	—	—	157,162
Long-term debt	13,655	324,271	—	337,926
<b>As at December 29, 2018</b>	<b>\$ 170,817</b>	<b>\$ 355,776</b>	<b>\$ —</b>	<b>\$ 526,593</b>

### Commodity price risk

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The Company is affected by price volatility of certain commodities such as crude oil, wheat, corn, paper products, and frying oils. The Company's *Price Risk Management Policy* dictates the use of fixed pricing with suppliers whenever possible, but allows the use of hedging with derivative instruments if deemed prudent. Throughout 2019 and 2018, the Company managed this risk through contracts with suppliers. Where possible, the Company enters into fixed price contracts with suppliers on an annual basis and, therefore, a significant portion of the Company's 2020 commodity purchase requirements are covered. Should an increase in the price of commodities materialize, there could be a negative impact on earnings performance and alternatively, a decrease in the price of commodities could result in a benefit to earnings performance.

Crude oil prices, which influence fuel surcharges from freight suppliers, increased during 2019 compared to 2018. World commodity prices for flour, soy and canola oils, imported ingredients in many of the Company's products, increased throughout 2019 compared to 2018. The price of corrugated and folded carton, which is used in packaging, remained consistent in 2019.

### Seafood price risk

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The Company is dependent upon the procurement of frozen raw seafood materials and finished goods on world markets. The Company buys as much as \$554.0 million of this product annually. A 1.0% change in the price of frozen raw seafood materials would increase/decrease the Company's procurement costs by \$5.5 million. Prices can fluctuate and there is no formal commercial mechanism for hedging either sales or purchases. Purchases of seafood on global markets are principally in USD. The Company hedges exposures to a portion of its currency exposures and enters into longer-term supply contracts when possible.

The Company maintains a strict policy of *Supplier Approval and Audit Standards*, including a diverse supplier base to ensure no over-reliance on any one source or species. The Company has multiple strategies to manage seafood costs, including purchasing significant quantities of frozen raw material and finished goods originating from all over the world. Over time, the Company strives to adjust selling prices to its customers as the world price of seafood changes or currency fluctuations occur.

## 28. Supplemental information

The components of income and expenses included in the consolidated statements of income are as follows:

(Amounts in \$000s)	Fifty-two weeks ended December 28, 2019	Fifty-two weeks ended December 29, 2018
<b>Included in finance costs:</b>		
Interest expense on bank loans	\$ 1,450	\$ 2,053
Interest expense on long-term debt	18,064	18,373
Interest expense on lease liabilities	1,447	—
Deferred financing charges	1,071	874
Interest on letter of credit for SERP	117	108
Modification loss related to debt refinancing activities (Note 14)	10,969	—
Foreign exchange (gain) loss	(106)	195
<b>Total finance costs</b>	<b>\$ 33,012</b>	<b>\$ 21,603</b>
<b>Foreign exchange (gain) loss included in:</b>		
Cost of sales	\$ (161)	\$ (573)
Finance costs	(106)	195
<b>Total foreign exchange gain</b>	<b>\$ (267)</b>	<b>\$ (378)</b>
<b>Loss (gain) on disposal of assets included in:</b>		
Cost of sales	\$ 194	\$ 240
Distribution expenses	38	10
Selling, general and administrative expenses	(102)	(84)
<b>Total loss on disposal of assets</b>	<b>\$ 130</b>	<b>\$ 166</b>
<b>Depreciation and amortization expense included in:</b>		
Cost of sales	\$ 7,491	\$ 6,848
Distribution expenses	4,185	1,482
Selling, general and administrative expenses	10,779	9,441
<b>Total depreciation and amortization expense</b>	<b>\$ 22,455</b>	<b>\$ 17,771</b>
<b>Employee compensation and benefit expense:</b>		
Wages and salaries (including payroll benefits)	\$ 101,959	\$ 97,445
Future employee benefit costs	2,787	3,264
Share-based compensation expense	7,124	1,237
Termination benefits	535	4,903
Short-term employee benefits	1,378	1,197
<b>Total employee compensation and benefit expense</b>	<b>\$ 113,783</b>	<b>\$ 108,046</b>

# Historical Consolidated Statement of Income (UNAUDITED)

In United States dollars, unless otherwise noted (Amounts in 000s, except per share amounts)	2019	2018	2017 <sup>(1)</sup>	2016 <sup>(1)</sup>	2015 <sup>(1)</sup>	2014	2013 <sup>(2)</sup>	2012 <sup>(2)(3)</sup>	2011 <sup>(2)(3)(4)</sup>	2010 <sup>(2)(3)(4)</sup>
<b>Sales</b>	<b>\$ 942,224</b>	\$ 1,048,531	\$ 1,053,846	\$ 954,986	\$ 999,471	\$ 1,051,613	\$ 947,301	\$ 942,631	\$ 675,539	\$ 567,572
Gross profit	<b>185,860</b>	188,157	186,079	201,807	199,627	220,405	215,335	206,661	153,530	133,169
Distribution expenses	<b>45,759</b>	52,649	49,827	43,610	48,037	52,558	53,368	44,511	35,382	29,149
Selling, general and administrative expenses	<b>90,019</b>	92,208	99,449	96,978	93,597	105,313	98,820	100,862	72,898	66,565
Impairment of property, plant and equipment	<b>974</b>	1,302	—	2,327	—	852	—	13,230	—	—
Business acquisition, integration and other expenses (income)	<b>1,572</b>	(2,471)	2,639	4,787	7,473	6,582	3,256	10,741	11,049	870
Finance costs	<b>33,012</b>	21,603	16,626	14,296	16,247	17,569	16,329	36,585	6,019	5,025
(Income) loss from equity accounted investee, net of income tax	<b>—</b>	—	—	—	—	—	(86)	196	52	(16)
Income before income taxes	<b>14,524</b>	22,866	17,538	39,809	34,273	37,531	43,648	536	28,130	31,576
Income taxes										
Current	<b>3,356</b>	1,583	(723)	8,514	5,184	3,906	12,378	5,442	5,762	6,220
Deferred	<b>879</b>	4,507	(13,392)	(989)	738	3,325	(86)	(7,109)	3,708	6,057
Total income tax expense (recovery)	<b>4,235</b>	6,090	(14,115)	7,525	5,922	7,231	12,292	(1,667)	9,470	12,277
<b>Net income</b>	<b>\$ 10,289</b>	\$ 16,776	\$ 31,653	\$ 32,284	\$ 28,351	\$ 30,300	\$ 31,356	\$ 2,203	\$ 18,660	\$ 19,299
<b>Reconciliation to EBITDA:</b>										
<b>Net income</b>	<b>\$ 10,289</b>	\$ 16,776	\$ 31,653	\$ 32,284	\$ 28,351	\$ 30,300	\$ 31,356	\$ 2,203	\$ 18,660	\$ 19,299
Add-back:										
Income tax expense (recovery)	<b>4,235</b>	6,090	(14,115)	7,525	5,922	7,231	12,292	(1,667)	9,470	12,277
Finance costs	<b>33,012</b>	21,603	16,626	14,296	16,247	17,569	16,329	36,585	6,019	5,025
Amortization of intangible assets	<b>7,569</b>	7,451	6,558	5,166	5,225	4,923	5,258	5,551	1,840	1,169
Depreciation	<b>14,886</b>	10,320	9,753	11,948	11,515	11,874	9,901	13,830	7,981	7,094
<b>Standardized EBITDA</b>	<b>\$ 69,991</b>	\$ 62,240	\$ 50,475	\$ 71,219	\$ 67,260	\$ 71,897	\$ 75,136	\$ 56,502	\$ 43,970	\$ 44,864
Add-back:										
Business acquisition, integration and other expenses (income)	<b>7,105</b>	(2,471)	2,639	4,787	7,473	6,582	3,256	10,741	11,049	870
Impairment of property, plant and equipment	<b>974</b>	1,302	—	2,327	—	852	—	13,230	—	—
Increase in cost of sales due to purchase price allocation to inventory	<b>—</b>	—	—	—	—	—	—	1,149	510	55
Loss (gain) on disposal of assets	<b>130</b>	166	734	(179)	329	681	247	(190)	192	14
Share-based compensation expense	<b>7,124</b>	1,237	771	3,229	1,119	3,329	6,704	10,255	737	3,653
Non-operating items	<b>—</b>	—	11,493	—	—	—	—	—	—	—
<b>Adjusted EBITDA</b>	<b>\$ 85,324</b>	\$ 62,474	\$ 66,112	\$ 81,383	\$ 76,181	\$ 83,341	\$ 85,343	\$ 91,687	\$ 56,458	\$ 49,456
<b>Reconciliation to Adjusted Net Income:</b>										
<b>Net income</b>	<b>\$ 10,289</b>	\$ 16,776	\$ 31,653	\$ 32,284	\$ 28,351	\$ 30,300	\$ 31,356	\$ 2,203	\$ 18,660	\$ 19,299
Add-back, after-tax:										
Share-based compensation expense	<b>5,196</b>	1,176	658	2,794	1,207	2,958	6,366	10,025	703	3,653
Impairment of property, plant and equipment	<b>710</b>	938	—	1,614	—	520	—	8,635	—	—
Accelerated depreciation on equipment/property disposed as part of a discontinuation/acquisition	<b>—</b>	—	—	668	216	—	—	1,146	—	—
Business acquisition, integration and other expenses (income)	<b>5,028</b>	(1,841)	1,785	3,014	4,985	4,290	2,068	6,895	8,397	541
Non-operating items	<b>—</b>	—	7,232	—	—	—	—	—	—	—
Increase in cost of sales due to purchase price allocation to inventory	<b>—</b>	—	—	—	—	—	—	761	312	34
Mark-to-market loss (gain) on embedded derivative and related accretion	<b>—</b>	—	—	—	—	188	(105)	1,899	—	—
Mark-to-market (gain) loss on interest rate swaps	<b>—</b>	—	—	(90)	(426)	(80)	76	529	—	—
Modification losses, accelerated amortization of deferred financing costs, and other items resulting from debt refinancing and amendment activities	<b>7,753</b>	—	—	—	—	605	776	6,380	—	—
Intercompany dividend withholding tax	<b>161</b>	—	—	—	—	—	744	(402)	782	996
<b>Adjusted Net Income</b>	<b>\$ 29,137</b>	\$ 17,049	\$ 41,328	\$ 40,284	\$ 34,333	\$ 38,781	\$ 41,281	\$ 38,071	\$ 28,854	\$ 24,523

# Historical Consolidated Statement of Income (UNAUDITED)

In United States dollars, unless otherwise noted (Amounts in 000s, except per share amounts)	2019	2018	2017 <sup>(1)</sup>	2016 <sup>(1)</sup>	2015 <sup>(1)</sup>	2014	2013 <sup>(2)</sup>	2012 <sup>(2)(3)</sup>	2011 <sup>(2)(3)(4)</sup>	2010 <sup>(2)(3)(4)</sup>
<b>Book value per common share</b>	\$ 8.03	\$ 7.90	\$ 8.05	\$ 7.13	\$ 6.43	\$ 6.41	\$ 6.04	\$ 5.07	\$ 5.27	\$ 4.89
Gross capital expenditures from continuing operations	6,569	14,607	27,775	17,686	18,587	28,075	15,419	13,447	7,675	5,134
<b>Per share information:</b>										
<b>Basic earnings per common share</b>										
Based on net income	\$ 0.31	\$ 0.50	\$ 0.98	\$ 1.04	\$ 0.92	\$ 0.99	\$ 1.03	\$ 0.08	\$ 0.62	\$ 0.60
Based on adjusted net income	0.86	0.51	0.93	1.30	1.11	1.26	1.36	1.26	0.95	0.76
<b>Diluted earnings per common share</b>										
Based on net income	0.30	0.50	0.97	1.04	0.95	0.97	1.01	0.07	0.61	0.60
Based on adjusted net income	0.85	0.51	0.93	1.29	1.10	1.24	1.32	1.23	0.94	0.76
<b>Common shares</b>										
Outstanding at year-end	33,383	33,383	33,380	30,889	30,874	30,706	30,571	30,258	30,174	30,298
Weighted average outstanding										
Basic	33,801	33,617	32,412	30,917	30,819	30,665	30,367	30,238	30,218	32,192
Diluted	34,195	33,619	32,527	31,175	31,265	31,317	31,186	30,920	30,682	32,490
Dividends declared and paid	\$ 7,424	\$ 14,663	\$ 14,355	\$ 12,145	\$ 11,023	\$ 11,285	\$ 10,305	\$ 6,379	\$ 5,891	\$ 5,238
Dividends per common share (CAD)	0.295	0.580	0.565	0.520	0.465	0.410	0.350	0.210	0.195	0.165

<sup>(1)</sup> For Fiscal 2017, 2016 and 2015, the operating results contain certain corrections of errors identified in previously reported amounts related to the accounting for donated products received from the United States Department of Agriculture for the purpose of processing the product for distribution to eligible recipient agencies.

<sup>(2)</sup> Share and per share amounts for Fiscal 2013 and prior years have been restated to reflect the retrospective application of the May 30, 2014 2-for-1 stock split.

<sup>(3)</sup> In Fiscal 2012, the Company changed its presentation currency from CAD to USD. Results for Fiscal 2011 and 2010 have been fully restated to USD.

<sup>(4)</sup> The Company adopted International Financial Reporting Standards effective January 2, 2011, with retrospective application to Fiscal 2010.

# Historical Consolidated Statement of Financial Position (UNAUDITED)

In United States dollars, unless otherwise noted (Amounts in 000s)	2019	2018	2017 <sup>(1)</sup>	2016 <sup>(1)</sup>	2015 <sup>(1)</sup>	2014	2013	2012 <sup>(2)</sup>	2011 <sup>(2)(3)</sup>	2010 <sup>(2)(3)</sup>
Cash	\$ 3,144	\$ 9,568	\$ 4,738	\$ 18,252	\$ 1,043	\$ 1,044	\$ 1,206	\$ 65	\$ 3,205	\$ 601
Accounts receivable	85,089	84,873	92,395	75,190	76,335	81,772	90,113	73,947	83,590	50,724
Income taxes receivable	3,494	6,411	13,533	4,809	6,023	7,381	3,509	5,145	3,498	704
Other financial assets	236	2,504	570	1,705	6,453	4,139	1,524	533	1,323	895
Inventories	294,913	301,411	353,433	252,059	263,043	261,987	252,960	222,313	256,324	132,696
Prepaid expenses	4,322	4,333	3,462	3,340	2,051	2,481	2,361	2,991	2,969	1,899
<b>Total current assets</b>	<b>391,198</b>	<b>409,100</b>	<b>468,131</b>	<b>355,355</b>	<b>354,948</b>	<b>358,804</b>	<b>351,673</b>	<b>304,994</b>	<b>350,909</b>	<b>187,519</b>
Property, plant and equipment	108,986	114,371	120,289	109,626	115,879	114,231	101,470	89,268	105,808	67,634
Right-of-use assets <sup>(4)</sup>	11,792	—	—	—	—	—	—	—	—	—
Deferred income taxes	2,134	7	2,787	2,290	2,495	3,372	4,656	7,207	1,667	2,416
Investment in equity accounted investee	—	—	—	—	—	—	—	96	271	154
Other receivables and miscellaneous assets	34	1,013	837	864	1,683	1,678	1,906	1,847	1,190	819
Future employee benefits	—	—	—	—	—	—	—	92	92	92
Intangible assets	148,893	155,594	158,044	98,872	102,315	107,704	105,253	110,631	116,594	31,409
Goodwill	157,457	157,070	157,881	118,101	117,824	119,270	111,999	112,873	110,816	40,036
Assets classified as held for sale	—	—	—	—	—	515	542	4,819	—	—
<b>Total assets</b>	<b>\$ 820,494</b>	<b>\$ 837,155</b>	<b>\$ 907,969</b>	<b>\$ 685,108</b>	<b>\$ 695,144</b>	<b>\$ 705,574</b>	<b>\$ 677,499</b>	<b>\$ 631,827</b>	<b>\$ 687,347</b>	<b>\$ 330,079</b>
Bank loans - actual amounts owing	\$ 37,956	\$ 31,505	\$ 53,560	\$ 959	\$ 17,628	\$ 65,851	\$ 97,899	\$ 60,530	\$ 119,936	\$ 43,261
Bank loans - deferred charges	(410)	(353)	(208)	(338)	(470)	(721)	(672)	(826)	(978)	(304)
Accounts payable and accrued liabilities	141,238	157,162	205,820	138,766	124,132	83,595	100,945	91,436	102,623	55,821
Share-based compensation payable - current	4,881	245	201	1,028	613	2,259	3,313	10,005	4,233	4,559
Contract liability <sup>(5)</sup>	3,581	4,772	4,055	—	—	—	—	—	—	—
Provisions	329	1,460	278	386	263	437	240	1,614	1,013	553
Other current financial liabilities	861	78	1,965	1,626	817	580	459	550	780	2,347
Income taxes payable	2,102	585	—	851	2,242	20	2,543	1,165	2,024	3,248
Current portion of long-term debt	14,511	13,655	—	—	11,816	3,000	—	34,237	2,500	4,450
Current portion of lease liabilities <sup>(4)</sup>	4,582	372	714	721	1,015	994	979	1,039	1,046	978
<b>Total current liabilities</b>	<b>209,631</b>	<b>209,481</b>	<b>266,385</b>	<b>143,999</b>	<b>158,056</b>	<b>156,015</b>	<b>205,706</b>	<b>199,750</b>	<b>233,177</b>	<b>114,913</b>
Long-term debt - actual amounts owing	296,093	324,271	337,926	267,926	282,934	294,750	232,720	213,888	247,500	44,456
Long-term debt - deferred charges and market valuations	(7,073)	(1,597)	(2,485)	(1,599)	(1,917)	(2,717)	(5,791)	(529)	(20,254)	(305)
Other long-term financial liabilities	292	5	62	196	89	951	5,597	1,130	6,223	208
Other long-term liabilities	—	—	—	—	125	2,180	175	—	—	—
Share-based compensation payable - long-term	3,031	1,493	1,641	888	358	620	869	1,532	243	—
Long-term lease liabilities <sup>(4)</sup>	7,198	407	407	702	715	1,212	1,647	2,181	2,555	3,062
Deferred income taxes	30,182	28,451	23,943	44,602	46,529	46,722	43,998	45,126	47,991	9,949
Future employee benefits	12,970	10,785	11,223	8,190	9,631	8,867	7,929	13,791	11,085	9,682
Liabilities classified as held for sale	—	—	—	—	—	—	—	1,604	—	—
Shareholders' equity	268,170	263,859	268,867	220,204	198,624	196,974	184,649	153,354	158,827	148,114
<b>Total liabilities and shareholders' equity</b>	<b>\$ 820,494</b>	<b>\$ 837,155</b>	<b>\$ 907,969</b>	<b>\$ 685,108</b>	<b>\$ 695,144</b>	<b>\$ 705,574</b>	<b>\$ 677,499</b>	<b>\$ 631,827</b>	<b>\$ 687,347</b>	<b>\$ 330,079</b>

<sup>(1)</sup> For Fiscal 2017, 2016 and 2015, the operating results contain certain corrections of errors identified in previously reported amounts related to the accounting for donated products received from the United States Department of Agriculture for the purpose of processing the product for distribution to eligible recipient agencies.

<sup>(2)</sup> In Fiscal 2012, the Company changed its presentation currency from CAD to USD. Results for Fiscal 2011 and 2010 have been fully restated to USD.

<sup>(3)</sup> The Company adopted International Financial Reporting Standards effective January 2, 2011, with retrospective application to Fiscal 2010.

<sup>(4)</sup> The Company has changed the presentation of the related balances on the consolidated statements of financial position and reclassified historical finance lease balances as at December 30, 2018 from property, plant and equipment to right-of-use assets, with corresponding current and long-term lease liabilities, to reflect the terminology and presentation requirements of IFRS 16, Leases, adopted on December 30, 2018. This standard was applied using the modified retrospective method and therefore historical balances have not been restated.

<sup>(5)</sup> The Company has changed the presentation of this obligation on the consolidated statements of financial position and has reclassified the related balance as at December 30, 2017 from accounts payable and accrued liabilities to contract liability to reflect the terminology and the presentation requirements of IFRS 15, Revenue from Contracts with Customers, adopted on December 31, 2017.



# Corporate Information

## Honourary Director

Donald Sobey

## Board of Directors

Joan Chow<sup>(2)</sup>  
Rob Dexter<sup>(2)</sup>  
David Hennigar<sup>(1)</sup>  
Jill Hennigar<sup>(1)</sup>  
Rod Hepponstall<sup>(3)</sup>  
Shelly Jamieson<sup>(2)(3)(4)</sup>  
Jolene Mahody<sup>(1)(3)(4)</sup>  
Andy Miller<sup>(1)</sup>  
Robert Pace (Chair)<sup>(3)(4)</sup>  
Frank van Schaayk<sup>(2)(3)(4)</sup>

## Executive Leadership

Rod Hepponstall  
*President & Chief Executive Officer*

Paul Jewer  
*Executive Vice President & Chief Financial Officer*

Johanne McNally Myers  
*Vice President, Human Resources*

Craig Murray  
*Senior Vice President, Marketing & Innovation*

Tim Rorabeck  
*Executive Vice President, Corporate Affairs & General Counsel*

Paul Snow  
*Executive Vice President*

Ron van der Giesen  
*Senior Vice President, Supply Chain*

## Other Senior Leadership

Tania Albanese  
*Senior Director, National Accounts*

Bill DiMento  
*Vice President, Sustainability & Government Affairs*

Tyler Held  
*Director, Internal Audit*

Meggan Hodgson  
*Vice President, Quality Assurance & Food Safety*

Catherine Hu  
*Vice President, Marketing*

Naomi Jewers  
*Assistant Corporate Secretary*

Heather Keeler-Hurshman  
*Vice President, Investor Relations & Communications*

Pam Kellogg  
*Vice President, Retail Sales*

Mike Kocsis  
*Vice President, Strategic Initiatives*

John Kramer  
*Director, Sales & Operations Planning*

Bill Mandly  
*Director, Project Management*

Dale Martin  
*Vice President, Seafood Procurement*

Karl McHugh  
*General Manager, Portsmouth*

Charlene Milner  
*Vice President, Finance*

Fred Pace  
*Director, Supply Chain Inventory Management*

JR Pierce  
*Director, Commodity Seafood Sales*

Tom Rupkey  
*Vice President, North American Foodservice Sales*

Mike Sirois  
*Vice President, Product Development & Technical Services*

Ed Snook  
*General Manager, Lunenburg*

Andy Tanner  
*Director, Corporate Treasury*

David Thomas  
*Director, Field Sales Foodservice Canada*

Tom Walker  
*Vice President, Information Technology*

## Plants & Warehouse Facilities

Massachusetts: Peabody  
New Hampshire: Portsmouth  
Virginia: Newport News  
Nova Scotia: Lunenburg

## Operating Subsidiary Companies

High Liner Foods (USA), Incorporated  
ISF (USA), LLC  
Rubicon Resources, LLC  
High Liner Foods (Thailand) Co., Ltd.  
High Liner Foods, útibú á Íslandi

## Auditors

Ernst & Young LLP, Chartered Accountants

## Transfer Agent

*For help with:*

- Changes of address
- Transfer of shares
- Loss of share certificates
- Consolidation of multiple mailings to one shareholder
- Estate settlements

## Contact:

AST Trust Company (Canada)  
AnswerLine™:  
1-800-387-0825 (toll-free in North America)  
or (416) 682-3860  
Fax: 1-888-249-6189  
E-mail inquiries: [inquiries@astfinancial.com](mailto:inquiries@astfinancial.com)  
[www.astfinancial.com/ca](http://www.astfinancial.com/ca)

## Mailing Address:

P.O. Box 2082, Station C  
Halifax, NS B3J 3B7

## Banks

The Royal Bank of Canada  
JPMorgan Chase Bank, N.A.  
Bank of Montreal  
Canadian Imperial Bank of Commerce  
Rabobank

## Investor Relations

*For:*

- Additional financial information
- Industry and Company developments
- Additional copies of this report

## Contact:

Heather Keeler-Hurshman  
*Vice President, Investor Relations & Communications*  
Tel.: (902) 421-7100  
Fax: (902) 634-6228  
E-mail: [investor@highlinerfoods.com](mailto:investor@highlinerfoods.com)  
Investor relations website:  
[www.highlinerfoods.com](http://www.highlinerfoods.com)

## Mailing Address:

100 Battery Point  
P.O. Box 910  
Lunenburg, NS B0J 2C0

Common Shares listed on The Toronto  
Stock Exchange  
Trading Symbol – HLF

## Annual General Meeting of Shareholders

Tuesday, May 12, 2020  
11:30 a.m. ADT  
High Liner Foods Incorporated  
Lunenburg, Nova Scotia

- <sup>(1)</sup> *Audit Committee (Jolene Mahody, Chair)*  
<sup>(2)</sup> *Human Resources Committee (Shelly Jamieson, Chair)*  
<sup>(3)</sup> *Executive Committee (Robert Pace, Chair)*  
<sup>(4)</sup> *Governance Committee (Frank van Schaayk, Chair)*

Our new ***Alaska Wild Wings*** reeled in First Place in Foodservice at the 27th Annual Alaska Symphony of Seafood. Hailed as wildly innovative, our ***Alaska Wild Wings*** are just one of several on-trend offerings aimed at expanding seafood eating occasions.

Our wildly delicious bite-size wings, made from 100% wild-caught Alaska pollock and a blend of southern style herbs and spices, can be enjoyed on their own or paired with a variety of sauces. Serve as a protein-packed snack or shareable game-day appetizer — ways to enjoy this unique product are truly endless.

