



# **Q1 First Quarterly Report**

**Three-Month Period Ended March 31, 2025**



## MANAGEMENT'S DISCUSSION AND ANALYSIS

For the quarter ended  
**March 31, 2025**

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## GENERAL INFORMATION

The following is TFI International Inc.'s management discussion and analysis ("MD&A"). Throughout this MD&A, the terms "Company", "TFI International" and "TFI" shall mean TFI International Inc., including its operating subsidiaries. This MD&A provides a comparison of the Company's performance for its three-month period ended March 31, 2025 with the corresponding three-month period ended March 31, 2024 and it reviews the Company's financial position as of March 31, 2025. It also includes a discussion of the Company's affairs up to April 23, 2025, which is the date of this MD&A. The MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements and accompanying notes as of March 31, 2025 and the audited consolidated financial statements and accompanying notes as at and for the year ended December 31, 2024.

In this document, all financial data are prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") unless otherwise noted. All amounts are in United States dollars (U.S. dollars), and the term "dollar", as well as the symbol "\$", designate U.S. dollars unless otherwise indicated. Variances may exist as numbers have been rounded. This MD&A also uses non-IFRS financial measures. Refer to the section of this report entitled "Non-IFRS Financial Measures" for a complete description of these measures.

The Company's unaudited condensed consolidated interim financial statements have been approved by its Board of Directors ("Board") upon recommendation of its audit committee on April 23, 2025. Prospective data, comments and analysis are also provided wherever appropriate to assist existing and new investors to see the business from a corporate management point of view. Such disclosure is subject to reasonable constraints for maintaining the confidentiality of certain information that, if published, would probably have an adverse impact on the competitive position of the Company.

Additional information relating to the Company can be found on its website at [www.tfiintl.com](http://www.tfiintl.com). The Company's continuous disclosure materials, including its annual and quarterly MD&A, annual and quarterly consolidated financial statements, annual report, annual information form, management proxy circular and the various press releases issued by the Company are also available on its website, or directly through the SEDAR system at [www.sedar.com](http://www.sedar.com), or through the EDGAR system at [www.sec.gov/edgar.shtml](http://www.sec.gov/edgar.shtml).

## FORWARD-LOOKING STATEMENTS

The Company may make statements in this report that reflect its current expectations regarding future results of operations, performance and achievements. These are "forward-looking" statements and reflect management's current beliefs. They are based on information currently available to management. Words such as "may", "might", "expect", "intend", "estimate", "anticipate", "plan", "foresee", "believe", "to its knowledge", "could", "design", "forecast", "goal", "hope", "intend", "likely", "predict", "project", "seek", "should", "target", "will", "would" or "continue" and words and expressions of similar import are intended to identify these forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results and those presently anticipated or projected.

The Company wishes to caution readers not to place undue reliance on any forward-looking statements which reference issues only as of the date made. The following important factors could cause the Company's actual financial performance to differ materially from that expressed in any forward-looking statement: the highly competitive market conditions, the Company's ability to recruit, train and retain qualified drivers, fuel price variations and the Company's ability to recover these costs from its customers, foreign currency fluctuations, the impact of environmental standards and regulations, imposing of tariffs or changes to the rates of tariffs and their impact on the market, changes in governmental regulations applicable to the Company's operations, adverse weather conditions, accidents, the market for used equipment, changes in interest rates, cost of liability insurance coverage, downturns in general economic conditions affecting the Company and its customers, credit market liquidity, and the Company's ability to identify, negotiate, consummate and successfully integrate business acquisitions.

The foregoing list should not be construed as exhaustive, and the Company disclaims any subsequent obligation to revise or update any previously made forward-looking statements unless required to do so by applicable securities laws. Unanticipated events are likely to occur. Readers should also refer to the section "Risks and Uncertainties" at the end of this MD&A for additional information on risk factors and other events that are not within the Company's control. The Company's future financial and operating results may fluctuate as a result of these and other risk factors.

**SELECTED FINANCIAL DATA AND HIGHLIGHTS**

<i>(unaudited)</i> <i>(in thousands of U.S. dollars, except per share data)</i>	<b>Three months ended March 31</b>		
	<b>2025</b>	<b>2024</b>	<b>2023</b>
Revenue before fuel surcharge	<b>1,714,493</b>	1,611,501	1,560,427
Fuel surcharge	<b>249,894</b>	259,314	289,750
Total revenue	<b>1,964,387</b>	1,870,815	1,850,177
Adjusted EBITDA <sup>1</sup>	<b>258,962</b>	268,350	264,206
Operating income	<b>114,643</b>	151,556	166,402
Net income	<b>56,032</b>	92,847	111,918
Adjusted net income <sup>1</sup>	<b>64,166</b>	105,510	116,483
Net cash from operating activities	<b>193,558</b>	200,689	232,134
Free cash flow <sup>1</sup>	<b>191,728</b>	137,163	195,707
Per share data			
EPS – diluted	<b>0.66</b>	1.09	1.27
Adjusted EPS – diluted <sup>1</sup>	<b>0.76</b>	1.24	1.33
Dividends	<b>0.45</b>	0.40	0.35
As a percentage of revenue before fuel surcharge			
Adjusted EBITDA margin <sup>1</sup>	<b>15.1%</b>	16.7%	16.9%
Depreciation of property and equipment	<b>5.1%</b>	4.0%	3.8%
Depreciation of right-of-use assets	<b>2.4%</b>	2.2%	2.0%
Amortization of intangible assets	<b>1.3%</b>	1.1%	0.9%
Operating margin <sup>1</sup>	<b>6.7%</b>	9.4%	10.7%
Adjusted operating ratio <sup>1</sup>	<b>93.7%</b>	90.6%	89.7%

**Q1 Highlights**

- First quarter operating income of \$114.6 million compared to \$151.6 million the same quarter last year.
- Net income of \$56.0 million compared to \$92.8 million in Q1 2024, and diluted earnings per share (diluted "EPS") of \$0.66 compared to \$1.09 in Q1 2024.
- Adjusted net income<sup>1</sup>, a non-IFRS measure, of \$64.2 million compared to \$105.5 million in Q1 2024.
- Adjusted diluted EPS<sup>1</sup>, a non-IFRS measure, of \$0.76 compared to \$1.24 in Q1 2024.
- Net cash from operating activities of \$193.6 million compared to \$200.7 million in Q1 2024.
- Free cash flow<sup>1</sup>, a non-IFRS measure, of \$191.7 million increased 40% from \$137.2 million in Q1 2024, primarily due to favorable working capital and lower net capital expenditures.
- The Company's reportable segments performed as follows:
  - Less-Than-Truckload operating income of \$47.1 million compared to \$85.0 million in the year-earlier period due to weak market conditions;
  - Truckload operating income increased 18% to \$48.8 million from \$41.5 million in the year-earlier period reflecting the April 2024 acquisition of Daseke, Inc.; and
  - Logistics operating income of \$31.2 million compared to \$40.2 million in the year-earlier period.
- On March 17, 2025, the Board of Directors of TFI declared a quarterly dividend of \$0.45 per share paid on April 15, 2025, a 13% increase over the quarterly dividend of \$0.40 per share declared in Q1 2024. The annualized dividend<sup>1</sup> represents 18.4% of the trailing twelve-month free cash flow.
- During the first quarter, the Company returned \$94.4 million of capital to shareholders through \$38.2 million in quarterly dividends and \$56.2 million of share repurchases, as the Company repurchased and cancelled 524,795 shares.

<sup>1</sup> This is a non-IFRS measure. For a reconciliation, please refer to the "Non-IFRS financial measures" section below.

## ABOUT TFI INTERNATIONAL

### Services

TFI International is a North American leader in the transportation and logistics industry, operating across the United States, Canada and Mexico through its subsidiaries. TFI International creates value for shareholders by identifying strategic acquisitions and managing a growing network of wholly-owned operating subsidiaries. Under the TFI International umbrella, companies benefit from financial and operational resources to build their businesses and increase their efficiency. TFI International companies service the following reportable segments:

- Less-Than-Truckload (“LTL”);
- Truckload (“TL”);
- Logistics.

### Seasonality of operations

The activities conducted by the Company are subject to general demand for freight transportation. Historically, demand has been relatively stable with the weakest generally occurring during the first quarter. Furthermore, during the harsh winter months, fuel consumption and maintenance costs tend to rise.

### Human resources

As at March 31, 2025, the Company had 26,312 employees throughout TFI International’s various business segments across North America. This compares to 25,005 employees as at March 31, 2024. The year-over-year increase of 1,307 employees is attributable to business acquisitions that added 4,400 employees offset by rationalizations affecting 3,093 employees mainly in the LTL segment. The Company believes that it has a relatively low turnover rate among its employees in Canada, and a normal turnover rate in the U.S. comparable to other U.S. carriers, and that its employee relations are very good.

### Equipment

The Company is a significant transportation provider throughout North America. As at March 31, 2025, the Company had 13,669 trucks, 42,710 trailers and 7,087 independent contractors. This compares to 11,051 trucks, 33,771 trailers and 7,411 independent contractors as at March 31, 2024.

### Facilities

TFI International’s head office is in Montréal, Québec and its executive office is in Etobicoke, Ontario. As at March 31, 2025, the Company had 646 facilities, as compared to 620 facilities as at March 31, 2024. Of these 646 facilities, 381 are located in the United States and 265 are located in Canada. In the last twelve months, 90 facilities were added from business acquisitions and terminal consolidation decreased the total number of facilities by 64, mainly in the TL and Logistics segments.

### Customers

The Company has a diverse customer base across a broad cross-section of industries with no single client accounting for more than 5% of consolidated revenue. Because of its customer diversity, as well as the wide geographic scope of the Company’s service offerings and the range of segments in which it operates, a downturn in the activities of an individual customer or customers in a particular industry would not be expected to have a material adverse impact on operations. The Company has forged strategic partnerships with other transport companies in order to extend its service offerings to customers across North America.

**Revenue by Top Customers’ Industry**  
(58% of total revenue in the year ended December 31, 2024)

Retail	19%
Manufactured Goods	17%
Building Materials	13%
Automotive	10%
Metals & Mining	10%
Food & Beverage	8%
Services	7%
Chemicals & Explosives	6%
Energy	3%
Waste Management	3%
Forest Products	2%
Maritime Containers	1%
Others	1%

## CONSOLIDATED RESULTS

This section provides general comments on the consolidated results of operations. A more detailed analysis is provided in the "Segmented Results" section.

### 2025 business acquisitions

In line with its growth strategy, the Company acquired two businesses in 2025. Basin Transportation LLC and Veilleux Transit Inc., both tuck-in acquisitions, were acquired subsequent to the end of the quarter.

### Revenue

For the three months ended March 31, 2025, revenue before fuel surcharge was \$1,714.5 million, up from \$1,611.5 million in Q1 2024. The increase was mainly attributable to contributions from business acquisitions of \$297.8 million partially offset by a weakened market which resulted in weaker volumes.

### Operating expenses

For the three months ended March 31, 2025, the Company's operating expenses increased by \$130.5 million, to \$1,849.7 million, from \$1,719.3 million in Q1 2024. This increase was due to an increase from business acquisitions of \$325.1 million offset partially by a decrease in operating expenses from existing operations of \$194.6 million, as revenues decreased.

For the three months ended March 31, 2025, materials and services expenses, net of fuel surcharge, increased by \$59.6 million, to \$739.1 million from \$679.5 million in the same period last year due primarily to an increase from business acquisitions of \$146.9 million, partially offset by a decrease in existing operations due to the decrease in volume.

For the three months ended March 31, 2025, personnel expense increased 8% to \$607.4 million from \$562.6 million in Q1 2024. The increase is attributable primarily to an increase in business acquisitions of \$90.6 million offset by reduced personnel expenses in response to the decline in volumes.

Other operating expenses, which are primarily comprised of costs related to office and terminal rent, taxes, heating, telecommunications, maintenance and security and other general administrative expenses, increased by \$7.5 million for the three months ended March 31, 2025, as compared to the same period last year as increased costs from business acquisitions of \$15.5 million were offset by a reduction of spending due to a decline in volumes.

For the three months ended March 31, 2025, gains on the sale of assets held for sale increased by \$6.8 million to \$7.0 million from \$0.2 million in the same period last year due to the sale of two sites in the first quarter of 2025.

### Operating income

For the three months ended March 31, 2025, the Company's operating income was \$114.6 million compared to \$151.6 million during the same quarter in 2024. The decrease is primarily attributable to the decline in revenues from existing operations as a result of weaker market demand in the quarter, offset partially by the contribution from business acquisitions of \$8.7 million.

### Finance income and costs

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	Three months ended March 31	
	2025	2024
Finance costs (income)		
Interest expense on long-term debt	30,236	22,451
Interest expense on lease liabilities	6,527	5,055
Interest income	(228)	(5,152)
Net change in fair value and accretion expense of contingent considerations	15	31
Net foreign exchange loss	245	1,268
Others	3,514	3,676
<b>Net finance costs</b>	<b>40,309</b>	<b>27,329</b>

### Interest expense

Interest expense on long-term debt for the three-month period ended March 31, 2025 increased by \$7.8 million as compared to the same quarter last year as the average level of debt rose from \$2.06 billion to \$2.43 billion due to debt related to the acquisition of Daseke, and the average rate also increased from 4.36% to 4.97%. Interest income decreased by \$4.9 million as compared to the same quarter last year as there was an average cash balance of \$6.3 million for the first quarter of 2025 as compared to \$378.7 million in the same quarter last year.

### Net foreign exchange gain or loss and net investment hedge

The Company designates as a hedge a portion of its U.S. dollar denominated debt held against its net investments in U.S. operations. This accounting treatment allows the Company to offset the designated portion of foreign exchange gain (or loss) of its debt against the foreign exchange loss (or gain) of

## Management's Discussion and Analysis

its net investments in U.S. operations and present them in other comprehensive income. Net foreign exchange gains or losses recorded in income or loss are attributable to the translation of the U.S. dollar portion of the Company's credit facilities not designated as a hedge and to the translation of other financial assets and liabilities denominated in currencies other than the functional currency. For the three-month period ended March 31, 2025, a gain of \$11.4 million of foreign exchange variations (a gain of \$11.0 million net of tax) was recorded to other comprehensive income as it relates to the translation of the debt in the net investment hedge. For the three-month period ended March 31, 2024, a loss of \$36.1 million of foreign exchange variations (a loss of \$36.1 million net of tax) was recorded to other comprehensive income as it relates to the translation of the debt in the net investment hedge.

### Income tax expense

For the three months ended March 31, 2025, the Company's effective tax rate was 24.6%. The income tax expense of \$18.3 million reflects a \$1.4 million favorable variance versus an anticipated income tax expense of \$19.7 million based on the Company's statutory tax rate of 26.5%. The favorable variance is due to a favorable variation from tax deductions and tax-exempt income of \$3.9 million and partially offset by an unfavorable variation from non deductible expenses of \$1.8 million.

### Net income and adjusted net income

<i>(unaudited)</i> <i>(in thousands of U.S. dollars, except per share data)</i>	<b>Three months ended</b>		
	<b>2025</b>	<b>2024</b>	<b>March 31</b>
			<b>2023</b>
Net income	<b>56,032</b>	92,847	111,918
Amortization of intangible assets related to business acquisitions	<b>19,000</b>	16,012	12,692
Net change in fair value and accretion expense of contingent considerations	<b>15</b>	31	50
Net foreign exchange (gain) loss	<b>245</b>	1,268	(348)
Gain, net of impairment, on sale of land and buildings and assets held for sale	<b>(7,086)</b>	(37)	(6,230)
Loss on sale and impairment on rolling stock assets held for sale	<b>—</b>	(178)	—
Tax impact of adjustments	<b>(4,040)</b>	(4,433)	(1,599)
<b>Adjusted net income<sup>1</sup></b>	<b>64,166</b>	105,510	116,483
<b>Adjusted EPS – basic<sup>1</sup></b>	<b>0.76</b>	1.25	1.35
<b>Adjusted EPS – diluted<sup>1</sup></b>	<b>0.76</b>	1.24	1.33

For the three months ended March 31, 2025, TFI International's net income was \$56.0 million as compared to \$92.8 million in Q1 2024. The Company's adjusted net income<sup>1</sup>, a non-IFRS measure, which excludes items listed in the above table, was \$64.2 million as compared to \$105.5 million in Q1 2024. Adjusted EPS<sup>1</sup>, fully diluted, of \$0.76 compared to \$1.24 in Q1 2024.

<sup>1</sup> This is a non-IFRS. For the reconciliation, refer to the "Non-IFRS financial measures" section below.

## SEGMENTED RESULTS

To facilitate the comparison of business level activity and operating costs between periods, the Company compares the revenue before fuel surcharge ("revenue") and reallocates the fuel surcharge revenue to materials and services expenses within operating expenses. Note that "Total revenue" is not affected by this reallocation.

### Selected segmented financial information

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	Less- Than- Truckload*	Truckload	Logistics	Corporate	Eliminations*	Total
<b>Three months ended March 31, 2025</b>						
Revenue before fuel surcharge <sup>1</sup>	678,950	662,855	384,948	—	(12,260)	1,714,493
% of total revenue <sup>2</sup>	41%	38%	20%			100%
Adjusted EBITDA <sup>3</sup>	97,766	126,128	47,035	(11,967)	—	258,962
Adjusted EBITDA margin <sup>3,4</sup>	14.4%	19.0%	12.2%			15.1%
Operating income (loss)	47,123	48,778	31,233	(12,491)	—	114,643
Operating margin <sup>3,4</sup>	6.9%	7.4%	8.1%			6.7%
Total assets less intangible assets <sup>3</sup>	2,187,284	1,862,443	356,208	76,806	—	4,482,741
Net capital expenditures <sup>3</sup>	3,129	7,452	358	(20)	—	10,919
<b>Three months ended March 31, 2024</b>						
Revenue before fuel surcharge <sup>1</sup>	783,520	397,732	441,905	—	(11,656)	1,611,501
% of total revenue <sup>2</sup>	50%	25%	25%			100%
Adjusted EBITDA <sup>3</sup>	137,421	90,444	55,413	(14,928)	—	268,350
Adjusted EBITDA margin <sup>3,4</sup>	17.5%	22.7%	12.5%			16.7%
Operating income (loss)	85,030	41,464	40,182	(15,120)	—	151,556
Operating margin <sup>3,4</sup>	10.9%	10.4%	9.1%			9.4%
Total assets less intangible assets <sup>3</sup>	2,350,824	1,147,227	351,367	975,810	—	4,825,228
Net capital expenditures <sup>3</sup>	30,481	6,375	589	153	—	37,598

<sup>1</sup> Includes intersegment revenue.

<sup>2</sup> Segment revenue including fuel surcharge and intersegment revenue to consolidated revenue including fuel surcharge and intersegment revenue.

<sup>3</sup> This is a non-IFRS measure. For a reconciliation, refer to the "Non-IFRS financial measures" section below.

<sup>4</sup> As a percentage of revenue before fuel surcharge.

\*In the second quarter of fiscal 2024, it was determined that the Package and Courier operating segment should be aggregated with the Canadian Less-Than-Truckload and U.S. Less-Than-Truckload operating segments, forming the Less-Than-Truckload reportable segment. Comparative information for Less-Than-Truckload reportable segment has been recast to be consistent with current reportable segments.

**Less-Than-Truckload**

<i>(unaudited)</i>	<b>Three months ended March 31</b>			
<i>(in thousands of U.S. dollars)</i>	<b>2025</b>	<b>%</b>	<b>2024*</b>	<b>%</b>
Total revenue	<b>815,744</b>		946,765	
Fuel surcharge	<b>(136,794)</b>		(163,245)	
<b>Revenue</b>	<b>678,950</b>	<b>100.0%</b>	783,520	100.0%
Materials and services expenses (net of fuel surcharge)	<b>201,965</b>	<b>29.7%</b>	239,446	30.6%
Personnel expenses	<b>323,540</b>	<b>47.7%</b>	347,260	44.3%
Other operating expenses	<b>55,555</b>	<b>8.2%</b>	60,189	7.7%
Depreciation of property and equipment	<b>35,318</b>	<b>5.2%</b>	38,008	4.9%
Depreciation of right-of-use assets	<b>12,234</b>	<b>1.8%</b>	12,131	1.5%
Amortization of intangible assets	<b>3,044</b>	<b>0.4%</b>	2,465	0.3%
(Gain) loss on sale of rolling stock and equipment	<b>140</b>	<b>0.0%</b>	(842)	-0.1%
(Gain) loss on derecognition of right-of-use assets	<b>(16)</b>	<b>-0.0%</b>	46	0.0%
(Gain) loss, net of impairment, on sale of land and buildings and assets held for sale	<b>47</b>	<b>0.0%</b>	(213)	-0.0%
<b>Operating income</b>	<b>47,123</b>	<b>6.9%</b>	85,030	10.9%
<b>Adjusted EBITDA<sup>1</sup></b>	<b>97,766</b>	<b>14.4%</b>	137,421	17.5%

\* In the second quarter of fiscal 2024, it was determined that the Package and Courier operating segment should be aggregated with the Canadian Less-Than-Truckload and U.S. Less-Than-Truckload operating segments, forming the Less-Than-Truckload reportable segment. Comparative information for Less-Than-Truckload reportable segment has been recast to be consistent with current reportable segments.

<sup>1</sup> This is a non-IFRS measure. For a reconciliation, refer to the "Non-IFRS financial measures" section below.

Operational data (unaudited) (Revenue in U.S. dollars)	Three months ended March 31			
	2025	2024*	Variance	%
<b>LTL</b>				
Adjusted Operating Ratio <sup>2</sup>	93.1%	89.2%		
Return on invested capital <sup>2</sup>	14.4%	18.2%		
<b>U.S. LTL</b>				
Revenue (in thousands of dollars)	424,682	484,314	(59,632)	-12.3%
GFP Revenue (in thousands of dollars)	33,238	67,327	(34,089)	-50.6%
FSC Revenue (in thousands of dollars)	81,290	103,512	(22,222)	-21.5%
Adjusted Operating Ratio <sup>2</sup>	98.9%	92.6%		
Revenue per hundredweight (excluding fuel) <sup>1</sup>	\$26.81	\$28.90	\$(2.09)	-7.2%
Revenue per shipment (excluding fuel) <sup>1</sup>	\$335.19	\$349.43	\$(14.24)	-4.1%
Revenue per hundredweight (including fuel) <sup>1</sup>	\$31.94	\$35.08	\$(3.14)	-9.0%
Revenue per shipment (including fuel) <sup>1</sup>	\$399.35	\$424.11	\$(24.76)	-5.8%
Tonnage (in thousands of tons) <sup>1</sup>	792	838	(46)	-5.5%
Shipments (in thousands) <sup>1</sup>	1,267	1,386	(119)	-8.6%
Average weight per shipment (in lbs) <sup>1</sup>	1,250	1,209	41	3.4%
Average length of haul (in miles) <sup>1</sup>	1,168	1,153	15	1.3%
Cargo claims (% revenue)	0.9%	0.7%		
Vehicle count, average <sup>3</sup>	4,391	3,836	555	14.5%
Truck age <sup>4</sup>	4.3	4.6	(0.3)	-6.5%
Business days	63	64	(1)	-1.6%
Return on invested capital <sup>2</sup>	10.0%	15.2%		
<b>Canadian LTL</b>				
Revenue (in thousands of dollars)	125,398	134,918	(9,520)	-7.1%
FSC Revenue (in thousands of dollars)	30,509	35,408	(4,899)	-13.8%
Adjusted Operating Ratio <sup>2</sup>	80.2%	80.9%		
Revenue per hundredweight (excluding fuel)	\$10.75	\$10.81	\$(0.06)	-0.6%
Revenue per shipment (excluding fuel)	\$233.52	\$231.82	\$1.70	0.7%
Revenue per hundredweight (including fuel) <sup>1</sup>	\$13.37	\$13.65	\$(0.28)	-2.1%
Revenue per shipment (including fuel) <sup>1</sup>	\$290.33	\$292.66	\$(2.33)	-0.8%
Tonnage (in thousands of tons)	583	624	(41)	-6.6%
Shipments (in thousands)	537	582	(45)	-7.7%
Average weight per shipment (in lbs)	2,171	2,144	27	1.3%
Average length of haul (in miles)	840	761	79	10.4%
Cargo claims (% revenue)	0.2%	0.2%		
Vehicle count, average	889	907	(18)	-2.0%
Truck age	4.0	4.3	(0.3)	-7.0%
Business days	62	62	—	0.0%
Return on invested capital <sup>2</sup>	18.3%	19.1%		
<b>Package and Courier</b>				
Revenue (in thousands of dollars)	101,965	103,180	(1,215)	-1.2%
FSC Revenue (in thousands of dollars)	25,808	25,464	344	1.4%
Adjusted Operating Ratio <sup>2</sup>	83.0%	82.4%		
Revenue per pound (including fuel)	\$0.46	\$0.49	\$(0.03)	-6.1%
Revenue per pound (excluding fuel)	\$0.37	\$0.39	\$(0.02)	-5.1%
Revenue per package (including fuel)	\$6.97	\$6.85	\$0.12	1.8%
Revenue per package (excluding fuel)	\$5.56	\$5.50	\$0.06	1.1%
Tonnage (in thousands of metric tons)	126	120	6	5.0%
Packages (in thousands)	18,338	18,776	(438)	-2.3%
Average weight per package (in lbs)	15.14	14.09	1.05	7.5%
Vehicle count, average	895	968	(73)	-7.5%
Weekly revenue per vehicle (incl. fuel, in thousands of U.S. dollars)	\$10.98	\$10.22	\$0.76	7.4%
Business days	62	62	—	0.0%
Return on invested capital <sup>2</sup>	23.3%	25.7%		

<sup>1</sup> Operational statistics exclude figures from Ground Freight Pricing ("GFP").

<sup>2</sup> This is a non-IFRS measure. For a reconciliation please refer to the "Non-IFRS and Other Financial Measures" section below.

<sup>3</sup> As at March 31, 2025, the active vehicle count was 3,297 (March 31, 2024 - 3,239)

<sup>4</sup> The truck age for U.S. LTL operations has been presented for active trucks.

<sup>\*</sup> In the second quarter of fiscal 2024, it was determined that the Package and Courier operating segment should be aggregated with the Canadian Less-Than-Truckload and U.S. Less-Than-Truckload operating segments, forming the Less-Than-Truckload reportable segment. Comparative information for Less-Than-Truckload reportable segment has been recast to be consistent with current reportable segments.

## Revenue

For the three months ended March 31, 2025, revenue decreased by \$104.6 million, or 13%, to \$679.0 million. This decrease is due to a \$105.8 million reduction in existing U.S. LTL operations, including Ground with Freight pricing (GFP), combined with a \$12.0 million decrease in existing Canadian LTL operations and a \$1.2 million decrease in existing Package and Courier ("P&C") operations, but partially offset by \$14.5 million coming from business acquisitions.

The reduction in U.S. LTL revenue is explained by both the LTL and Ground with Freight pricing (GFP) operations. LTL tonnage decreased 5.5% and LTL revenue per hundredweight (excluding fuel surcharge revenue) was down 7.2%. The reduction in tonnage is explained by a 8.6% reduction in shipments partially offset by a 3.4% increase in weight per shipment. The reduction in GFP revenue is mostly explained by a 60.3% reduction in volume, slightly offset by an increase in revenue per piece. Canadian LTL revenue reduction, including acquisitions, was mostly driven by a 6.6% decrease in tonnage combined with a 0.6% reduction in revenue per hundredweight (excluding fuel surcharge revenue). This decrease in tonnage is coming from a 7.7% decrease in shipment count partially offset by a 1.3% increase in weight per shipment. P&C revenue decrease was due to a 2.3% reduction in package count, partially offset by a 1.1% increase in revenue per package.

## Operating expenses

For the three months ended March 31, 2025, materials and services expenses, net of fuel surcharge revenue, decreased \$37.5 million, or 16%, attributable mostly to a \$48.3 million reduction in sub-contractor costs, combined with a \$7.6 million reduction in fuel costs and a \$9.1 million reduction in rolling stock maintenance and repair and tire expense, partly offset by a \$26.5 million decrease in fuel surcharge revenue and a \$3.8 million increase in insurance and claims expense. Personnel expenses decreased \$23.7 million, or 7%, from a reduction in direct labor and administrative salaries. Other operating expenses decreased \$4.6 million or 8%, mostly from a \$3.6 million reduction in external personnel combined with a \$3.1 million reduction in IT service charges. Depreciation of property and equipment was down \$2.7 million, or 7%, mostly from a \$2.2 million reduction in rolling stock and other operational equipment depreciation. As of March 31, 2025, the LTL segment's terminals had 12,846 doors, of which 10,204 are owned.

## Operating income

Operating income for the three months ended March 31, 2025, decreased \$37.9 million, to \$47.1 million. Adjusted operating ratio, a non-IFRS measure, of the LTL operations was 93.1% in the first quarter of 2025 as compared to 89.2% in the same prior year period.

Return on invested capital, a non-IFRS measure, of the LTL segment was 14.4% at March 31, 2025 as compared to 18.2% in the same prior year period.

**Truckload**

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	2025	%	Three months ended March 31	
			2024	%
Total revenue	757,768		469,595	
Fuel surcharge	(94,913)		(71,863)	
<b>Revenue</b>	<b>662,855</b>	<b>100.0%</b>	397,732	100.0%
Materials and services expenses (net of fuel surcharge)	309,935	46.8%	166,504	41.9%
Personnel expenses	202,203	30.5%	128,692	32.4%
Other operating expenses	28,056	4.2%	15,064	3.8%
Depreciation of property and equipment	50,473	7.6%	24,431	6.1%
Depreciation of right-of-use assets	24,793	3.7%	18,478	4.6%
Amortization of intangible assets	9,105	1.4%	6,037	1.5%
Gain on sale of rolling stock and equipment	(3,415)	-0.5%	(2,965)	-0.7%
Gain on derecognition of right-of-use assets	(52)	-0.0%	(7)	-0.0%
(Gain) loss on sale of land and buildings and assets held for sale	(7,021)	-1.1%	34	0.0%
<b>Operating income</b>	<b>48,778</b>	<b>7.4%</b>	41,464	10.4%
<b>Adjusted EBITDA<sup>1</sup></b>	<b>126,128</b>	<b>19.0%</b>	90,444	22.7%

<i>(unaudited)</i>	2025	2024	Three months ended March 31	
			Variance	%
<b>Operational data</b>				
<b>Truckload</b>				
Adjusted operating ratio <sup>1</sup>	93.7%	89.6%		
Revenue per truck per week (excluding fuel)	\$4,044	\$3,946	\$98	2.5%
Revenue per truck per week (including fuel)	\$4,765	\$4,810	\$(45)	-0.9%
Return on invested capital <sup>1</sup>	6.7%	9.6%		
<b>Specialized TL</b>				
Revenue (in thousands of U.S. dollars)	493,823	278,468	215,355	77.3%
Brokerage revenue (in thousands of U.S. dollars)	99,644	42,698	56,946	133.4%
FSC (in thousands of U.S. dollars)	83,791	57,904	25,887	44.7%
Adjusted operating ratio <sup>1</sup>	94.1%	89.2%		
Revenue per truck per week (excluding fuel)	\$4,201	\$4,187	\$14	0.3%
Revenue per truck per week (including fuel)	\$4,914	\$5,057	\$(143)	-2.8%
Truck count, average	6,593	3,928	2,665	67.8%
Trailer count, average	19,904	10,134	9,770	96.4%
Truck age	3.3	3.4	(0.1)	-2.9%
Trailer age	11.3	12.2	(0.9)	-7.4%
Number of owner operators, average	2,448	1,188	1,260	106.1%
Return on invested capital <sup>1</sup>	6.5%	9.5%		
<b>Canadian based Conventional TL</b>				
Revenue (in thousands of U.S. dollars)	42,039	51,596	(9,557)	-18.5%
Brokerage revenue (in thousands of U.S. dollars)	29,840	26,885	2,955	11.0%
FSC (in thousands of U.S. dollars)	11,370	14,185	(2,815)	-19.8%
Adjusted operating ratio <sup>1</sup>	90.4%	91.2%		
Total mileage (in thousands)	21,574	25,326	(3,752)	-14.8%
Revenue per mile (excluding fuel) <sup>2</sup>	\$1.95	\$2.04	\$(0.09)	-4.4%
Revenue per mile (including fuel) <sup>2</sup>	\$2.48	\$2.60	\$(0.12)	-4.6%
Revenue per truck per week (excluding fuel)	\$2,969	\$3,096	\$(127)	-4.1%
Revenue per truck per week (including fuel)	\$3,771	\$3,947	\$(176)	-4.5%
Truck count, average	876	1,018	(142)	-13.9%
Trailer count, average	3,357	3,650	(293)	-8.0%
Truck age	2.7	3.1	(0.4)	-12.9%
Trailer age	7.5	7.9	(0.4)	-5.1%
Number of owner operators, average	213	264	(51)	-19.3%
Return on invested capital <sup>1</sup>	8.3%	10.4%		

<sup>1</sup> This is a non-IFRS measure. For a reconciliation, please refer to the "Non-IFRS Financial Measures" section below.

<sup>2</sup> The revenue per mile calculation excludes brokerage revenues

**Revenue**

For the three months ended March 31, 2025, revenue increased by \$265.1 million, or 67%, from \$397.7 million in Q1 2024 to \$662.9 million in Q1 2025. This increase was primarily due to contributions from business acquisitions of \$283.3 million, partially offset by a decrease in revenue from existing operations of \$18.2 million. Specialized TL revenue increased by \$272.3 million, or 85%, compared to the prior year period, mainly due to contributions from business acquisitions of \$278.1 million, partially offset by an organic decline of \$5.8 million. For Canadian based conventional TL operations, revenue decreased by \$6.6 million, or 8%, compared to the same prior year period, comprised of an \$11.8 million decline in revenue from existing operations, partially offset by contributions from business acquisitions of \$5.2 million. Revenue per truck, excluding fuel surcharge for Canadian based conventional TL operations, declined 4.1% in Q1 2025 compared to Q1 2024, mainly due to an unfavorable foreign exchange impact. This was made up of a 4.4% decline in revenue per mile, partially offset by a 0.3% increase in miles per truck.

### Operating expenses

For the three months ended March 31, 2025, operating expenses, net of fuel surcharge, increased by \$257.8 million, or 72%, from \$356.3 million in Q1 2024 to \$614.1 million in Q1 2025. This is mainly due to an increase of \$273.9 million in operating expenses, net of fuel surcharge, from business acquisitions, and is partially offset by a decrease in operating expenses, net of fuel surcharge, from existing truckload operations of \$16.1 million.

### Operating income

Operating income for the TL segment was \$48.8 million for the three months ended March 31, 2025, up 18% from \$41.5 million in the first quarter of 2024. This is mainly due to contributions from business acquisitions of \$9.4 million, partially offset by an decrease in operating income from existing TL operations of \$2.1 million.

Return on invested capital, a non-IFRS measure, of the TL segment was 6.7% as at March 31, 2025, as compared to 9.6% in the same prior year period.

### Logistics

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	2025	%	Three months ended March 31 2024	%
Total revenue	405,685		468,609	
Fuel surcharge	(20,737)		(26,704)	
<b>Revenue</b>	<b>384,948</b>	<b>100.0%</b>	441,905	100.0%
Materials and services expenses (net of fuel surcharge)	251,577	65.4%	289,968	65.6%
Personnel expenses	61,355	15.9%	71,176	16.1%
Other operating expenses	24,968	6.5%	25,361	5.7%
Depreciation of property and equipment	1,921	0.5%	1,943	0.4%
Depreciation of right-of-use assets	4,633	1.2%	4,633	1.0%
Amortization of intangible assets	9,248	2.4%	8,691	2.0%
(Gain) loss on sale of rolling stock and equipment	18	0.0%	(4)	-0.0%
Gain on derecognition of right-of-use assets	(5)	-0.0%	(9)	-0.0%
Gain on sale of land and building	—	—	(36)	-0.0%
<b>Operating income</b>	<b>31,233</b>	<b>8.1%</b>	40,182	9.1%
<b>Adjusted EBITDA<sup>1</sup></b>	<b>47,035</b>	<b>12.2%</b>	55,413	12.5%
<b>Return on invested capital<sup>1</sup></b>	<b>17.0%</b>		19.2%	

<sup>1</sup> This is a non-IFRS measure. For a reconciliation, refer to the "Non-IFRS financial measures" section below.

### Revenue

For the three months ended March 31, 2025, revenue decreased by \$57.0 million, or 13%, from \$441.9 million in 2024 to \$384.9 million in 2025. The decrease is mostly due to decreases in the truck moving business of \$25.5 million and the 3PL operations of \$17.4 million with the \$14.1 million remainder coming from the last mile business.

Approximately 83% (2024 – 85%) of the Logistics segment's revenues in the quarter were generated from operations in the U.S. and approximately 17% (2024 – 15%) were generated from operations in Canada.

### Operating expenses

For the three months ended March 31, 2025, total operating expenses, net of fuel surcharge decreased by \$48.0 million, or 12% relative to the same prior year period, from \$401.7 million to \$353.7 million. The \$38.4 million decrease in Materials and services expenses comes from volume reduction in all service offerings of the logistics business. Personnel expenses decreased \$9.8 million, or 14%, of which \$6.4 million is explained by the direct labor cost decrease related to volume reduction as well as a \$2.9 million decrease in administrative personnel expenses is mostly explained by a headcount reduction.

### Operating income

Operating income for the three months ended March 31, 2025, decreased by \$8.9 million, or 22%, from \$40.2 million to \$31.2 million. The decrease was mostly explained by lower volumes across all of the services offerings in the logistics business.

Return on invested capital of 17.0% compared to 19.2% in the same prior year period.

## LIQUIDITY AND CAPITAL RESOURCES

### Sources and uses of cash

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	Three months ended March 31	
	2025	2024
Sources of cash:		
Net cash from operating activities	193,558	200,689
Proceeds from sale of property and equipment	15,787	12,770
Proceeds from sale of assets held for sale	16,894	1,243
Net proceeds from long-term debt	—	607,737
Others	3,291	22,671
<b>Total sources</b>	<b>229,530</b>	<b>845,110</b>
Uses of cash:		
Purchases of property and equipment	34,511	77,539
Business combinations, net of cash acquired	(2,247)	108,961
Net variance in cash and bank indebtedness	23,298	559,368
Net repayment of long-term debt	5,362	—
Repayment of lease liabilities	40,870	34,576
Dividends paid	38,190	33,632
Repurchase of own shares	56,172	—
Others	33,374	31,034
<b>Total usage</b>	<b>229,530</b>	<b>845,110</b>

### Cash flow from operating activities

For the three-month period ended March 31, 2025, net cash from operating activities of \$193.6 million compared to \$200.7 million in 2024. The decrease in net cash from operating activities is primarily due a decrease in income and an increase in benefit payments of \$14.0 million, as well as a \$13.2 million increase in interest paid, partially offset by an increase in non-cash operating working capital of \$37.1 million. The increase in non-cash working capital resulted primarily from a decrease in payables as a result of lower volumes.

### Cash flow used in investing activities

#### Property and equipment

The following table presents the additions of property and equipment by category for the three-month periods ended March 31, 2025 and 2024.

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	Three months ended March 31	
	2025	2024
Additions to property and equipment:		
Purchases as stated on cash flow statements	34,511	77,539
Non-cash adjustments	(482)	—
	<b>34,029</b>	<b>77,539</b>
Additions by category:		
Land and buildings	6,809	25,967
Rolling stock	23,520	40,328
Equipment	3,700	11,244
	<b>34,029</b>	<b>77,539</b>

The Company invests in new equipment to maintain its quality of service while minimizing maintenance costs. Its capital expenditures reflect the level of reinvestment required to keep its equipment in good order and to maintain a strategic allocation of its capital resources.

## Management's Discussion and Analysis

In the normal course of activities, the Company constantly renews its rolling stock equipment generating regular proceeds and gain or loss on disposition. The following table indicates the proceeds and gains or losses from sale of property and equipment and assets held for sale by category for the three-month periods ended March 31, 2025 and 2024.

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	<b>Three months ended</b>	
	<b>2025</b>	<b>March 31 2024</b>
Proceeds by category:		
Land and buildings	<b>16,380</b>	39
Rolling stock	<b>16,277</b>	13,974
Equipment	<b>24</b>	—
	<b>32,681</b>	14,013
Gains (losses) by category:		
Land and buildings	<b>7,086</b>	37
Rolling stock	<b>3,133</b>	4,017
Equipment	<b>12</b>	(28)
	<b>10,231</b>	4,026

### **Business acquisitions**

For the three-month period ended March 31, 2025, cash used in business acquisitions, net of cash acquired, totaled a reduction of \$2.2 million from non-material adjustments to previous acquisitions as compared to a \$109.0 million incurred in Q1 2024. Further information can be found in note 5 of the March 31, 2025, unaudited condensed consolidated interim financial statements.

### **Purchase and sale of investments**

For the three-month period ended March 31, 2025, \$4.8 million of level 1 investments were acquired and elected to be measured at fair value through OCI. No investments were sold during the three-month period ended March 31, 2025 as compared to proceeds of \$19.1 million received in Q1 2024. These investments were previously elected to be measured at fair value through OCI.

### **Cash flow used in financing activities**

#### **Debt**

For the three-month period ended March 31, 2025, the Company had a net repayment of debt of \$5.4 million as compared to net proceeds from debt of \$607.7 million in Q1, 2024, as the Company was preparing for the acquisition of Daseke.

On March 22, 2024, the Company amended its revolving credit facility, including the addition of a \$500.0 million term loan and an extension. Under the new amendment, the revolving credit facility was extended to March 22, 2027. The new agreement also provides the Company with a non-revolving term loan for \$500.0 million maturing in 1 to 3 years, \$100.0 million each in year one and year two, and \$300.0 million in year three. Based on certain ratios, the interest rate on the term loan is the sum of SOFR, plus an applicable margin, which can vary between 128 basis points and 190 basis points. The applicable margin on the credit facility is currently 1.5%. Deferred financing fees of \$1.3 million were recognized on the increase. As at the end of the quarter, the Company had repaid \$300.0 million of this loan, including the entire first and second tranches.

#### **NCIB on common shares**

Pursuant to the renewal of the normal course issuer bid ("NCIB"), which began on November 2, 2024, and ends on November 1, 2025, the Company is authorized to repurchase for cancellation up to a maximum of 7,918,102 of its common shares under certain conditions. As at March 31, 2025, and since the inception of this NCIB, the Company has repurchased and cancelled 820,000 common shares.

For the three-month period ended March 31, 2025, the Company repurchased 524,795 common shares (as compared to nil during the same period in 2024) at a weighted average price of \$107.04 for a total purchase price of \$56.2 million.

**Free cash flow<sup>1</sup>**

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	Three months ended		
	2025	2024	March 31, 2023
Net cash from operating activities	193,558	200,689	232,134
Additions to property and equipment	(34,511)	(77,539)	(76,248)
Proceeds from sale of property and equipment	15,787	12,770	24,715
Proceeds from sale of assets held for sale	16,894	1,243	15,106
<b>Free cash flow</b>	<b>191,728</b>	<b>137,163</b>	<b>195,707</b>

<sup>1</sup> This is a non-IFRS measure. For a reconciliation refer to the "Non-IFRS financial measures" section below.

The Company's objectives when managing its cash flow from operations are to ensure proper capital investment in order to provide stability and competitiveness for its operations, to ensure sufficient liquidity to pursue its growth strategy, and to undertake selective business acquisitions within a sound capital structure and solid financial position.

For the three-month period ended March 31, 2025, the Company generated free cash flow of \$191.7 million, compared to \$137.2 million in 2024, which represents a year-over-year increase of \$54.6 million, or 40%. The increase is due to reduced additions to property and equipment of \$43.0 million, as the Company is reducing capital expenditures in response to the reduced market demand. The increase is also due to additional proceeds from assets held for sale of \$15.7 million as the Company sold two properties in the Truckload segment for total proceeds of \$16.4 million.

Free cash flow conversion<sup>1</sup>, which measures the amount of capital employed to generate earnings, for the three-month period ending March 31, 2025, of 95.8% compares to 86.0% in the same prior year period.

Based on the March 31, 2025, closing share price of \$77.45, free cash flow<sup>1</sup> generated by the Company in the preceding twelve months (\$823.2 million, or \$9.80 per share) represented a yield of 12.7%. Based on the March 31, 2024, closing share price of \$159.46, free cash flow<sup>1</sup> generated by the Company in the preceding twelve months (\$717.4 million, or \$8.48 per share outstanding) represented a yield of 5.3%.

**Financial position**

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	As at March 31, 2025	As at December 31, 2024*
Intangible assets	2,634,214	2,642,933
Total assets, less intangible assets <sup>1</sup>	4,482,741	4,522,893
Long-term debt	2,399,893	2,402,881
Lease liabilities	555,003	573,662
Shareholders' equity	2,631,260	2,673,275

<sup>1</sup> This is a non-IFRS measure. For a reconciliation refer to the "Non-IFRS financial measures" section below.

\* Recast for adjustments to provisional amounts of the Daseke prior year business combination.

**Contractual obligations, commitments, contingencies and off-balance sheet arrangements**

The following table indicates the Company's contractual obligations, excluding purchase commitments, with their respective maturity dates at March 31, 2025, including future interest payments.

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	Total	Less than 1 year	1 to 3 years	3 to 5 years	After 5 years
Unsecured revolving facility – March 2027	321,081	—	321,081	—	—
Unsecured term loan – March 2027	175,000	—	175,000	—	—
Unsecured senior notes – December 2026 to October 2043	1,655,000	—	150,000	515,000	990,000
Conditional sales contracts	247,822	90,255	129,607	26,561	1,399
Lease liabilities	555,001	149,841	215,891	89,731	99,538
Other long-term debt	4,246	368	3,878	—	—
Interest on debt and lease liabilities	779,007	121,297	191,957	134,664	331,089
<b>Total contractual obligations</b>	<b>3,737,157</b>	<b>361,761</b>	<b>1,187,414</b>	<b>765,956</b>	<b>1,422,026</b>

The following table indicates the Company's financial covenants to be maintained under its credit facility. These covenants are measured on a consolidated rolling twelve-month basis and are calculated as prescribed by the credit agreement which, among other things, requires the exclusion of the impact of IFRS 16 Leases:

<i>(unaudited)</i> <b>Covenants</b>	Requirements	As at March 31, 2025
<b>Funded debt-to- EBITDA ratio</b> [ratio of total debt, net of cash, plus letters of credit and some other long-term liabilities to earnings before interest, income tax, depreciation and amortization ("EBITDA"), including last twelve months adjusted EBITDA from business acquisitions]	< 3.50	2.21
<b>EBITDAR Coverage Ratio</b> [ratio of EBITDAR (EBITDA before rent and including last twelve months adjusted EBITDAR from business acquisitions) to interest and net rent expenses]	> 1.75	4.00

As at March 31, 2025, the Company had \$129.9 million of outstanding letters of credit (\$129.8 million on December 31, 2024).

As at March 31, 2025, the Company had \$116.7 million of purchase commitments and \$28.1 million of purchase orders that the Company intends to enter into a lease (December 31, 2024 – \$35.6 million and \$26.7 million, respectively).

### **Dividends and outstanding share data**

#### **Dividends**

The Company declared \$37.8 million in dividends, or \$0.45 per common share, in the first quarter of 2025. On April 23, 2025, the Board of Directors approved a quarterly dividend of \$0.45 per outstanding common share of the Company's capital, for an expected aggregate payment of \$37.6 million to be paid on July 15, 2025, to shareholders of record at the close of business on June 30, 2025.

#### **Outstanding shares and share-based awards**

A total of 83,971,757 common shares were outstanding as at March 31, 2025 (December 31, 2024 – 84,408,437). There was no material change in the Company's outstanding share capital between March 31, 2025 and April 23, 2025. The average diluted shares for the three months ended March 31, 2025, were 84,524,018 shares as compared to 85,348,043 shares in the same prior year period. This reduction is due to share repurchases and cancellations.

As at March 31, 2025, the number of outstanding options to acquire common shares issued under the Company's stock option plan was 189,774 (December 31, 2024 – 277,889) of which 189,774 were exercisable (December 31, 2024 – 277,889). Each stock option entitles the holder to purchase one common share of the Company at an exercise price based on the volume-weighted average trading price of the Company's shares for the last five trading days immediately preceding the effective date of the grant.

As at March 31, 2025, the number of restricted share units ("RSUs") granted under the Company's equity incentive plan to its senior employees was 161,081 (December 31, 2024 – 157,117). On February 7, 2025, the Board of Directors approved the grant of 61,829 RSUs under the Company's equity incentive plan. The RSUs will vest in February of the third year following the grant date. Upon satisfaction of the required service period, the plan provides for settlement of the award through shares. The fair value of the RSUs is determined to be the share price fair value at the date of the grant and is recognized as a share-based compensation expense, through contributed surplus, over the vesting period. The fair value of the RSUs granted was \$129.66 per unit.

As at March 31, 2025, the number of performance share units ("PSUs") granted under the Company's equity incentive plan to its senior employees was 156,004 (December 31, 2024 – 154,620). On February 7, 2025, the Board of Directors approved the grant of 58,143 PSUs under the Company's equity incentive plan. The PSUs will vest in February of the third year following the grant date. Upon satisfaction of the required service period, the plan provides for settlement of the award through shares. The fair value of the PSUs granted was \$135.51 per unit.

### **Legal proceedings**

The Company is involved in litigation arising from the ordinary course of business primarily involving claims for bodily injury and property damage. It is not feasible to predict or determine the outcome of these or similar proceedings. However, the Company believes the ultimate recovery or liability, if any, resulting from such litigation individually or in total, would not materially adversely nor positively affect the Company's financial condition or performance and, if necessary, has been provided for in the financial statements.

## **OUTLOOK**

The North American economic growth forecast from leading economists has deteriorated this year, driven most recently by higher international tariffs as well as ongoing concerns over inflation, interest rates and geopolitical conflicts. The resulting industrywide weaker freight volumes have impacted TFI International's demand drivers, however the Company's diversification across industrial and consumer end markets and multiple modes of transportation, along with its disciplined approach to operations and strategic acquisitions have served as mitigating factors. As the freight cycle eventually improves, management believes that its operational focus and well-timed investments will ultimately help drive stronger results.

TFI International remains vigilant in monitoring emerging risks, including the potential for escalating international trade friction that may result in additional freight volume declines and higher costs that could adversely affect TFI's operating companies and the markets they serve. Beyond these macroeconomic factors, additional uncertainties include but are not limited to diesel price fluctuations, labor market dynamics, consumer sentiment shifts, environmental mandates, and changes to the tax code in any jurisdiction in which TFI International operates.

As North American economic uncertainty persists and continues to weigh on freight demand, management believes the Company is well positioned to navigate current conditions, benefiting from its solid financial foundation, strong cash flow, and lean cost structure that stems from a longstanding focus on profitability, efficiency, network density, customer service, optimal pricing, revenue per shipment, driver retention and capacity rationalization. TFI continues to implement operating enhancements related to recent acquisitions while pursuing performance improvement opportunities across its operations. Looking beyond near-term challenges, diverse industrial exposure through its specialized TL and LTL segments should help the Company capitalize on a potential shift toward domestic manufacturing spurred by tariff policy, while its Logistics segment is structured to capitalize on the expansion of e-commerce and domestic truck production.

Regardless of the operating environment, management remains focused on building shareholder value through unwavering adherence to its core operating principles, including customer focus that ultimately drives higher volumes and stronger pricing, an asset-light approach, and continuous efforts to enhance efficiencies. In addition, TFI International values strong free cash flow generation and ample liquidity with a conservative balance sheet that features primarily fixed rate debt and limited near-term debt maturities. This strong financial footing allows the Company to strategically invest and pursue selective, accretive acquisitions, while returning excess capital to shareholders whenever possible.

**SUMMARY OF EIGHT MOST RECENT QUARTERLY RESULTS**

<i>(in millions of U.S. dollars, except per share data)</i>								
	Q1'25	Q4'24	Q3'24	Q2'24	Q1'24	Q4'23	Q3'23	Q2'23
Total revenue	1,964.4	1,826.7	2,184.6	2,264.5	1,870.8	1,968.7	1,911.0	1,791.3
Adjusted EBITDA <sup>1</sup>	259.0	315.3	357.2	380.1	268.4	320.9	302.5	300.3
Operating income	114.6	160.2	201.2	206.0	151.6	198.3	200.6	192.4
Net income	56.0	88.1	125.9	115.7	92.8	131.4	133.3	128.2
EPS – basic	0.66	1.04	1.49	1.37	1.10	1.54	1.55	1.49
EPS – diluted	0.66	1.03	1.48	1.36	1.09	1.53	1.54	1.47
Adjusted net income <sup>1</sup>	64.2	101.8	136.6	145.6	105.5	147.0	136.0	138.9
Adjusted EPS - diluted <sup>1</sup>	0.76	1.19	1.60	1.71	1.24	1.71	1.57	1.59

<sup>1</sup> This is a non-IFRS measure. For a reconciliation refer to the "Non-IFRS financial measures" section below.

The differences between the quarters are mainly the result of seasonality (softer in Q1) and business acquisitions.

**NON-IFRS FINANCIAL MEASURES**

Financial data have been prepared in conformity with IFRS, including the following measures:

**Operating expenses:** Operating expenses include: a) materials and services expenses, which are primarily costs related to independent contractors and vehicle operation; vehicle operation expenses, which primarily include fuel, repairs and maintenance, vehicle leasing costs, insurance, permits and operating supplies; b) personnel expenses; c) other operating expenses, which are primarily composed of costs related to offices' and terminals' rent, taxes, heating, telecommunications, maintenance and security and other general administrative expenses; d) depreciation of property and equipment, depreciation of right-of-use assets, amortization of intangible assets and gain or loss on the sale of rolling stock and equipment, on derecognition of right-of use assets, on sale of business and on sale of land and buildings and assets held for sale; e) bargain purchase gain; and f) impairment of intangible assets.

**Operating income (loss):** Net income or loss before finance income and costs and income tax expense, as stated in the consolidated financial statements.

This MD&A includes references to certain non-IFRS financial measures as described below. These non-IFRS financial measures are not standardized financial measures under IFRS used to prepare the financial statements of the Company to which the measures relate and might not be comparable to similar financial measures disclosed by other issuers. Accordingly, they should not be considered in isolation, in addition to, nor as a substitute for or superior to, measures of financial performance prepared in accordance with IFRS. The terms and definitions of non-IFRS measures used in this MD&A and a reconciliation of each non-IFRS measure to the most directly comparable IFRS measure are provided below.

**Adjusted net income:** Net income or loss excluding amortization of intangible assets related to business acquisitions, net change in the fair value and accretion expense of contingent considerations, net change in the fair value of derivatives, net foreign exchange gain or loss, impairment of intangible assets, bargain purchase gain, gain or loss on sale of land and buildings and assets held for sale, impairment on assets held for sale, gain or loss on the sale of business and directly attributable expense due to the disposal and restructuring from business acquisitions. In presenting an adjusted net income and adjusted EPS, the Company's intent is to help provide an understanding of what would have been the net income and earnings per share in a context of significant business combinations and excluding specific impacts and to reflect earnings from a strictly operating perspective. The amortization of

## Management's Discussion and Analysis

intangible assets related to business acquisitions comprises amortization expense of customer relationships, trademarks and non-compete agreements accounted for in business combinations and the income tax effects related to this amortization. Management also believes, that in excluding amortization of intangible assets related to business acquisitions, it provides more information on the amortization of intangible asset expense portion, net of tax, that will not have to be replaced to preserve the Company's ability to generate similar future cash flows. The Company excludes these items because they affect the comparability of its financial results and could potentially distort the analysis of trends in its business performance. Excluding these items does not imply they are necessarily non-recurring. See reconciliation on page 6.

**Adjusted earnings per share (adjusted "EPS") - basic:** Adjusted net income divided by the weighted average number of common shares.

**Adjusted EPS - diluted:** Adjusted net income divided by the weighted average number of diluted common shares.

**Adjusted EBITDA:** Net income before finance income and costs, income tax expense, depreciation, amortization, impairment of intangible assets, bargain purchase gain, and gain or loss on sale of land and buildings, assets held for sale, sale of business, and gain or loss on disposal of intangible assets and restructuring from business acquisitions. Management believes adjusted EBITDA to be a useful supplemental measure. Adjusted EBITDA is provided to assist in determining the ability of the Company to assess its performance.

**Segmented adjusted EBITDA** refers to operating income (loss) before depreciation, amortization, impairment of intangible assets, bargain purchase gain, gain or loss on sale of business, land and buildings, and assets held for sale and gain or loss on disposal of intangible assets and restructuring from business acquisitions. Management believes adjusted EBITDA to be a useful supplemental measure. Adjusted EBITDA is provided to assist in determining the ability of the Company to assess its performance.

### Consolidated adjusted EBITDA reconciliation:

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	Three months ended		
	2025	2024	March 31 2023
<b>Net income</b>	<b>56,032</b>	92,847	111,918
Net finance costs	<b>40,309</b>	27,329	17,129
Income tax expense	<b>18,302</b>	31,380	37,355
Depreciation of property and equipment	<b>87,891</b>	64,491	59,047
Depreciation of right-of-use assets	<b>41,927</b>	35,302	31,435
Amortization of intangible assets	<b>21,475</b>	17,216	13,573
Gain, net of impairment, on sale of assets held for sale	<b>(6,974)</b>	(215)	(6,251)
<b>Adjusted EBITDA</b>	<b>258,962</b>	268,350	264,206

### Segmented adjusted EBITDA reconciliation:

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	Three months ended	
	2025	March 31 2024
<b>Less-Than-Truckload*</b>		
Operating income	<b>47,123</b>	85,030
Depreciation and amortization	<b>50,596</b>	52,604
(Gain) loss, net of impairment, on sale of assets held for sale	<b>47</b>	(213)
<b>Adjusted EBITDA</b>	<b>97,766</b>	137,421
<b>Truckload</b>		
Operating income	<b>48,778</b>	41,464
Depreciation and amortization	<b>84,371</b>	48,946
(Gain) loss on sale of assets held for sale	<b>(7,021)</b>	34
<b>Adjusted EBITDA</b>	<b>126,128</b>	90,444
<b>Logistics</b>		
Operating income	<b>31,233</b>	40,182
Depreciation and amortization	<b>15,802</b>	15,267
Gain on sale of assets held for sale	<b>—</b>	(36)
<b>Adjusted EBITDA</b>	<b>47,035</b>	55,413
<b>Corporate</b>		
Operating loss	<b>(12,491)</b>	(15,120)
Depreciation and amortization	<b>524</b>	192
<b>Adjusted EBITDA</b>	<b>(11,967)</b>	(14,928)

\* In the second quarter of fiscal 2024, it was determined that the Package and Courier operating segment should be aggregated with the Canadian Less-Than-Truckload and U.S. Less-Than-Truckload operating segments, forming the Less-Than-Truckload reportable segment. Comparative information for Less-Than-Truckload reportable segment has been recast to be consistent with current reportable segments.

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**Adjusted EBITDA margin** is calculated as adjusted EBITDA as a percentage of revenue before fuel surcharge.

**Annualized dividend** is calculated by annualizing the cash outflow of the most recent dividend issued and dividing by the trailing twelve month free cash flow. Management believes that this measure provides insight on the amount of free cash to be used fund the dividend, and consequently what can be used for other purposes. The annualized dividend as at December 31, 2024 was 19.8%.

**Free cash flow:** Net cash from operating activities less additions to property and equipment plus proceeds from sale of property and equipment and assets held for sale. Management believes that this measure provides a benchmark to evaluate the performance of the Company in regard to its ability to meet capital requirements. See reconciliation on page 14.

**Free cash flow conversion:** Adjusted EBITDA less net capital expenditures, divided by the adjusted EBITDA. Management believes that this measure provides a benchmark to evaluate the performance of the Company in regard to its ability to convert its operating profit into free cash flow.

### Free cash flow conversion reconciliation:

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	Three months ended March 31	
	2025	2024
<b>Net income</b>	<b>56,032</b>	92,847
Net finance costs	40,309	27,329
Income tax expense	18,302	31,380
Depreciation of property and equipment	87,891	64,491
Depreciation of right-of-use assets	41,927	35,302
Amortization of intangible assets	21,475	17,216
Gain, net of impairment, on sale assets held for sale	(6,974)	(215)
Adjusted EBITDA	<b>258,962</b>	268,350
Net capital expenditures	<b>(10,919)</b>	(37,598)
Adjusted EBITDA less net capital expenditures	<b>248,043</b>	230,752
<b>Free cash flow conversion</b>	<b>95.8%</b>	86.0%

**Total assets less intangible assets:** Management believes that this presents a more useful basis to evaluate the return on the productive assets. The excluded intangibles relate primarily to intangibles assets acquired through business acquisitions.

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	Less- Than- Truckload*	Truckload	Logistics	Corporate	Eliminations	Total
<b>As at March 31, 2025</b>						
<b>Total assets</b>	<b>2,588,436</b>	<b>3,365,271</b>	<b>1,084,020</b>	<b>79,228</b>	-	<b>7,116,955</b>
<b>Intangible assets</b>	<b>401,152</b>	<b>1,502,828</b>	<b>727,812</b>	<b>2,422</b>	-	<b>2,634,214</b>
<b>Total assets less intangible assets</b>	<b>2,187,284</b>	<b>1,862,443</b>	<b>356,208</b>	<b>76,806</b>	-	<b>4,482,741</b>
<b>As at December 31, 2024<sup>1</sup></b>						
Total assets	2,618,714	3,393,992	1,098,617	54,503	-	7,165,826
Intangible assets	396,533	1,511,355	734,736	309	-	2,642,933
Total assets less intangible assets	2,222,181	1,882,637	363,881	54,194	-	4,522,893

\* In the second quarter of fiscal 2024, it was determined that the Package and Courier operating segment should be aggregated with the Canadian Less-Than-Truckload and U.S. Less-Than-Truckload operating segments, forming the Less-Than-Truckload reportable segment. Comparative information for Less-Than-Truckload reportable segment has been recast to be consistent with current reportable segments.

<sup>1</sup> Recast for adjustments to provisional amounts of the Daseke prior year business combination.

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**Net capital expenditures:** Additions to rolling stock and equipment, net of proceeds from the sale of rolling stock and equipment and assets held for sale excluding property. Management believes that this measure illustrates the recurring net capital expenditures which are required for the respective period.

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	Less- Than- Truckload*	Truckload	Logistics	Corporate	Eliminations	Total
<b>Three months ended March 31, 2025</b>						
<b>Additions to rolling stock</b>	<b>3,564</b>	<b>19,919</b>	<b>37</b>	<b>-</b>		<b>23,520</b>
<b>Additions to equipment</b>	<b>2,789</b>	<b>495</b>	<b>348</b>	<b>68</b>		<b>3,700</b>
<b>Proceeds from the sale of rolling stock</b>	<b>(3,200)</b>	<b>(12,962)</b>	<b>(27)</b>	<b>(88)</b>		<b>(16,277)</b>
<b>Proceeds from the sale of equipment</b>	<b>(24)</b>	<b>-</b>	<b>-</b>	<b>-</b>		<b>(24)</b>
<b>Net capital expenditures</b>	<b>3,129</b>	<b>7,452</b>	<b>358</b>	<b>(20)</b>		<b>10,919</b>

Three months ended March 31, 2024

Additions to rolling stock	26,867	12,917	544	-		40,328
Additions to equipment	8,602	2,389	100	153		11,244
Proceeds from the sale of rolling stock	(4,988)	(8,931)	(55)	-		(13,974)
Proceeds from the sale of equipment	-	-	-	-		-
<b>Net capital expenditures</b>	<b>30,481</b>	<b>6,375</b>	<b>589</b>	<b>153</b>		<b>37,598</b>

\* In the second quarter of fiscal 2024, it was determined that the Package and Courier operating segment should be aggregated with the Canadian Less-Than-Truckload and U.S. Less-Than-Truckload operating segments, forming the Less-Than-Truckload reportable segment. Comparative information for Less-Than-Truckload reportable segment has been recast to be consistent with current reportable segments.

**Operating margin** is calculated as operating income (loss) as a percentage of revenue before fuel surcharge.

**Adjusted operating ratio:** Operating expenses before gain on sale of business, bargain purchase gain, and gain or loss on sale of land and buildings and assets held for sale, gain or loss on disposal of intangible assets, and restructuring from business acquisitions ("**Adjusted operating expenses**"), net of fuel surcharge revenue, divided by revenue before fuel surcharge. Although the adjusted operating ratio is not a recognized financial measure defined by IFRS, it is a widely recognized measure in the transportation industry, which the Company believes provides a comparable benchmark for evaluating the Company's performance. Also, to facilitate the comparison of business level activity and operating costs between periods, the Company compares the revenue before fuel surcharge ("revenue") and reallocates the fuel surcharge revenue to materials and services expenses within operating expenses.

### Consolidated adjusted operating ratio reconciliation:

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	2025	2024	Three months ended March 31 2023
Operating expenses	1,849,744	1,719,259	1,683,775
Gain, net of impairment, on sale of assets held for sale	6,974	215	6,251
Adjusted operating expenses	1,856,718	1,719,474	1,690,026
Fuel surcharge revenue	(249,894)	(259,314)	(289,750)
Adjusted operating expenses, net of fuel surcharge revenue	1,606,824	1,460,160	1,400,276
Revenue before fuel surcharge	1,714,493	1,611,501	1,560,427
Adjusted operating ratio	93.7%	90.6%	89.7%

**Less-Than-Truckload and Truckload reportable segments adjusted operating ratio reconciliation and Truckload operating segments reconciliations:**

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	Three months ended	
	2025	March 31 2024*
<b>Less-Than-Truckload</b>		
Total revenue	815,744	946,765
Total operating expenses	768,621	861,735
Operating income	47,123	85,030
Operating expenses	768,621	861,735
Gain (loss), net of impairment, on sale of assets held for sale	(47)	213
Adjusted operating expenses	768,574	861,948
Fuel surcharge revenue	(136,794)	(163,245)
Adjusted operating expenses, net of fuel surcharge revenue	631,780	698,703
Revenue before fuel surcharge	678,950	783,520
Adjusted operating ratio	93.1%	89.2%
<b>Less-Than-Truckload - Revenue before fuel surcharge</b>		
U.S. based LTL	457,920	551,641
Canadian based LTL	125,398	134,918
Package and Courier	101,965	103,180
Eliminations	(6,333)	(6,219)
	678,950	783,520
<b>Less-Than-Truckload - Fuel surcharge revenue</b>		
U.S. based LTL	81,290	103,512
Canadian based LTL	30,509	35,408
Package and Courier	25,808	25,464
Eliminations	(813)	(1,139)
	136,794	163,245
<b>Less-Than-Truckload - Operating income (loss)</b>		
U.S. based LTL	4,951	41,122
Canadian based LTL	24,822	25,753
Package and Courier	17,350	18,155
	47,123	85,030
<b>U.S. based LTL</b>		
Operating expenses**	534,259	614,031
Gain (loss), net of impairment, on sale of assets held for sale	(47)	213
Adjusted operating expenses	534,212	614,244
Fuel surcharge revenue	(81,290)	(103,512)
Adjusted operating expenses, net of fuel surcharge	452,922	510,732
Revenue before fuel surcharge	457,920	551,641
Adjusted operating ratio	98.9%	92.6%
<b>Canadian based LTL</b>		
Operating expenses**	131,085	144,573
Fuel surcharge revenue	(30,509)	(35,408)
Adjusted operating expenses, net of fuel surcharge	100,576	109,165
Revenue before fuel surcharge	125,398	134,918
Adjusted operating ratio	80.2%	80.9%
<b>Package and Courier</b>		
Operating expenses**	110,423	110,489
Fuel surcharge revenue	(25,808)	(25,464)
Adjusted operating expenses, net of fuel surcharge	84,615	85,025
Revenue before fuel surcharge	101,965	103,180
Adjusted operating ratio	83.0%	82.4%

\* In the second quarter of fiscal 2024, it was determined that the Package and Courier operating segment should be aggregated with the Canadian Less-Than-Truckload and U.S. Less-Than-Truckload operating segments, forming the Less-Than-Truckload reportable segment. Comparative information for Less-Than-Truckload reportable segment has been recast to be consistent with current reportable segments.

\*\* Operating expenses excluding intra LTL eliminations

Less-Than-Truckload and Truckload reportable segments adjusted operating ratio reconciliation and Truckload operating segments reconciliations (continued):

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	Three months ended March 31	
	2025	2024
<b>Truckload</b>		
Total revenue	757,768	469,595
Total operating expenses	708,990	428,131
Operating income	48,778	41,464
Operating expenses	708,990	428,131
Gain (loss) on sale of assets held for sale	7,021	(34)
Adjusted operating expenses	716,011	428,097
Fuel surcharge revenue	(94,913)	(71,863)
Adjusted operating expenses, net of fuel surcharge revenue	621,098	356,234
Revenue before fuel surcharge	662,855	397,732
Adjusted operating ratio	93.7%	89.6%
Truckload - Revenue before fuel surcharge		
Canadian based Conventional TL	71,879	78,481
Specialized TL	593,468	321,166
Eliminations	(2,492)	(1,915)
	662,855	397,732
Truckload - Fuel surcharge revenue		
Canadian based Conventional TL	11,370	14,185
Specialized TL	83,791	57,904
Eliminations	(248)	(226)
	94,913	71,863
Truckload - Operating income		
Canadian based Conventional TL	13,984	6,945
Specialized TL	34,794	34,519
	48,778	41,464
<b>Canadian based Conventional TL</b>		
Operating expenses*	69,265	85,721
Gain on sale of assets held for sale	7,086	—
Adjusted operating expenses	76,351	85,721
Fuel surcharge revenue	(11,370)	(14,185)
Adjusted operating expenses, net of fuel surcharge revenue	64,981	71,536
Revenue before fuel surcharge	71,879	78,481
Adjusted operating ratio	90.4%	91.2%
<b>Specialized TL</b>		
Operating expenses*	642,465	344,551
Loss on sale of assets held for sale	(65)	(34)
Adjusted operating expenses	642,400	344,517
Fuel surcharge revenue	(83,791)	(57,904)
Adjusted operating expenses, net of fuel surcharge revenue	558,609	286,613
Revenue before fuel surcharge	593,468	321,166
Adjusted operating ratio	94.1%	89.2%

\* Operating expenses excluding intra TL eliminations

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**Return on invested capital ("ROIC"):** Management believes ROIC at the segment level is a useful measure in the efficiency in the use of capital funds. The Company calculates ROIC as segment operating income net of exclusions, after tax, divided by the segment average invested capital. Operating income net of exclusions, after tax, is calculated as the trailing twelve months of operating income before bargain purchase gain, gain or loss on the sale of land and buildings and assets held for sale, and amortization of intangible assets, after tax using the statutory tax rate of the Company. Average invested capital is calculated as total assets excluding intangibles, net of trade and other payables, current taxes payable and provisions averaged between the beginning and ending balance over a twelve-month period.

## Return on invested capital segment reconciliation:

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	2025	Three months ended March 31 2024
<b>Less-Than-Truckload</b>		
Operating income	323,327	424,555
Loss on sale of land and buildings	—	36
Impairment on assets held for sale	11,368	—
(Gain) loss, net of impairment, on sale of assets held for sale	(8,560)	(13,991)
Amortization of intangible assets	13,111	9,731
Operating income, net of exclusions	339,246	420,331
Income tax	26.5%	26.5%
<b>Operating income net of exclusions, after tax</b>	<b>249,346</b>	<b>308,943</b>
Intangible assets	401,152	436,402
Total assets, excluding intangible assets	1,915,691	2,079,232
less: Trade and other payables, income taxes payable and provisions	(647,256)	(723,889)
Total invested capital, current year	1,669,587	1,791,745
Intangible assets, prior year	436,402	347,017
Total assets, excluding intangible assets, prior year	2,079,232	2,010,056
less: Trade and other payables, income taxes payable and provisions, prior year	(723,889)	(747,160)
Total invested capital, prior year	1,791,745	1,609,913
<b>Average invested capital</b>	<b>1,730,666</b>	<b>1,700,829</b>
<b>Return on invested capital</b>	<b>14.4%</b>	<b>18.2%</b>
<b>Less-Than-Truckload - Package and Courier</b>		
Operating income	97,630	105,192
Loss on sale of assets held for sale	—	7
Amortization of intangible assets	572	625
Operating income, net of exclusions	98,202	105,824
Income tax	26.5%	26.5%
<b>Operating income net of exclusions, after tax</b>	<b>72,178</b>	<b>77,781</b>
Intangible assets	169,311	179,653
Total assets, excluding intangible assets	188,342	163,838
less: Trade and other payables, income taxes payable and provisions	(40,287)	(42,472)
Total invested capital, current year	317,366	301,019
Intangible assets, prior year	179,653	180,486
Total assets, excluding intangible assets, prior year	163,838	168,470
less: Trade and other payables, income taxes payable and provisions, prior year	(42,472)	(44,777)
Total invested capital, prior year	301,019	304,179
<b>Average invested capital</b>	<b>309,193</b>	<b>302,599</b>
<b>Return on invested capital</b>	<b>23.3%</b>	<b>25.7%</b>
<b>Less-Than-Truckload - Canadian based LTL</b>		
Operating income	118,186	119,344
Loss on sale of assets held for sale	—	3
Amortization of intangible assets	6,844	7,636
Operating income, net of exclusions	125,030	126,983
Income tax	26.5%	26.5%
<b>Operating income net of exclusions, after tax</b>	<b>91,897</b>	<b>93,333</b>
Intangible assets	161,330	180,385
Total assets, excluding intangible assets	388,683	411,585
less: Trade and other payables, income taxes payable and provisions	(69,979)	(70,336)
Total invested capital, current year	480,034	521,634
Intangible assets, prior year	180,385	161,130
Total assets, excluding intangible assets, prior year	411,585	358,298
less: Trade and other payables, income taxes payable and provisions, prior year	(70,336)	(65,043)
Total invested capital, prior year	521,634	454,385
<b>Average invested capital</b>	<b>500,834</b>	<b>488,010</b>
<b>Return on invested capital</b>	<b>18.3%</b>	<b>19.1%</b>

Return on invested capital segment reconciliation (continued):

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	Three months ended March 31	
	2025	2024
<b>Truckload</b>		
Operating income	259,749	208,361
Loss on sale of land and buildings	—	3
Gain on sale of assets held for sale	(9,376)	(538)
Amortization of intangible assets	36,600	23,483
Operating income, net of exclusions	286,973	231,309
Income tax	26.5%	26.5%
<b>Operating income net of exclusions, after tax</b>	<b>210,925</b>	<b>170,012</b>
Intangible assets	1,502,829	882,190
Total assets, excluding intangible assets	1,862,442	1,147,229
less: Trade and other payables, income taxes payable and provisions	(286,135)	(154,115)
Total invested capital, current year	3,079,136	1,875,304
Intangible assets, prior year	1,543,777	772,855
Total assets, excluding intangible assets, prior year	2,028,181	1,047,013
less: Trade and other payables, income taxes payable and provisions, prior year	(343,964)	(162,806)
Total invested capital, prior year	3,227,994	1,657,062
<b>Average invested capital</b>	<b>3,153,565</b>	<b>1,766,183</b>
<b>Return on invested capital</b>	<b>6.7%</b>	<b>9.6%</b>
<b>Truckload - Canadian based Conventional TL</b>		
Operating income	37,326	37,331
Gain on sale of assets held for sale	(7,086)	—
Amortization of intangible assets	2,141	2,231
Operating income, net of exclusions	32,381	39,562
Income tax	26.5%	26.5%
<b>Operating income net of exclusions, after tax</b>	<b>23,800</b>	<b>29,078</b>
Intangible assets	111,358	122,748
Total assets, excluding intangible assets	191,982	207,800
less: Trade and other payables, income taxes payable and provisions	(32,924)	(27,856)
Total invested capital, current year	270,416	302,692
Intangible assets, prior year	122,748	98,211
Total assets, excluding intangible assets, prior year	207,800	188,761
less: Trade and other payables, income taxes payable and provisions, prior year	(27,856)	(28,394)
Total invested capital, prior year	302,692	258,578
<b>Average invested capital</b>	<b>286,554</b>	<b>280,635</b>
<b>Return on invested capital</b>	<b>8.3%</b>	<b>10.4%</b>
<b>Truckload - Specialized TL<sup>1</sup></b>		
Operating income	222,423	171,030
Loss on sale of land and buildings	—	3
Gain on sale of assets held for sale	(2,290)	(538)
Amortization of intangible assets	34,459	21,252
Operating income, net of exclusions	254,592	191,747
Income tax	26.5%	26.5%
<b>Operating income net of exclusions, after tax</b>	<b>187,125</b>	<b>140,934</b>
Intangible assets	1,391,471	759,442
Total assets, excluding intangible assets	1,670,460	939,429
less: Trade and other payables, income taxes payable and provisions	(253,211)	(126,259)
Total invested capital, current year	2,808,720	1,572,612
Intangible assets, prior year	1,421,029	674,644
Total assets, excluding intangible assets, prior year	1,820,381	858,252
less: Trade and other payables, income taxes payable and provisions, prior year	(316,108)	(134,412)
Total invested capital, prior year	2,925,302	1,398,484
<b>Average invested capital</b>	<b>2,867,011</b>	<b>1,485,548</b>
<b>Return on invested capital</b>	<b>6.5%</b>	<b>9.5%</b>

<sup>1</sup> The total invested capital, prior year in the March 31, 2025 calculation has been adjusted to incorporate the acquisition of Daseke which occurred on April 1, 2024 to correctly reflect the average invest capital in the trailing twelve month period.



Return on invested capital segment reconciliation (continued):

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	Three months ended March 31	
	2025	2024
<b>Logistics</b>		
Operating income	173,414	168,584
Gain on sale of assets held for sale	—	(262)
Amortization of intangible assets	34,386	30,356
Operating income, net of exclusions	207,800	198,678
Income tax	26.5%	26.5%
<b>Operating income net of exclusions, after tax</b>	<b>152,733</b>	<b>146,028</b>
Intangible assets	727,813	764,566
Total assets, excluding intangible assets	356,207	351,366
less: Trade and other payables, income taxes payable and provisions	(204,865)	(201,893)
Total invested capital, current year	879,155	914,039
Intangible assets, prior year	764,566	524,989
Total assets, excluding intangible assets, prior year	351,366	259,402
less: Trade and other payables, income taxes payable and provisions, prior year	(201,893)	(177,142)
Total invested capital, prior year	914,039	607,249
<b>Average invested capital</b>	<b>896,597</b>	<b>760,644</b>
<b>Return on invested capital</b>	<b>17.0%</b>	<b>19.2%</b>

**Return on invested capital for US LTL:** Management believes ROIC at the segment level is a useful measure in the efficiency in the use of capital funds. The return on invested capital of the U.S. based LTL has been modified to remove the impacts of the bargain purchase gain from the operating income net of exclusions as well as from the average invested capital to align the capital with the acquisition price.

<i>(unaudited)</i> <i>(in thousands of U.S. dollars)</i>	Three months ended March 31	
	2025	2024
<b>Less-Than-Truckload - U.S. based LTL</b>		
Operating income	107,511	200,019
Loss on sale of land and buildings	—	36
Impairment on assets held for sale	11,368	—
Gain, net of impairment, on sale of assets held for sale	(8,560)	(14,001)
Amortization of intangible assets	5,695	1,470
Operating income, net of exclusions	116,014	187,524
Income tax	26.5%	26.5%
<b>Operating income net of exclusions, after tax</b>	<b>85,270</b>	<b>137,830</b>
Intangible assets	70,511	76,364
Total assets, excluding intangible assets	1,338,666	1,503,809
less: Total liabilities	(536,990)	(611,081)
Total invested capital, current year	872,187	969,092
Total invested capital, acquisition price	838,910	838,910
<b>Average invested capital</b>	<b>855,549</b>	<b>904,001</b>
<b>Return on invested capital</b>	<b>10.0%</b>	<b>15.2%</b>

## RISKS AND UNCERTAINTIES

The Company's future results may be affected by a number of factors over many of which the Company has little or no control. The following discussion of risk factors contains forward-looking statements. The following issues, uncertainties and risks, among others, should be considered in evaluating the Company's business, prospects, financial condition, results of operations and cash flows.

**Competition.** The Company faces growing competition from other transporters in Canada, the United States and Mexico. These factors, including the following, could impair the Company's ability to maintain or improve its profitability and could have a material adverse effect on the Company's results of operations:

- the Company competes with many other transportation companies of varying sizes, including Canadian, U.S. and Mexican transportation companies;
- the Company's competitors may periodically reduce their freight rates to gain business, which may limit the Company's ability to maintain or increase freight rates or maintain growth in the Company's business;
- some of the Company's customers are other transportation companies or companies that also operate their own private trucking fleets, and they may decide to transport more of their own freight or bundle transportation with other services;
- some of the Company's customers may reduce the number of carriers they use by selecting so-called "core carriers" as approved service providers or by engaging dedicated providers, and in some instances the Company may not be selected;
- many customers periodically accept bids from multiple carriers for their shipping needs, and this process may depress freight rates or result in the loss of some of the Company's business to competitors;
- the market for qualified drivers is highly competitive, particularly in the Company's growing U.S. operations, and the Company's inability to attract and retain drivers could reduce its equipment utilization and cause the Company to increase compensation, both of which would adversely affect the Company's profitability;
- economies of scale that may be passed on to smaller carriers by procurement aggregation providers may improve their ability to compete with the Company;
- some of the Company's smaller competitors may not yet be fully compliant with recently-enacted regulations which may allow such competitors to take advantage of additional driver productivity;
- advances in technology, such as advanced safety systems, automated package sorting, handling and delivery, vehicle platooning, alternative fuel vehicles, autonomous vehicle technology and digitization of freight services, may require the Company to increase investments in order to remain competitive, and the Company's customers may not be willing to accept higher freight rates to cover the cost of these investments;
- the Company's competitors may have better safety records than the Company or a perception of better safety records, which could impair the Company's ability to compete;
- some high-volume package shippers, such as Amazon.com, are developing and implementing in-house delivery capabilities and utilizing independent contractors for deliveries, which could in turn reduce the Company's revenues and market share;
- the Company's brand names may be subject to adverse publicity (whether or not justified) and lose significant value, which could result in reduced demand for the Company's services;
- competition from freight brokerage companies may materially adversely affect the Company's customer relationships and freight rates; and
- higher fuel prices and, in turn, higher fuel surcharges to the Company's customers may cause some of the Company's customers to consider freight transportation alternatives, including rail transportation.

**Regulation.** In Canada, carriers must obtain licenses issued by provincial transport boards in order to carry goods inter-provincially or to transport goods within any province. Licensing from U.S. and Mexican regulatory authorities is also required for the transportation of goods in Canada, the United States, and Mexico. Any change in or violation of existing or future regulations could have an adverse impact on the scope of the Company's activities. Future laws and regulations may be more stringent, require changes in the Company's operating practices, influence the demand for transportation services or require the Company to incur significant additional costs. Higher costs incurred by the Company, or by the Company's suppliers who pass the costs onto the Company through higher supplies and materials pricing, could adversely affect the Company's results of operations.

In addition to the regulatory regime applicable to operations in Canada, the Company is increasing its operations in the United States, and is therefore increasingly subject to rules and regulations related to the U.S. transportation industry, including regulation from various federal, state and local agencies, including the Department of Transportation ("DOT") (in part through the Federal Motor Carrier Safety Administration ("FMCSA")), the Environmental Protection Agency ("EPA") and the Department of Homeland Security. Drivers must, both in Canada and the United States, comply with safety and fitness regulations, including those relating to drug and alcohol testing, driver safety performance and hours of service. Weight and dimensions, exhaust emissions and fuel efficiency are also subject to government regulation. The Company may also become subject to new or more restrictive regulations relating to fuel efficiency, exhaust emissions, hours of service, drug and alcohol testing, ergonomics, on-board reporting of operations, collective bargaining, security at ports, speed limitations, driver training and other matters affecting safety or operating methods.

## Management's Discussion and Analysis

In the United States, there are currently two methods of evaluating the safety and fitness of carriers: the Compliance, Safety, Accountability ("CSA") program, which evaluates and ranks fleets on certain safety-related standards by analyzing data from recent safety events and investigation results, and the DOT safety rating, which is based on an on-site investigation and affects a carrier's ability to operate in interstate commerce. Additionally, the FMCSA has proposed rules in the past that would change the methodologies used to determine carrier safety and fitness.

Under the CSA program, carriers are evaluated and ranked against their peers based on seven categories of safety-related data. The seven categories of safety-related data currently include Unsafe Driving, Hours-of-Service Compliance, Driver Fitness, Controlled Substances/Alcohol, Vehicle Maintenance, Hazardous Materials Compliance and Crash Indicator (such categories known as "BASICS"). Carriers are grouped by category with other carriers that have a similar number of safety events (i.e. crashes, inspections, or violations) and carriers are ranked and assigned a rating percentile or score. If the Company were subject to any such interventions, this could have an adverse effect on the Company's business, financial condition and results of operations. As a result, the Company's fleet could be ranked poorly as compared to peer carriers. There is no guarantee that the Company will be able to maintain its current safety ratings or that it will not be subject to interventions in the future. The Company recruits first-time drivers to be part of its fleet, and these drivers may have a higher likelihood of creating adverse safety events under CSA. The occurrence of future deficiencies could affect driver recruitment in the United States by causing high-quality drivers to seek employment with other carriers or limit the pool of available drivers or could cause the Company's customers to direct their business away from the Company and to carriers with higher fleet safety rankings, either of which would materially adversely affect the Company's business, financial condition and results of operations. In addition, future deficiencies could increase the Company's insurance expenses. Additionally, competition for drivers with favorable safety backgrounds may increase, which could necessitate increases in driver-related compensation costs. Further, the Company may incur greater than expected expenses in its attempts to improve unfavorable scores.

In December 2016, the FMCSA issued a final rule establishing a national clearinghouse for drug and alcohol testing results and requiring motor carriers and medical review officers to provide records of violations by commercial drivers of FMCSA drug and alcohol testing requirements. Motor carriers in the United States will be required to query the clearinghouse to ensure drivers and driver applicants do not have violations of federal drug and alcohol testing regulations that prohibit them from operating commercial motor vehicles. The final rule became effective on January 4, 2017, with a compliance date of January 6, 2020. In December 2019, however, the FMCSA announced a final rule extending by three years the date for state driver's licensing agencies to comply with certain requirements. The December 2016 commercial driver's license rule required states to request information from the clearinghouse about individuals prior to issuing, renewing, upgrading or transferring a commercial driver's license. This new action will allow states' compliance with the requirement, which was set to begin January 2020, to be delayed until January 2023. The compliance date of January 2020 remained in place for all other requirements set forth in the clearinghouse final rule, however. Upon implementation, the rule may reduce the number of available drivers in an already constrained driver market. Pursuant to a new rule finalized by the FMCSA, effective November 2021, states are required to query the clearinghouse when issuing, renewing, transferring, or upgrading a commercial drivers license and must revoke a driver's commercial driving privileges if such driver is prohibited from driving a motor vehicle for one or more drug or alcohol violations.

In addition, other rules have been proposed or made final by the FMCSA, including (i) a rule requiring the use of speed-limiting devices on heavy-duty tractors to restrict maximum speeds, which was proposed in 2016, and (ii) a rule setting out minimum driver training standards for new drivers applying for commercial driver's licenses for the first time and to experienced drivers upgrading their licenses or seeking a hazardous materials endorsement, which was made final in December 2016 with a compliance date in February 2020 (FMCSA officials delayed implementation of the final rule by two years). In July 2017, the DOT announced that it would no longer pursue a speed limiter rule, but left open the possibility that it could resume such a pursuit in the future. In May 2021, however, a bill was reintroduced in the U.S. House of Representatives that would require commercial motor vehicles with gross weight exceeding 26,000 pounds to be equipped with a speed limiting device, prohibiting speeds greater than 65 miles per hour. Whether the bill will become law is uncertain. The effect of these rules, to the extent they become effective, could result in a decrease in fleet production and/or driver availability, either of which could materially adversely affect the Company's business, financial condition and results of operations.

The Company's subsidiaries with U.S. operating authority currently have a satisfactory DOT rating, which is the highest available rating under the current safety rating scale. If the Company's subsidiaries with U.S. operating authority were to receive a conditional or unsatisfactory DOT safety rating, it could materially adversely affect the Company's business, financial condition and results of operations as customer contracts may require a satisfactory DOT safety rating, and a conditional or unsatisfactory rating could materially adversely affect or restrict the Company's operations and increase the Company's insurance costs.

The FMCSA has proposed regulations that would modify the existing rating system and the safety labels assigned to motor carriers evaluated by the DOT. Under regulations that were proposed in 2016, the methodology for determining a carrier's DOT safety rating would be expanded to include the on-road safety performance of the carrier's drivers and equipment, as well as results obtained from investigations. Exceeding certain thresholds based on such performance or results would cause a carrier to receive an unfit safety rating. The proposed regulations were withdrawn in March 2017, but the FMCSA noted that a similar process may be initiated in the future. If similar regulations were enacted and the Company were to receive an unfit or other negative safety rating, the Company's business would be materially adversely affected in the same manner as if it received a conditional or unsatisfactory safety rating under the current regulations. In addition, poor safety performance could lead to increased risk of liability, increased insurance, maintenance and

equipment costs and potential loss of customers, which could materially adversely affect the Company's business, financial condition and results of operations. The FMCSA has also indicated that it is in the early phases of a new study on the causation of large truck crashes. Although it remains unclear whether such a study will ultimately be completed, the results of such study could spur further proposed and/or final rules regarding safety and fitness in the United States.

From time to time, the FMCSA proposes and implements changes to regulations impacting hours-of-service. Such changes can negatively impact the Company's productivity and affect its operations and profitability by reducing the number of hours per day or week the Company's U.S. drivers and independent contractors may operate and/or disrupt the Company's network. However, in August 2019, the FMCSA issued a proposal to make changes to its hours-of-service rules that would allow U.S. truck drivers more flexibility with their 30-minute rest break and with dividing their time in the sleeper berth. It also would extend by two hours the duty time for U.S. drivers encountering adverse weather, and extend the shorthaul exemption by lengthening the drivers' maximum on-duty period from 12 hours to 14 hours. In June 2020, the FMCSA adopted a final rule substantially as proposed, which became effective in September 2020. Certain industry groups have challenged these rules in U.S. courts, and it remains unclear what, if anything, will come from such challenges. Any future changes to U.S. hours-of-service regulations could materially and adversely affect the Company's operations and profitability.

The U.S. National Highway Traffic Safety Administration, the EPA and certain U.S. states, including California, have adopted regulations that are aimed at reducing truck emissions and/or increasing fuel economy of the equipment the Company uses. Certain of these regulations are currently effective, with stricter emission and fuel economy standards becoming effective over the next several years. Other regulations have been proposed in the United States that would similarly increase these standards. U.S. federal and state lawmakers and regulators have also adopted or are considering a variety of other climate-change legal requirements related to carbon emissions and greenhouse gas emissions. These legal requirements could potentially limit carbon emissions within certain states and municipalities in the United States. Certain of these legal requirements restrict the location and amount of time that diesel-powered trucks (like the Company's) may idle, which may force the Company to purchase on-board power units that do not require the engine to idle or to alter the Company's drivers' behavior, which might result in a decrease in productivity and/or an increase in driver turnover. All of these regulations have increased, and may continue to increase, the cost of new trucks and trailers and may require the Company to retrofit certain of its trucks and trailers, may increase its maintenance costs, and could impair equipment productivity and increase the Company's operating costs, particularly if such costs are not offset by potential fuel savings. The occurrence of any of these adverse effects, combined with the uncertainty as to the reliability of the newly-designed diesel engines and the residual values of the Company's equipment, could materially adversely affect the Company's business, financial condition and results of operations. Furthermore, any future regulations that impose restrictions, caps, taxes or other controls on emissions of greenhouse gases could adversely affect the Company's operations and financial results. The Company cannot predict the extent to which its operations and productivity will be impacted by any future regulations. The Company will continue monitoring its compliance with U.S. federal and state environmental regulations.

In March 2014, the U.S. Ninth Circuit Court of Appeals (the "Ninth Circuit") held that the application of California state wage and hour laws to interstate truck drivers is not pre-empted by U.S. federal law. The case was appealed to the U.S. Supreme Court, which denied certiorari in May 2015, and accordingly, the Ninth Circuit decision stood. However, in December 2018, the FMCSA granted a petition filed by the American Trucking Associations determining that federal law pre-empt California's wage and hour laws, and interstate truck drivers are not subject to such laws. The FMCSA's decision was appealed by labor groups and multiple lawsuits were filed in U.S. courts seeking to overturn the decision. In January 2021, however, the Ninth Circuit upheld the FMCSA's determination that U.S. federal law does pre-empt California's meal and rest break laws, as applied to drivers of property-carrying commercial motor vehicles. Other current and future U.S. state and local wage and hour laws, including laws related to employee meal breaks and rest periods, may vary significantly from U.S. federal law. Further, driver piece rate compensation, which is an industry standard, has been attacked as non-compliant with state minimum wage laws. As a result, the Company, along with other companies in the industry, is subject to an uneven patchwork of wage and hour laws throughout the United States. In addition, the uncertainty with respect to the practical application of wage and hour laws are, and in the future may be, resulting in additional costs for the Company and the industry as a whole, and a negative outcome with respect to any of the above-mentioned lawsuits could materially affect the Company. If U.S. federal legislation is not passed pre-empting state and local wage and hour laws, the Company will either need to continue complying with the most restrictive state and local laws across its entire fleet in the United States, or revise its management systems to comply with varying state and local laws. Either solution could result in increased compliance and labor costs, driver turnover, decreased efficiency and increased risk of non-compliance. In April 2016, the Food and Drug Administration ("FDA") published a final rule establishing requirements for shippers, loaders, carriers by motor vehicle and rail vehicle, and receivers engaged in the transportation of food, to use sanitary transportation practices to ensure the safety of the food they transport as part of the FSMA. This rule sets forth requirements related to (i) the design and maintenance of equipment used to transport food, (ii) the measures taken during food transportation to ensure food safety, (iii) the training of carrier personnel in sanitary food transportation practices, and (iv) maintenance and retention of records of written procedures, agreements, and training related to the foregoing items. These requirements took effect for larger carriers in April 2017 and apply to the Company when it acts as a carrier or as a broker. If the Company is found to be in violation of applicable laws or regulations related to the FSMA or if the Company transports food or goods that are contaminated or are found to cause illness and/or death, the Company could be subject to substantial fines, lawsuits, penalties and/or criminal and civil liability, any of which could have a material adverse effect on the Company's business, financial condition, and results of operations.

Changes in existing regulations and implementation of new regulations, such as those related to trailer size limits, emissions and fuel economy, hours of service, mandating ELDs and drug and alcohol testing in Canada, the United States and Mexico, could increase capacity in the industry or improve the position of certain competitors, either of which could negatively impact pricing and volumes or require additional investments by the Company. The short-term and long-term impacts of changes in legislation or regulations are difficult to predict and could materially adversely affect the Company's results of operations.

The right to continue to hold applicable licenses and permits is generally subject to maintaining satisfactory compliance with regulatory and safety guidelines, policies and laws. Although the Company is committed to compliance with laws and safety, there is no assurance that it will be in full compliance with them at all times. Consequently, at some future time, the Company could be required to incur significant costs to maintain or improve its compliance record.

**United States and Mexican operations.** A significant portion of the Company's revenue is derived from operations in the United States and transportation to and from Mexico. The Company's international operations are subject to a variety of risks, including fluctuations in foreign currencies, changes in the economic strength or greater volatility in the economies of foreign countries in which the Company does business, difficulties in enforcing contractual rights and intellectual property rights, compliance burdens associated with export and import laws, theft or vandalism, and social, political and economic instability. The Company's international operations could be adversely affected by restrictions on travel. Additional risks associated with the Company's international operations include restrictive trade policies, imposition of duties, changes to trade agreements and other treaties, taxes or government royalties by foreign governments, adverse changes in the regulatory environments, including in tax laws and regulations, of the foreign countries in which the Company does business, compliance with anti-corruption and anti-bribery laws, restrictions on the withdrawal of foreign investments, the ability to identify and retain qualified local managers and the challenge of managing a culturally and geographically diverse operation. The Company cannot guarantee compliance with all applicable laws, and violations could result in substantial fines, sanctions, civil or criminal penalties, competitive or reputational harm, litigation or regulatory action and other consequences that might adversely affect the Company's results of operations.

On February 1, 2025, the U.S. administration signed executive orders imposing , effective February 4, 2025, a 25% tariff on imports from Canada and Mexico, a 10% tariff on energy products from Canada, and an additional 10% tariff on goods imported from China. In response, Canada announced, on February 1, 2025, that it would retaliate by imposing a 25% tariff on specified U.S. products, to come in effect in February 2025, and would also consider additional non-tariff measures. While a 30 day delay on tariffs against Canada and Mexico was subsequently announced on February 3, 2025, with corresponding delays in announced retaliatory measures by Canada and Mexico, there was no similar delay announced by the U.S. administration for the tariffs against China. China subsequently announce retaliatory tariffs on selected U.S. imports and other non-tariff measures. Although the services provided by the Company would not be subject to tariffs, any future actions taken by the U.S. and other countries in response, including the further escalation or implementation of tariffs or quotas or changes to certain trade agreements could, among other things, have a negative impact on the markets in which the Company operates, increase the costs of the materials used by the Company's suppliers to produce new revenue equipment or increase the price of fuel. Such cost increases for the Company's revenue equipment suppliers would likely be passed on to the Company, and to the extent fuel prices increase, the Company may not be able to fully recover such increases through rate increases or the Company's fuel surcharge program, either of which could have a material adverse effect on the Company's business.

The United States-Mexico-Canada Agreement ("USMCA") entered into effect in July 2020. The USMCA is designed to modernize food and agriculture trade, advance rules of origin for automobiles and trucks, and enhance intellectual property protections, among other matters, according to the Office of the U.S. Trade Representative. Although USMCA is currently in active, the impacts of the evolving imposing and removal of tariffs could have a significant impact on supply and demand in the transportation industry, and could adversely impact the amount, movement and patterns of freight transported by the Company given the amount of North American trade that moves by truck.

The U.S. Department of Treasury has broad authority to issue regulations and interpretative guidance that may significantly impact how the Company will apply the law and impact the Company's results of operations in future periods. The timing and scope of such regulations and interpretative guidance are uncertain. In addition, there is a risk that states within the United States or foreign jurisdictions may amend their tax laws in response to these tax reforms, which could have a material adverse effect on the Company's results.

In addition, if the Company is unable to maintain its Free and Secure Trade ("FAST") and U.S. Customs Trade Partnership Against Terrorism ("C-TPAT") certification statuses, it may have significant border delays, which could cause its cross-border operations to be less efficient than those of competitor carriers that obtain or continue to maintain FAST and C-TPAT certifications.

**Operating Environment and Seasonality.** The Company is exposed to the following factors, among others, affecting its operating environment:

- the Company's future insurance and claims expense, including the cost of its liability insurance premiums and the number and dollar amount of claims, may exceed historical levels, which would require the Company to incur additional costs and could reduce the Company's earnings;
- a decline in the demand for used revenue equipment could result in decreased equipment sales, lower resale values and lower gains (or recording losses) on sales of assets;

- truck and trailer vendors may reduce their manufacturing output in response to lower demand for their products in economic downturns or shortages of component parts, including the current shortage of semiconductors and other components and supplies, such as steel, which may materially adversely affect the Company's ability to purchase a quantity of new revenue equipment that is sufficient to sustain its desired growth rate and negatively impact the Company's financial results if it incurs higher costs to purchase trucks and trailers; and
- increased prices for new revenue equipment, design changes of new engines, reduced equipment efficiency resulting from new engines designed to reduce emissions, or decreased availability of new revenue equipment.

The Company's truck productivity decreases during the winter season because inclement weather impedes operations and some shippers reduce their shipments after the winter holiday season. Revenue may also be adversely affected by inclement weather and holidays, since revenue is directly related to available working days of shippers. At the same time, operating expenses increase and fuel efficiency declines because of engine idling and harsh weather creating higher accident frequency, increased claims and higher equipment repair expenditures. The Company may also suffer from weather-related or other unforeseen events such as tornadoes, hurricanes, blizzards, ice storms, floods, and fires, which may increase in frequency and severity due to climate change, as well as other man-made disasters. These events may disrupt fuel supplies, increase fuel costs, disrupt freight shipments or routes, affect regional economies, damage or destroy the Company's assets or adversely affect the business or financial condition of the Company's customers, any of which could materially adversely affect the Company's results of operations or make the Company's results of operations more volatile.

**General Economic, Credit, and Business Conditions.** The Company's business is subject to general economic, credit, business and regulatory factors that are largely beyond the Company's control, and which could have a material adverse effect on the Company's operating results.

The Company's industry is subject to cyclical pressures, and the Company's business is dependent on a number of factors that may have a material adverse effect on its results of operations, many of which are beyond the Company's control. The Company believes that some of the most significant of these factors include (i) excess truck and trailer capacity in the transportation industry in comparison with shipping demand; (ii) declines in the resale value of used equipment; (iii) limited supply and increased cost of new and used equipment; (iv) recruiting and retaining qualified drivers; (v) strikes, work stoppages or work slowdowns at the Company's facilities or at customer, port, border crossing or other shipping-related facilities; (vi) compliance with ongoing regulatory requirements; (vii) increases in interest rates, fuel taxes, tolls and license and registration fees; and (viii) rising healthcare and insurance and claims costs in the United States; and (ix) the impact of the COVID-19 pandemic.

The Company is also affected by (i) recessionary economic cycles, which tend to be characterized by weak demand and downward pressure on rates; (ii) changes in customers' inventory levels and in the availability of funding for their working capital; (iii) changes in the way in which the Company's customers choose to source or utilize the Company's services; and (iv) downturns in customers' business cycles, such as retail and manufacturing, where the Company has significant customer concentration. Economic conditions may adversely affect customers and their demand for and ability to pay for the Company's services. Customers encountering adverse economic conditions represent a greater potential for loss and the Company may be required to increase its allowance for doubtful accounts.

Economic conditions that decrease shipping demand and increase the supply of available trucks and trailers can exert downward pressure on rates and equipment utilization, thereby decreasing asset productivity. The risks associated with these factors are heightened when the economy is weakened. Some of the principal risks during such times include:

- the Company may experience a reduction in overall freight levels, which may impair the Company's asset utilization;
- freight patterns may change as supply chains are redesigned, resulting in an imbalance between the Company's capacity and assets and customers' freight demand;
- the Company may be forced to accept more loads from freight brokers, where freight rates are typically lower, or may be forced to incur more non-revenue generating miles to obtain loads;
- the Company may increase the size of its fleet during periods of high freight demand during which its competitors also increase their capacity, and the Company may experience losses in greater amounts than such competitors during subsequent cycles of softened freight demand if the Company is required to dispose of assets at a loss to match reduced freight demand;
- customers may solicit bids for freight from multiple trucking companies or select competitors that offer lower rates in an attempt to lower their costs, and the Company may be forced to lower its rates or lose freight; and
- lack of access to current sources of credit or lack of lender access to capital, leading to an inability to secure credit financing on satisfactory terms, or at all.

The Company is subject to cost increases that are outside the Company's control that could materially reduce the Company's profitability if it is unable to increase its rates sufficiently. Such cost increases include, but are not limited to, increases in fuel and energy prices, driver and office employee wages, purchased transportation costs, taxes, interest rates, tolls, license and registration fees, insurance premiums and claims, revenue equipment and related maintenance, and tires and other components. Strikes or other work stoppages at the Company's service centers or at customer, port, border or other shipping locations, deterioration of Canadian, U.S. or Mexican transportation infrastructure and reduced investment in such infrastructure, or actual or

threatened armed conflicts or terrorist attacks, efforts to combat terrorism, military action against a foreign state or group located in a foreign state or heightened security requirements could lead to wear, tear and damage to the Company's equipment, driver dissatisfaction, reduced economic demand, reduced availability of credit, increased prices for fuel or temporary closing of the shipping locations or borders between Canada, the United States and Mexico. Further, the Company may not be able to appropriately adjust its costs and staffing levels to meet changing market demands. In periods of rapid change, it is more difficult to match the Company's staffing level to its business needs.

The Company's operations, with the exception of its brokerage operations, are capital intensive and asset heavy. If anticipated demand differs materially from actual usage, the Company may have too many or too few assets. During periods of decreased customer demand, the Company's asset utilization may suffer, and it may be forced to sell equipment on the open market or turn in equipment under certain equipment leases in order to right size its fleet. This could cause the Company to incur losses on such sales or require payments in connection with equipment the Company turns in, particularly during times of a softer used equipment market, either of which could have a material adverse effect on the Company's profitability.

Although the Company's business volume is not highly concentrated, its customers' financial failures or loss of customer business may materially adversely affect the Company. If the Company were unable to generate sufficient cash from operations, it would need to seek alternative sources of capital, including financing, to meet its capital requirements. In the event that the Company were unable to generate sufficient cash from operations or obtain financing on favorable terms in the future, it may have to limit its fleet size, enter into less favorable financing arrangements or operate its revenue equipment for longer periods, any of which could have a material adverse effect on its profitability.

**Public Health Crises.** Any outbreaks of contagious diseases or other adverse public health developments, could have a material adverse effect on the Company's financial condition, liquidity, results of operations, and cash flows. The outbreak of COVID-19 resulted in governmental authorities implementing numerous measures to try to contain the virus, such as travel bans and restrictions, quarantines, shelter in place orders, increased border and port controls and closures, and shutdowns. Any outbreaks would create considerable uncertainty regarding such measures including vaccine, testing and masks mandates, all of which could limit the Company's ability to meet customer demand, as well as reduce customer demand. Furthermore, government vaccine, testing, and mask mandates may increase the Company's turnover and make recruiting more difficult, particularly among the Company's driver personnel.

Certain of the Company's office personnel may be required to work remotely, which could disrupt to a certain extent the Company's management, business, finance, and financial reporting teams. The Company may experience an increase in absences or terminations among its driver and non-driver personnel due to public health crises, which could have a material adverse effect on the Company's operating results.

Risks related to a slowdown or recession are described in the Company's risk factor titled "General Economic, Credit and Business Conditions".

Short-term and long-term developments related to public health crises are unpredictable and the extent to which further developments could impact the Company's operations, financial condition, access to credit, liquidity, results of operations, and cash flows is highly uncertain. Such developments may include the geographic spread and duration of the virus, the distribution and availability of vaccines, vaccine hesitancy, the severity of the disease and the actions that may be taken by various governmental authorities and other third parties in response to the public health crises.

The effect of any border requirements, in addition to any other vaccine, testing, or mask mandates that go into effect may, amongst other things, (i) cause the Company's employees to go to smaller employers, especially if any future mandates are only subject to larger employers, or leave the trucking industry altogether, (ii) result in logistical issues, increased expenses, and operational issues resulting from ensuring compliance with such mandates, such as the costs of arranging for testing for the Company's unvaccinated employees, especially for the Company's unvaccinated drivers, (iii) result in increased costs relating to recruiting and training of drivers, and (iv) result in decreased revenue and other operational issues if we are unable to recruit and retain drivers. Any such vaccine, testing, or mask mandate that is interpreted as to apply to commercial drivers would significantly reduce the pool of drivers available to us and the industry as a whole, exacerbating the current driver shortage even further. Accordingly, any vaccine, testing, or mask mandate, to the extent that it goes into effect, may have a material adverse effect on the Company's business, the Company's operations, and the Company's financial condition and position.

**Interest Rate Fluctuations.** Future cash flows related to variable-rate financial liabilities could be impacted by changes in benchmark rates such as Bankers' Acceptance or secured overnight financing rate published by the Federal Reserve Bank of New York ("SOFR"). In addition, the Company is exposed to gains and losses arising from changes in interest rates through its derivative financial instruments carried at fair value.

**Currency Fluctuations.** The Company's financial results are reported in U.S. dollars and a large portion of the Company's revenue and operating costs are realized in currencies other than the U.S. dollar, primarily the Canadian dollar. The exchange rates between these currencies and the U.S. dollar have fluctuated in recent years and will likely continue to do so in the future. It is not possible to mitigate all exposure to fluctuations in foreign currency exchange rates. The results of operations are therefore affected by movements of these currencies against the U.S. dollar.

**Price and Availability of Fuel.** Fuel is one of the Company's largest operating expenses. Diesel fuel prices fluctuate greatly due to factors beyond the Company's control, such as political events, commodity futures trading, currency fluctuations, natural and man-made disasters, terrorist activities and

armed conflicts, any of which may lead to an increase in the cost of fuel. Fuel prices are also affected by the rising demand for fuel in developing countries and could be materially adversely affected by the use of crude oil and oil reserves for purposes other than fuel production and by diminished drilling activity. Such events may lead not only to increases in fuel prices, but also to fuel shortages and disruptions in the fuel supply chain. Because the Company's operations are dependent upon diesel fuel, significant diesel fuel cost increases, shortages or supply disruptions could have a material adverse effect on the Company's business, financial condition and results of operations.

While the Company has fuel surcharge programs in place with a majority of the Company's customers, which historically have helped the Company offset the majority of the negative impact of rising fuel prices, the Company also incurs fuel costs that cannot be recovered even with respect to customers with which the Company maintains fuel surcharge programs, such as those associated with non-revenue generating miles or time when the Company's engines are idling. Moreover, the terms of each customer's fuel surcharge program vary from one division to another, and the recoverability for fuel price increases varies as well. In addition, because the Company's fuel surcharge recovery lags behind changes in fuel prices, the Company's fuel surcharge recovery may not capture the increased costs the Company pays for fuel, especially when prices are rising. This could lead to fluctuations in the Company's levels of reimbursement, such as has occurred in the past. There can be no assurance that such fuel surcharges can be maintained indefinitely or that they will be fully effective.

**Insurance.** The Company's operations are subject to risks inherent in the transportation sector, including personal injury, property damage, workers' compensation and employment and other issues. The Company's future insurance and claims expenses may exceed historical levels, which could reduce the Company's earnings. The Company subscribes for insurance in amounts it considers appropriate in the circumstances and having regard to industry norms. Like many in the industry, the Company self-insures a significant portion of the claims exposure related to cargo loss, bodily injury, workers' compensation and property damages. Due to the Company's significant self-insured amounts, the Company has exposure to fluctuations in the number or severity of claims and the risk of being required to accrue or pay additional amounts if the Company's estimates are revised or claims ultimately prove to be in excess of the amounts originally assessed. Further, the Company's self-insured retention levels could change and result in more volatility than in recent years.

The Company holds a fully-fronted policy of CAD \$10 million limit per occurrence for automobile bodily injury, property damage and commercial general liability for its Canadian Insurance Program, subject to certain exceptions. The Company holds fully fronted policies of US \$10 million limit per occurrence and various risk transfer programs with self insured retentions from US \$1 million to US \$5 million for certain US subsidiaries for automobile liability. The Company holds fully fronted policies of US \$10 million limit per occurrence and various risk transfer programs with self insured retentions from US \$1 million to US \$3 million for certain US subsidiaries for commercial general liability. The Company retains deductibles of US \$1 million and US \$5 million per occurrence for workers' compensation claims for a limited number of U.S. subsidiaries. The Company's liability coverage has a total limit of US \$90 million per occurrence for both its Canadian and U.S. divisions, where the Company retains a US \$20 million self insured retention in the US \$80 million excess of US \$10 million, subject to certain exceptions.

Although the Company believes its aggregate insurance limits should be sufficient to cover reasonably expected claims, it is possible that the amount of one or more claims could exceed the Company's aggregate coverage limits or that the Company will chose not to obtain insurance in respect of such claims. If any claim were to exceed the Company's coverage, the Company would bear the excess, in addition to the Company's other self-insured amounts. The Company's results of operations and financial condition could be materially and adversely affected if (i) cost per claim or the number of claims significantly exceeds the Company's coverage limits or retention amounts; (ii) the Company experiences a claim in excess of its coverage limits; (iii) the Company's insurance carriers fail to pay on the Company's insurance claims; (iv) the Company experiences a significant increase in premiums; or (v) the Company experiences a claim for which coverage is not provided, either because the Company chose not to obtain insurance as a result of high premiums or because the claim is not covered by insurance which the Company has in place.

The Company accrues the costs of the uninsured portion of pending claims based on estimates derived from the Company's evaluation of the nature and severity of individual claims and an estimate of future claims development based upon historical claims development trends. Actual settlement of the Company's retained claim liabilities could differ from its estimates due to a number of uncertainties, including evaluation of severity, legal costs and claims that have been incurred but not reported. Due to the Company's high retained amounts, it has significant exposure to fluctuations in the number and severity of claims. If the Company were required to accrue or pay additional amounts because its estimates are revised or the claims ultimately prove to be more severe than originally assessed, its financial condition and results of operations may be materially adversely affected.

**Employee Relations.** With the acquisition of UPS Freight and prior Canadian acquisitions, the Company has a substantial number of unionized employees in the U.S. and Canada. Although the Company believes that its relations with its employees are satisfactory, no assurance can be given that the Company will be able to successfully extend or renegotiate the Company's current collective agreements as they expire from time to time or that additional employees will not attempt to unionize.

## Management's Discussion and Analysis

The unionization of the Company's employees in additional business units, adverse changes in terms under collective bargaining agreements, or actual or threatened strikes, work stoppages or slow downs, could have a material adverse effect on the Company's business, customer retention, results of operations, financial condition and liquidity, and could cause significant disruption of, or inefficiencies in, its operations, because:

- restrictive work rules could hamper the Company's ability to improve or sustain operating efficiency or could impair the Company's service reputation and limit its ability to provide certain services;
- a strike or work stoppage could negatively impact the Company's profitability and could damage customer and employee relationships;
- shippers may limit their use of unionized trucking companies because of the threat of strikes and other work stoppages;
- the Company could fail to extend or renegotiate its collective agreements or experience material increases in wages or benefits;
- disputes with the Company's unions could arise; and
- an election and bargaining process could divert management's time and attention from the Company's overall objectives and impose significant expenses.

The Company's collective agreements have a variety of expiration dates, to the last of which is in December 2029. In a small number of cases, the expiration date of the collective agreement has passed; in such cases, the Corporation is generally in the process of renegotiating the agreement. The Company cannot predict the effect which any new collective agreements or the failure to enter into such agreements upon the expiry of the current agreements may have on its operations.

The Company has experience managing its heavily unionized workforce in Canada, having fostered good labor relations with the various unions representing its workforce through several mature collective agreements. For the U.S., union relationships are less mature, but have proven to be harmonious thus far. On July 13, 2023, the Company reached an agreement with the US International Brotherhood of Teamster Union for the renewal of its most populous collective agreement, and in 2024 reached a 5-year agreement with the International Association of Machinists. The Company's unionized operations have not appeared to impact its non-unionized operations, but this remains a risk.

**Drivers.** Increases in driver compensation or difficulties attracting and retaining qualified drivers could have a material adverse effect on the Company's profitability and the ability to maintain or grow the Company's fleet.

Like many in the transportation sector, the Company experiences substantial difficulty in attracting and retaining sufficient numbers of qualified drivers. The trucking industry periodically experiences a shortage of qualified drivers. The Company believes the shortage of qualified drivers and intense competition for drivers from other transportation companies will create difficulties in maintaining or increasing the number of drivers and may negatively impact the Company's ability to engage a sufficient number of drivers, and the Company's inability to do so may negatively impact its operations. Further, the compensation the Company offers its drivers and independent contractor expenses are subject to market conditions, and the Company may find it necessary to increase driver and independent contractor compensation in future periods.

Driver shortages are exacerbated during periods of economic expansion, in which alternative employment opportunities, including in the construction and manufacturing industries, which may offer better compensation and/or more time at home, are more plentiful and freight demand increases, or during periods of economic downturns, in which unemployment benefits might be extended and financing is limited for independent contractors who seek to purchase equipment, or the scarcity or growth of loans for students who seek financial aid for driving school. In addition, enrollment at driving schools may be further limited by social distancing requirements, vaccine, testing, and mask mandates, and other regulatory requirements that reduces the number of eligible drivers. The lack of adequate truck parking along some U.S. highways and congestion caused by inadequate highway funding may make it more difficult for drivers to comply with hours of service regulations and cause added stress for drivers, further reducing the pool of eligible drivers. The Company's use of team-driven trucks for expedited shipments requires two drivers per truck, which further increases the number of drivers the Company must recruit and retain in comparison to operations that require one driver per truck. The Company also employs driver hiring standards, which could further reduce the pool of available drivers from which the Company would hire. If the Company is unable to continue to attract and retain a sufficient number of drivers, the Company could be forced to, among other things, adjust the Company's compensation packages, increase the number of the Company's trucks without drivers or operate with fewer trucks and face difficulty meeting shipper demands, any of which could adversely affect the Company's growth and profitability.

**Independent Contractors.** The Company's contracts with U.S. independent contractors are governed by U.S. federal leasing regulations, which impose specific requirements on the Company and the independent contractors. If more stringent state or U.S. federal leasing regulations are adopted, U.S. independent contractors could be deterred from becoming independent contractor drivers, which could materially adversely affect the Company's goal of maintaining its current fleet levels of independent contractors.

## Management's Discussion and Analysis

The Company provides financing to certain qualified Canadian independent contractors and financial guarantees to a small number of U.S. independent contractors. If the Company were unable to provide such financing or guarantees in the future, due to liquidity constraints or other restrictions, it may experience a decrease in the number of independent contractors it is able to engage. Further, if independent contractors the Company engages default under or otherwise terminate the financing arrangements and the Company is unable to find replacement independent contractors or seat the trucks with its drivers, the Company may incur losses on amounts owed to it with respect to such trucks.

Pursuant to the Company's fuel surcharge program with independent contractors, the Company pays independent contractors with which it contracts a fuel surcharge that increases with the increase in fuel prices. A significant increase or rapid fluctuation in fuel prices could cause the Company's costs under this program to be higher than the revenue the Company receives under its customer fuel surcharge programs.

U.S. tax and other regulatory authorities, as well as U.S. independent contractors themselves, have increasingly asserted that U.S. independent contractor drivers in the trucking industry are employees rather than independent contractors, and the Company's classification of independent contractors has been the subject of audits by such authorities from time to time. U.S. federal and state legislation has been introduced in the past that would make it easier for tax and other authorities to reclassify independent contractors as employees, including legislation to increase the recordkeeping requirements for those that engage independent contractor drivers and to increase the penalties for companies who misclassify their employees and are found to have violated employees' overtime and/or wage requirements. The most recent example being the Protecting the Rights to Organize ("PRO") Act, which was passed by the U.S. House of Representatives and received by the U.S. Senate in March 2021 and remains with the U.S. Senate's Committee on Health, Education, Labor, and Pensions. The PRO Act proposes to apply the "ABC Test" (described below) for classifying workers under Federal Fair Labor Standards Act claims. It is unknown whether any of the proposed legislation will become law or whether any industry-based exemptions from any resulting law will be granted. Additionally, U.S. federal legislators have sought to abolish the current safe harbor allowing taxpayers meeting certain criteria to treat individuals as independent contractors if they are following a long-standing, recognized practice, to extend the U.S. Fair Labor Standards Act to independent contractors and to impose notice requirements based on employment or independent contractor status and fines for failure to comply. Some U.S. states have put initiatives in place to increase their revenue from items such as unemployment, workers' compensation and income taxes, and a reclassification of independent contractors as employees would help states with this initiative. Further, courts in certain U.S. states have issued decisions that could result in a greater likelihood that independent contractors would be judicially classified as employees in such states.

In September 2019, California enacted a new law, A.B. 5 ("AB5"), that made it more difficult for workers to be classified as independent contractors (as opposed to employees). AB5 provides that the three-pronged "ABC Test" must be used to determine worker classifications in wage order claims. Under the ABC Test, a worker is presumed to be an employee and the burden to demonstrate their independent contractor status is on the hiring company through satisfying all three of the following criteria: (a) the worker is free from control and direction in the performance of services; (b) the worker is performing work outside the usual course of the business of the hiring company; and (c) the worker is customarily engaged in an independently established trade, occupation, or business. How AB5 will be enforced is still to be determined. In January 2021, however, the California Supreme Court ruled that the ABC Test could apply retroactively to all cases not yet final as of the date the original decision was rendered, April 2018. While it was set to enter into effect in January 2020, a U.S. federal judge in California issued a preliminary injunction barring the enforcement of AB5 on the trucking industry while the California Trucking Association ("CTA") moves forward with its suit seeking to invalidate AB5. The Ninth Circuit rejected the reasoning behind the injunction in April 2021, ruling that AB5 is not pre-empted by U.S. federal law, but granted a stay of the AB5 mandate in June 2021 (preventing its application and temporarily continuing the injunction) while the CTA petitioned the United States Supreme Court (the "Supreme Court") to review the decision. In November 2021, the Supreme Court requested that the U.S. solicitor general weigh in on the case. The injunction will remain in place until the Supreme Court makes a decision on whether to proceed in hearing the case. While the stay of the AB5 mandate provides temporary relief to the enforcement of AB5, it remains unclear how long such relief will last, and whether the CTA will ultimately be successful in invalidating the law. It is also possible AB5 will spur similar legislation in states other than California, which could adversely affect the Company's results of operations and profitability.

U.S. class action lawsuits and other lawsuits have been filed against certain members of the Company's industry seeking to reclassify independent contractors as employees for a variety of purposes, including workers' compensation and health care coverage. In addition, companies that use lease purchase independent contractor programs, such as the Company, have been more susceptible to reclassification lawsuits, and several recent decisions have been made in favor of those seeking to classify independent contractor truck drivers as employees. U.S. taxing and other regulatory authorities and courts apply a variety of standards in their determination of independent contractor status. If the independent contractors with whom the Company contracts are determined to be employees, the Company would incur additional exposure under U.S. federal and state tax, workers' compensation, unemployment benefits, labor, employment and tort laws, including for prior periods, as well as potential liability for employee benefits and tax withholdings, and the Company's business, financial condition and results of operations could be materially adversely affected. The Company has settled certain class action cases in Massachusetts and California in the past with independent contractors who alleged they were misclassified.

**Acquisitions and Integration Risks.** Historically, acquisitions have been a part of the Company's growth strategy. The Company may not be able to successfully integrate acquisitions into the Company's business, or may incur significant unexpected costs in doing so. Further, the process of integrating

acquired businesses may be disruptive to the Company's existing business and may cause an interruption or reduction of the Company's business as a result of the following factors, among others:

- loss of drivers, key employees, customers or contracts;
- possible inconsistencies in or conflicts between standards, controls, procedures and policies among the combined companies and the need to implement company-wide financial, accounting, information technology and other systems;
- failure to maintain or improve the safety or quality of services that have historically been provided;
- inability to retain, integrate, hire or recruit qualified employees;
- unanticipated environmental or other liabilities;
- risks of entering new markets or business offerings in which we have had no or only limited prior experience;
- failure to coordinate geographically dispersed organizations; and
- the diversion of management's attention from the Company's day-to-day business as a result of the need to manage any disruptions and difficulties and the need to add management resources to do so.

Anticipated cost savings, synergies, revenue enhancements or other benefits from any acquisitions that the Company undertakes may not materialize in the expected timeframe or at all. The Company's estimated cost savings, synergies, revenue enhancements and other benefits from acquisitions are subject to a number of assumptions about the timing, execution and costs associated with realizing such synergies. Such assumptions are inherently uncertain and are subject to a wide variety of significant business, economic and competition risks. There can be no assurance that such assumptions will turn out to be correct and, as a result, the amount of cost savings, synergies, revenue enhancements and other benefits the Company actually realizes and/or the timing of such realization may differ significantly (and may be significantly lower) from the ones the Company estimated, and the Company may incur significant costs in reaching the estimated cost savings, synergies, revenue enhancements or other benefits. Further, management of acquired operations through a decentralized approach may create inefficiencies or inconsistencies.

Many of the Company's recent acquisitions have involved the purchase of stock of existing companies. These acquisitions, as well as acquisitions of substantially all of the assets of a company, may expose the Company to liability for actions taken by an acquired business and its management before the Company's acquisition. The due diligence the Company conducts in connection with an acquisition and any contractual guarantees or indemnities that the Company receives from the sellers of acquired companies may not be sufficient to protect the Company from, or compensate the Company for, actual liabilities. The representations made by the sellers expire at varying periods after the closing. A material liability associated with an acquisition, especially where there is no right to indemnification, could adversely affect the Company's results of operations, financial condition and liquidity.

The Company continues to review acquisition and investment opportunities in order to acquire companies and assets that meet the Company's investment criteria, some of which may be significant. Depending on the number of acquisitions and investments and funding requirements, the Company may need to raise substantial additional capital and increase the Company's indebtedness. Instability or disruptions in the capital markets, including credit markets, or the deterioration of the Company's financial condition due to internal or external factors, could restrict or prohibit access to the capital markets and could also increase the Company's cost of capital. To the extent the Company raises additional capital through the sale of equity, equity-linked or convertible debt securities, the issuance of such securities could result in dilution to the Company's existing shareholders. If the Company raises additional funds through the issuance of debt securities, the terms of such debt could impose additional restrictions and costs on the Company's operations. Additional capital, if required, may not be available on acceptable terms or at all. If the Company is unable to obtain additional capital at a reasonable cost, the Company may be required to forego potential acquisitions, which could impair the execution of the Company's growth strategy.

The Company routinely evaluates its operations and considers opportunities to divest certain of its assets. In addition, the Company faces competition for acquisition opportunities. This external competition may hinder the Company's ability to identify and/or consummate future acquisitions successfully. There is also a risk of impairment of acquired goodwill and intangible assets. This risk of impairment to goodwill and intangible assets exists because the assumptions used in the initial valuation, such as interest rates or forecasted cash flows, may change when testing for impairment is required.

There is no assurance that the Company will be successful in identifying, negotiating, consummating or integrating any future acquisitions. If the Company does not make any future acquisitions, or divests certain of its operations, the Company's growth rate could be materially and adversely affected. Any future acquisitions the Company does undertake could involve the dilutive issuance of equity securities or the incurring of additional indebtedness.

**Growth.** There is no assurance that in the future, the Company's business will grow substantially or without volatility, nor is there any assurance that the Company will be able to effectively adapt its management, administrative and operational systems to respond to any future growth. Furthermore, there is no assurance that the Company's operating margins will not be adversely affected by future changes in and expansion of its business or by changes in economic conditions or that it will be able to sustain or improve its profitability in the future.

**Environmental Matters.** The Company uses storage tanks at certain of its Canadian and U.S. transportation terminals. Canadian and U.S. laws and regulations generally impose potential liability on the present and former owners or occupants or custodians of properties on which contamination has occurred, as well as on parties who arranged for the disposal of waste at such properties. Although the Company is not aware of any contamination which,

if remediation or clean-up were required, would have a material adverse effect on it, certain of the Company's current or former facilities have been in operation for many years and over such time, the Company or the prior owners, operators or custodians of the properties may have generated and disposed of wastes which are or may be considered hazardous. Liability under certain of these laws and regulations may be imposed on a joint and several basis and without regard to whether the Company knew of, or was responsible for, the presence or disposal of these materials or whether the activities giving rise to the contamination was legal when it occurred. In addition, the presence of those substances, or the failure to properly dispose of or remove those substances, may adversely affect the Company's ability to sell or rent that property. If the Company incurs liability under these laws and regulations and if it cannot identify other parties which it can compel to contribute to its expenses and who are financially able to do so, it could have a material adverse effect on the Company's financial condition and results of operations. There can be no assurance that the Company will not be required at some future date to incur significant costs or liabilities pursuant to environmental laws, or that the Company's operations, business or assets will not be materially affected by current or future environmental laws.

The Company's transportation operations and its properties are subject to extensive and frequently-changing federal, provincial, state, municipal and local environmental laws, regulations and requirements in Canada, the United States and Mexico relating to, among other things, air emissions, the management of contaminants, including hazardous substances and other materials (including the generation, handling, storage, transportation and disposal thereof), discharges and the remediation of environmental impacts (such as the contamination of soil and water, including ground water). A risk of environmental liabilities is inherent in transportation operations, historic activities associated with such operations and the ownership, management and control of real estate.

Environmental laws may authorize, among other things, federal, provincial, state and local environmental regulatory agencies to issue orders, bring administrative or judicial actions for violations of environmental laws and regulations or to revoke or deny the renewal of a permit. Potential penalties for such violations may include, among other things, civil and criminal monetary penalties, imprisonment, permit suspension or revocation and injunctive relief. These agencies may also, among other things, revoke or deny renewal of the Company's operating permits, franchises or licenses for violations or alleged violations of environmental laws or regulations and impose environmental assessment, removal of contamination, follow up or control procedures.

**Environmental Contamination.** The Company could be subject to orders and other legal actions and procedures brought by governmental or private parties in connection with environmental contamination, emissions or discharges. If the Company is involved in a spill or other accident involving hazardous substances, if there are releases of hazardous substances the Company transports, if soil or groundwater contamination is found at the Company's current or former facilities or results from the Company's operations, or if the Company is found to be in violation of applicable laws or regulations, the Company could be subject to cleanup costs and liabilities, including substantial fines or penalties or civil and criminal liability, any of which could have a materially adverse effect on the Company's business and operating results.

**Key Personnel.** The future success of the Company will be based in large part on the quality of the Company's management and key personnel. The Company's management and key personnel possess valuable knowledge about the transportation and logistics industry and their knowledge of and relationships with the Company's key customers and vendors would be difficult to replace. The loss of key personnel could have a negative effect on the Company. There can be no assurance that the Company will be able to retain its current key personnel or, in the event of their departure, to develop or attract new personnel of equal quality.

**Dependence on Third Parties.** Certain portions of the Company's business are dependent upon the services of third-party capacity providers, including other transportation companies. For that portion of the Company's business, the Company does not own or control the transportation assets that deliver the customers' freight, and the Company does not employ the people directly involved in delivering the freight. This reliance could cause delays in reporting certain events, including recognizing revenue and claims. These third-party providers seek other freight opportunities and may require increased compensation in times of improved freight demand or tight trucking capacity. The Company's inability to secure the services of these third parties could significantly limit the Company's ability to serve its customers on competitive terms. Additionally, if the Company is unable to secure sufficient equipment or other transportation services to meet the Company's commitments to its customers or provide the Company's services on competitive terms, the Company's operating results could be materially and adversely affected. The Company's ability to secure sufficient equipment or other transportation services is affected by many risks beyond the Company's control, including equipment shortages in the transportation industry, particularly among contracted carriers, interruptions in service due to labor disputes, changes in regulations impacting transportation and changes in transportation rates.

**Loan Default.** The agreements governing the Company's indebtedness, including the Credit Facility and the Term Loan, contain certain restrictions and other covenants relating to, among other things, funded debt, distributions, liens, investments, acquisitions and dispositions outside the ordinary course of business and affiliate transactions. If the Company fails to comply with any of its financing arrangement covenants, restrictions and requirements, the Company could be in default under the relevant agreement, which could cause cross-defaults under other financing arrangements. In the event of any such default, if the Company failed to obtain replacement financing or amendments to or waivers under the applicable financing arrangement, the Company may be unable to pay dividends to its shareholders, and its lenders could cease making further advances, declare the Company's debt to be immediately due and payable, fail to renew letters of credit, impose significant restrictions and requirements on the Company's operations, institute foreclosure

procedures against their collateral, or impose significant fees and transaction costs. If debt acceleration occurs, economic conditions may make it difficult or expensive to refinance the accelerated debt or the Company may have to issue equity securities, which would dilute share ownership. Even if new financing is made available to the Company, credit may not be available to the Company on acceptable terms. A default under the Company's financing arrangements could result in a materially adverse effect on its liquidity, financial condition and results of operations. As at the date hereof, the Company is in compliance with all of its debt covenants and obligations.

**Credit Facilities.** The Company has significant ongoing capital requirements that could affect the Company's profitability if the Company is unable to generate sufficient cash from operations and/or obtain financing on favorable terms. The trucking industry and the Company's trucking operations are capital intensive, and require significant capital expenditures annually. The amount and timing of such capital expenditures depend on various factors, including anticipated freight demand and the price and availability of assets. If anticipated demand differs materially from actual usage, the Company's trucking operations may have too many or too few assets. Moreover, resource requirements vary based on customer demand, which may be subject to seasonal or general economic conditions. During periods of decreased customer demand, the Company's asset utilization may suffer, and it may be forced to sell equipment on the open market or turn in equipment under certain equipment leases in order to right size its fleet. This could cause the Company to incur losses on such sales or require payments in connection with such turn ins, particularly during times of a softer used equipment market, either of which could have a materially adverse effect on the Company's profitability.

The Company's indebtedness may increase from time to time in the future for various reasons, including fluctuations in results of operations, capital expenditures and potential acquisitions. The agreements governing the Company's indebtedness, including the Credit Facility and the Term Loan, mature on various dates, ranging from 2026 to 2043. There can be no assurance that such agreements governing the Company's indebtedness will be renewed or refinanced, or if renewed or refinanced, that the renewal or refinancing will occur on equally favorable terms to the Company. The Company's ability to pay dividends to shareholders and ability to purchase new revenue equipment may be adversely affected if the Company is not able to renew the Credit Facility or the Term Loan or arrange refinancing of any indebtedness, or if such renewal or refinancing, as the case may be, occurs on terms materially less favorable to the Company than at present. If the Company is unable to generate sufficient cash flow from operations and obtain financing on terms favorable to the Company in the future, the Company may have to limit the Company's fleet size, enter into less favorable financing arrangements or operate the Company's revenue equipment for longer periods, any of which may have a material adverse effect on the Company's operations.

The Company is subject to risk with respect to higher prices for new equipment for its trucking operations. The Company has experienced an increase in prices for new trucks in recent years, and the resale value of the trucks has not increased to the same extent. Prices have increased and may continue to increase, due to, among other reasons, (i) increases in commodity prices; (ii) U.S. government regulations applicable to newly-manufactured trucks, trailers and diesel engines; (iii) the pricing discretion of equipment manufacturers; and (iv) component and supply chain issues that limit availability of new equipment and increase prices. Increased regulation has increased the cost of the Company's new trucks and could impair equipment productivity, in some cases, resulting in lower fuel mileage, and increasing the Company's operating expenses. Further regulations with stricter emissions and efficiency requirements have been proposed that would further increase the Company's costs and impair equipment productivity. These adverse effects, combined with the uncertainty as to the reliability of the vehicles equipped with the newly designed diesel engines and the residual values realized from the disposition of these vehicles could increase the Company's costs or otherwise adversely affect the Company's business or operations as the regulations become effective. Over the past several years, some manufacturers have significantly increased new equipment prices, in part to meet new engine design and operations requirements. Furthermore, future use of autonomous trucks could increase the price of new trucks and decrease the value of used non-autonomous trucks. The Company's business could be harmed if it is unable to continue to obtain an adequate supply of new trucks and trailers for these or other reasons. As a result, the Company expects to continue to pay increased prices for equipment and incur additional expenses for the foreseeable future.

Truck and trailer vendors may reduce their manufacturing output in response to lower demand for their products in economic downturns or shortages of component parts. This could have a material adverse effect on the Company's business, financial condition, and results of operations, particularly the Company's maintenance expense and driver retention.

The Company has certain revenue equipment leases and financing arrangements with balloon payments at the end of the lease term equal to the residual value the Company is contracted to receive from certain equipment manufacturers upon sale or trade back to the manufacturers. If the Company does not purchase new equipment that triggers the trade-back obligation, or the equipment manufacturers do not pay the contracted value at the end of the lease term, the Company could be exposed to losses equal to the excess of the balloon payment owed to the lease or finance company over the proceeds from selling the equipment on the open market.

The Company has trade-in and repurchase commitments that specify, among other things, what its primary equipment vendors will pay it for disposal of a certain portion of the Company's revenue equipment. The prices the Company expects to receive under these arrangements may be higher than the prices it would receive in the open market. The Company may suffer a financial loss upon disposition of its equipment if these vendors refuse or are unable to meet their financial obligations under these agreements, it does not enter into definitive agreements that reflect favorable equipment replacement

or trade-in terms, it fails to or is unable to enter into similar arrangements in the future, or it does not purchase the number of new replacement units from the vendors required for such trade-ins.

Used equipment prices are subject to substantial fluctuations based on freight demand, supply of used trucks, availability of financing, presence of buyers for export and commodity prices for scrap metal. These and any impacts of a depressed market for used equipment could require the Company to dispose of its revenue equipment below the carrying value. This leads to losses on disposal or impairments of revenue equipment, when not otherwise protected by residual value arrangements. Deteriorations of resale prices or trades at depressed values could cause losses on disposal or impairment charges in future periods.

Difficulty in obtaining goods and services from the Company's vendors and suppliers could adversely affect its business.

The Company is dependent upon its vendors and suppliers for certain products and materials. The Company believes that it has positive vendor and supplier relationships and it is generally able to obtain acceptable pricing and other terms from such parties. If the Company fails to maintain positive relationships with its vendors and suppliers, or if its vendors and suppliers are unable to provide the products and materials it needs or undergo financial hardship, the Company could experience difficulty in obtaining needed goods and services because of production interruptions, limited material availability or other reasons. As a consequence, the Company's business and operations could be adversely affected.

**Customer and Credit Risks.** The Company provides services to clients primarily in Canada, the United States and Mexico. The concentration of credit risk to which the Company is exposed is limited due to the significant number of customers that make up its client base and their distribution across different geographic areas. Furthermore, no client accounted for more than 5% of the Company's total accounts receivable for the year ended December 31, 2024. Generally, the Company does not have long-term contracts with its major customers. Accordingly, in response to economic conditions, supply and demand factors in the industry, the Company's performance, the Company's customers' internal initiatives or other factors, the Company's customers may reduce or eliminate their use of the Company's services, or may threaten to do so in order to gain pricing and other concessions from the Company.

Economic conditions and capital markets may adversely affect the Company's customers and their ability to remain solvent. The customers' financial difficulties can negatively impact the Company's results of operations and financial condition, especially if those customers were to delay or default in payment to the Company. For certain customers, the Company has entered into multi-year contracts, and the rates the Company charges may not remain advantageous.

**Availability of Capital.** If the economic and/or the credit markets weaken, or the Company is unable to enter into acceptable financing arrangements to acquire revenue equipment, make investments and fund working capital on terms favorable to it, the Company's business, financial results and results of operations could be materially and adversely affected. The Company may need to incur additional indebtedness, reduce dividends or sell additional shares in order to accommodate these items. A decline in the credit or equity markets and any increase in volatility could make it more difficult for the Company to obtain financing and may lead to an adverse impact on the Company's profitability and operations.

**Information Systems.** The Company depends heavily on the proper functioning, availability and security of the Company's information and communication systems, including financial reporting and operating systems, in operating the Company's business. The Company's operating systems are critical to understanding customer demands, accepting and planning loads, dispatching equipment and drivers and billing and collecting for the Company's services. The Company's financial reporting system is critical to producing accurate and timely financial statements and analyzing business information to help the Company manage its business effectively. The Company receives and transmits confidential data with and among its customers, drivers, vendors, employees and service providers in the normal course of business.

The Company's operations and those of its technology and communications service providers are vulnerable to interruption by natural disasters, such as fires, storms, and floods, which may increase in frequency and severity due to climate change, as well as other events beyond the Company's control, including cybersecurity breaches and threats, such as hackers, malware and viruses, power loss, telecommunications failure, terrorist attacks and Internet failures. The Company's systems are also vulnerable to unauthorized access and viewing, misappropriation, altering or deleting of information, including customer, driver, vendor, employee and service provider information and its proprietary business information. If any of the Company's critical information systems fail, are breached or become otherwise unavailable, the Company's ability to manage its fleet efficiently, to respond to customers' requests effectively, to maintain billing and other records reliably, to maintain the confidentiality of the Company's data and to bill for services and prepare financial statements accurately or in a timely manner would be challenged. Any significant system failure, upgrade complication, cybersecurity breach or other system disruption could interrupt or delay the Company's operations, damage its reputation, cause the Company to lose customers, cause the Company to incur costs to repair its systems, pay fines or in respect of litigation or impact the Company's ability to manage its operations and report its financial performance, any of which could have a material adverse effect on the Company's business.

**Litigation.** The Company's business is subject to the risk of litigation by employees, customers, vendors, government agencies, shareholders and other parties. The outcome of litigation is difficult to assess or quantify, and the magnitude of the potential loss relating to such lawsuits may remain unknown for substantial periods of time. The cost to defend litigation may also be significant. Not all claims are covered by the Company's insurance, and there can

be no assurance that the Company's coverage limits will be adequate to cover all amounts in dispute. In the United States, where the Company has growing operations, many trucking companies have been subject to class-action lawsuits alleging violations of various federal and state wage laws regarding, among other things, employee classification, employee meal breaks, rest periods, overtime eligibility, and failure to pay for all hours worked. A number of these lawsuits have resulted in the payment of substantial settlements or damages by the defendants. The Company may at some future date be subject to such a class-action lawsuit. In addition, the Company may be subject, and has been subject in the past, to litigation resulting from trucking accidents. The number and severity of litigation claims may be worsened by distracted driving by both truck drivers and other motorists. To the extent the Company experiences claims that are uninsured, exceed the Company's coverage limits, involve significant aggregate use of the Company's self-insured retention amounts or cause increases in future funded premiums, the resulting expenses could have a material adverse effect on the Company's business, results of operations, financial condition and cash flows.

**Remote Work.** The Company has, and will continue to have, a portion of its employees that work from home full-time or under flexible work arrangements, which exposes the Company to additional cybersecurity risks. Employees working remotely may expose the Company to cybersecurity risks through: (i) unauthorized access to sensitive information as a result of increased remote access, including employees' use of Company-owned and personal devices and videoconferencing functions and applications to remotely handle, access, discuss or transmit confidential information, (ii) increased exposure to phishing and other scams as cybercriminals may, among other things, install malicious software on the Company's systems and equipment and access sensitive information, and (iii) violation of international, federal, or state-specific privacy laws. The Company believes that the increased number of employees working remotely has incrementally increased the cyber risk profile of the Company, but the Company is unable to predict the extent or impacts of those risks at this time. A significant disruption of our information technology systems, unauthorized access or a loss of confidential information, or legal claims resulting from a privacy law could have a material adverse effect on the Company.

**Internal Control.** Beginning with the year ended December 31, 2021, the Company is required, pursuant to Section 404 of the U.S. Sarbanes-Oxley Act, to furnish a report by management on the effectiveness of its internal control over financial reporting. In addition, the Company's independent registered public accounting firm must report on its evaluation of the Company's internal control over financial reporting. The Company reported material weaknesses as of December 31, 2021 which were remediated in 2022 such that the 2022 evaluation of internal controls over financial reporting were effective. If the Company fails to comply with Section 404 of the Sarbanes-Oxley Act and does not maintain effective internal controls in the future, it could result in a material misstatement of the Company's financial statements, which could cause investors to lose confidence in the Company's financial statements and cause the trading price of the Common Shares to decline.

**Material Transactions.** The Company has acquired numerous companies pursuant to its acquisition strategy and, in addition, has sold business units. The Company buys and sells business units in the normal course of its business. Accordingly, at any given time, the Company may consider, or be in the process of negotiating, a number of potential acquisitions and dispositions, some of which may be material in size. In connection with such potential transactions, the Company regularly enters into non-disclosure or confidentiality agreements, indicative term sheets, non-binding letters of intent and other similar agreements with potential sellers and buyers, and conducts extensive due diligence as applicable. These potential transactions may relate to some or all of the Company's three reportable segments, that is, LTL, TL, and Logistics. The Company's active acquisition and disposition strategy requires a significant amount of management time and resources. Although the Company complies with its disclosure obligations under applicable securities laws, the announcement of any material transaction by the Company (or rumors thereof, even if unfounded) could result in volatility in the market price and trading volume of the Common Shares. Further, the Company cannot predict the reaction of the market, or of the Company's stakeholders, customers or competitors, to the announcement of any such material transaction or to rumors thereof.

**Dividends and Share Repurchases.** The payment of future dividends and the amount thereof is uncertain and is at the sole discretion of the Board of Directors of the Company and is considered each quarter. The payment of dividends is dependent upon, among other things, operating cash flow generated by the Company, its financial requirements for operations, the execution of its growth strategy and the satisfaction of solvency tests imposed by the Canada Business Corporations Act for the declaration and payment of dividends. Similarly, any future repurchase of shares by the Company is at the sole discretion of the Board of Directors and is dependent on the factors described above. Any future repurchase of shares by the Company is uncertain.

**Attention on Environmental, Social and Governance (ESG) Matters.** Companies are facing increasing attention from stakeholders relating to ESG matters, including environmental stewardship, social responsibility, and diversity and inclusion. Organizations that provide information to investors on corporate governance and related matters have developed ratings processes for evaluating companies on their approach to ESG matters. Such ratings are used by some investors to inform their investment and voting decisions. Unfavorable ESG ratings may lead to negative sentiment toward the Company, which could have a negative impact on the Company's stock price.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of the financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions about future events. These estimates and the underlying assumptions affect the reported amounts of assets and liabilities, the disclosures about contingent assets and liabilities, and the reported amounts of revenues and expenses. Such estimates include establishing the fair value of intangible assets related to business combinations, determining estimates and assumptions related to impairment tests for goodwill, determining estimates and assumptions related to the accrued benefit obligation, and determining estimates and assumptions related to the evaluation of provisions for self-insurance and litigations. These estimates and assumptions are based on management's best estimates and judgments. Key drivers in critical estimates are as follows:

### Fair value of intangible assets and land and building related to business combinations

- Projected future cash flows
- Acquisition specific discount rate
- Attrition rate established from historical trends
- Market capitalization rates

### Accrued benefit obligation

- Discount rates
- Salary growth
- Mortality tables

### Self-Insurance and litigations

- Historical claim experience, severity factors affecting the amounts ultimately paid, and current and expected levels of cost per claims

Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. Management adjusts such estimates and assumptions when facts and circumstances dictate. Actual results could differ from these estimates. Changes in those estimates and assumptions resulting from changes in the economic environment will be reflected in the financial statements of future periods.

## CHANGES IN ACCOUNTING POLICIES

### Adopted during the period

No new standards have been adopted in the current year.

### To be adopted in future periods

The following new standards and amendments to standards are not yet effective for the year ended December 31, 2025, and have not been applied in preparing the audited consolidated financial statements:

Presentation and Disclosure in Financial Statements (IFRS 18)

Further information can be found in note 3 of the March 31, 2025, unaudited condensed consolidated interim financial statements.

## CONTROLS AND PROCEDURES

In compliance with the provisions of Canadian Securities Administrators' National Instrument 52-109 and the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Company has filed certificates signed by the President and Chief Executive Officer ("CEO") and by the Chief Financial Officer ("CFO") that, among other things, report on:

- their responsibility for establishing and maintaining disclosure controls and procedures and internal control over financial reporting for the Company; and
- the design of disclosure controls and procedures and the design of internal controls over financial reporting.

### **Disclosure controls and procedures**

The President and Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), have designed disclosure controls and procedures (as defined in National Instrument 52-109 and Rule 13a-15(e) and 15d-15(e) under the Exchange Act), or have caused them to be designed under their supervision, in order to provide reasonable assurance that:

- material information relating to the Company is made known to the CEO and CFO by others; and
- information required to be disclosed by the Company in its filings, under applicable securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

As at March 31, 2025, an evaluation was carried out under the supervision of the CEO and CFO, of the design of the Company's disclosure controls and procedures. Based on this evaluation, the CEO and CFO concluded that the Company's disclosure controls and procedures were appropriately designed as at March 31, 2025.

### **Management's Annual Report on Internal Controls over Financial Reporting**

The CEO and CFO have also designed internal control over financial reporting (as defined in National Instrument 52-109 and Rules 13a-15(f) and 15d-15(f) under the Exchange Act), or have caused them to be designed under their supervision, in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

As at December 31, 2024, an evaluation was carried out, under the supervision of the CEO and the CFO, of the effectiveness of the Company's internal control over financial reporting. Based on this evaluation, the CEO and the CFO concluded that the Company's internal control over financial reporting were appropriately designed and operating effectively as at December 31, 2024. The control framework used to design the Company's internal controls over financial reporting is based on the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) on Internal Control – Integrated Framework (2013 framework).

The Company's internal controls over financial reporting as of December 31, 2024 has been audited by KPMG LLP, the Company's registered public accounting firm that audited the consolidated financial statements and is included with the Company's consolidated financial statements. KPMG LLP has concluded the Company has maintained effective internal control over financial reporting as of December 31, 2024.

#### *Limitation on scope of design*

As permitted under the relevant securities rules, the Company has limited the scope of its evaluation of disclosure controls and procedures and internal control over financial reporting to exclude controls, policies and procedures of Daseke as it was not acquired more than 365 days before the end of the financial period to which the CEO and CFO certificates relate. For the three months ended March 31, 2025, Daseke constituted 16.3% of current assets, 19.8% of long term assets, 7.0% of current liabilities, 13.0% of long term liabilities, 15.1% of revenue, and 5.0% of net income included in the condensed consolidated interim financial statements of the Company as of and for the three months ended March 31, 2025.

The Company is required to and will include Daseke in its disclosure controls and procedures and internal controls over financial reporting beginning in the second quarter of 2025.

### **Changes in internal controls over financial reporting**

No changes were made to the Company's internal controls over financial reporting during the quarter ended March 31, 2025, that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.



## CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the first quarter ended  
March 31, 2025

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**TFI International Inc.**
**CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**
**(UNAUDITED)**

(in thousands of U.S. dollars)	Note	As at March 31, 2025	As at December 31, 2024*
<b>Assets</b>			
Cash and cash equivalents		16,433	-
Trade and other receivables		956,510	927,654
Inventoried supplies		17,187	17,962
Current taxes recoverable		14,561	11,996
Prepaid expenses		72,556	65,810
Assets held for sale		3,368	13,627
<b>Current assets</b>		<b>1,080,615</b>	<b>1,037,049</b>
Property and equipment	7	2,832,009	2,891,087
Right-of-use assets	8	516,911	536,748
Intangible assets	9	2,634,214	2,642,933
Investments	10	23,962	22,097
Other assets		21,329	22,188
Deferred tax assets		7,915	13,724
<b>Non-current assets</b>		<b>6,036,340</b>	<b>6,128,777</b>
<b>Total assets</b>		<b>7,116,955</b>	<b>7,165,826</b>
<b>Liabilities</b>			
Bank indebtedness		-	6,777
Trade and other payables		677,131	639,190
Current taxes payable		17,456	11,995
Provisions	14	97,822	99,540
Other financial liabilities		12,604	15,220
Long-term debt	11	90,623	93,453
Lease liabilities	12	149,841	152,449
<b>Current liabilities</b>		<b>1,045,477</b>	<b>1,018,624</b>
Long-term debt	11	2,309,270	2,309,428
Lease liabilities	12	405,162	421,213
Employee benefits		67,575	70,456
Provisions	14	161,790	159,936
Other financial liabilities		1,488	4,466
Deferred tax liabilities		494,933	508,428
<b>Non-current liabilities</b>		<b>3,440,218</b>	<b>3,473,927</b>
<b>Total liabilities</b>		<b>4,485,695</b>	<b>4,492,551</b>
<b>Equity</b>			
Share capital	15	1,142,125	1,135,500
Contributed surplus	15, 17	21,272	30,971
Accumulated other comprehensive loss		(324,330)	(331,903)
Retained earnings		1,792,193	1,838,707
<b>Total equity</b>		<b>2,631,260</b>	<b>2,673,275</b>
Contingencies, letters of credit and other commitments	21		
Subsequent events	22		
<b>Total liabilities and equity</b>		<b>7,116,955</b>	<b>7,165,826</b>

\* Recast for adjustments to provisional amounts of Daseke prior year's business combination (see note 5b))

The notes on pages 6 to 21 are an integral part of these condensed consolidated interim financial statements.

**TFI International Inc.**
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
(UNAUDITED)**

(In thousands of U.S. dollars, except per share amounts)	Note	Three months ended March 31, 2025	Three months ended March 31, 2024
Revenue		1,714,493	1,611,501
Fuel surcharge		249,894	259,314
<b>Total revenue</b>		<b>1,964,387</b>	<b>1,870,815</b>
Materials and services expenses	18	989,000	938,808
Personnel expenses		607,445	562,580
Other operating expenses		112,310	104,858
Depreciation of property and equipment	7	87,891	64,491
Depreciation of right-of-use assets	8	41,927	35,302
Amortization of intangible assets	9	21,475	17,216
Gain on sale of rolling stock and equipment		(3,257)	(3,811)
(Gain) loss on derecognition of right-of-use assets		(73)	30
Gain, net of impairment, on sale of assets held for sale		(6,974)	(215)
<b>Total operating expenses</b>		<b>1,849,744</b>	<b>1,719,259</b>
<b>Operating income</b>		<b>114,643</b>	<b>151,556</b>
Finance (income) costs			
Finance income	19	(228)	(5,152)
Finance costs	19	40,537	32,481
<b>Net finance costs</b>		<b>40,309</b>	<b>27,329</b>
Income before income tax		74,334	124,227
Income tax expense	20	18,302	31,380
<b>Net income</b>		<b>56,032</b>	<b>92,847</b>
Earnings per share			
Basic earnings per share	16	0.67	1.10
Diluted earnings per share	16	0.66	1.09

The notes on pages 6 to 21 are an integral part of these condensed consolidated interim financial statements.

**TFI International Inc.****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(UNAUDITED)**

(In thousands of U.S. dollars)	Three months ended March 31, 2025	Three months ended March 31, 2024
<b>Net income</b>	<b>56,032</b>	92,847
Other comprehensive income (loss)		
Items that may be reclassified to income or loss in future periods:		
Foreign currency translation differences	(838)	603
Net investment hedge, net of tax	11,021	(36,086)
Items directly reclassified to retained earnings:		
Unrealized loss on investments in equity securities measured at fair value through OCI, net of tax	(2,610)	(7,516)
<b>Other comprehensive income (loss), net of tax</b>	<b>7,573</b>	(42,999)
<b>Total comprehensive income</b>	<b>63,605</b>	49,848

The notes on pages 6 to 21 are an integral part of these condensed consolidated interim financial statements.

# TFI International Inc.

## CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY PERIODS ENDED MARCH 31, 2025 AND 2024 (UNAUDITED)

(In thousands of U.S. dollars)

	Note	Share capital	Contributed surplus	Accumulated foreign currency translation differences & net investment hedge	Accumulated unrealized gain (loss) on investments in equity securities	Retained earnings	Total equity attributable to owners of the Company
Balance as at December 31, 2024		<b>1,135,500</b>	<b>30,971</b>	<b>(330,710)</b>	<b>(1,193)</b>	<b>1,838,707</b>	<b>2,673,275</b>
Net income		-	-	-	-	<b>56,032</b>	<b>56,032</b>
Other comprehensive loss, net of tax		-	-	<b>10,183</b>	<b>(2,610)</b>	-	<b>7,573</b>
Total comprehensive income (loss)		-	-	<b>10,183</b>	<b>(2,610)</b>	<b>56,032</b>	<b>63,605</b>
Share-based payment transactions, net of tax	17	-	<b>2,789</b>	-	-	-	<b>2,789</b>
Stock options exercised, net of tax	15, 17	<b>2,888</b>	<b>(458)</b>	-	-	-	<b>2,430</b>
Dividends to owners of the Company	15	-	-	-	-	<b>(37,505)</b>	<b>(37,505)</b>
Repurchase of own shares	15	<b>(5,593)</b>	-	-	-	<b>(50,579)</b>	<b>(56,172)</b>
Net settlement of restricted share units and performance share units, net of tax	15, 17	<b>9,330</b>	<b>(12,030)</b>	-	-	<b>(14,462)</b>	<b>(17,162)</b>
Total transactions with owners, recorded directly in equity		<b>6,625</b>	<b>(9,699)</b>	-	-	<b>(102,546)</b>	<b>(105,620)</b>
Balance as at March 31, 2025		<b>1,142,125</b>	<b>21,272</b>	<b>(320,527)</b>	<b>(3,803)</b>	<b>1,792,193</b>	<b>2,631,260</b>
Balance as at December 31, 2023		1,107,290	37,684	(200,296)	(243)	1,646,975	2,591,410
Net income		-	-	-	-	92,847	92,847
Other comprehensive income, net of tax		-	-	(35,483)	(7,516)	-	(42,999)
Realized loss on equity securities, net of tax		-	-	-	8,231	(8,231)	-
Total comprehensive (loss) income		-	-	(35,483)	715	84,616	49,848
Share-based payment transactions, net of tax	17	-	5,030	-	-	-	5,030
Stock options exercised, net of tax	15, 17	3,413	(712)	-	-	-	2,701
Dividends to owners of the Company	15	-	-	-	-	(33,823)	(33,823)
Net settlement of restricted share units and performance share units, net of tax	15, 17	16,852	(15,407)	-	-	(29,167)	(27,722)
Total transactions with owners, recorded directly in equity		20,265	(11,089)	-	-	(62,990)	(53,814)
Balance as at March 31, 2024		1,127,555	26,595	(235,779)	472	1,668,601	2,587,444

The notes on pages 6 to 21 are an integral part of these condensed consolidated interim financial statements.

**TFI International Inc.**
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNDAUDITED)**

(In thousands of U.S. dollars)	Note	Three months ended March 31, 2025	Three months ended March 31, 2024
<b>Cash flows from operating activities</b>			
Net income		56,032	92,847
Adjustments for:			
Depreciation of property and equipment	7	87,891	64,491
Depreciation of right-of-use assets	8	41,927	35,302
Amortization of intangible assets	9	21,475	17,216
Share-based payment transactions	17	3,145	2,788
Net finance costs	19	40,309	27,329
Income tax expense	20	18,302	31,380
Gain on sale of property and equipment		(3,257)	(3,811)
(Gain) loss on derecognition of right-of-use assets		(73)	30
Gain, net of impairment, on sale of assets held for sale		(6,974)	(215)
Employee benefits		(3,394)	10,649
Provisions, net of payments		27	3,095
Net change in non-cash operating working capital	6	2,066	(34,994)
Interest paid		(39,101)	(25,899)
Income tax paid		(24,817)	(19,519)
<b>Net cash from operating activities</b>		<b>193,558</b>	<b>200,689</b>
<b>Cash flows used in investing activities</b>			
Purchases of property and equipment	7	(34,511)	(77,539)
Proceeds from sale of property and equipment		15,787	12,770
Proceeds from sale of assets held for sale		16,894	1,243
Purchases of intangible assets	9	(6,199)	(462)
Business combinations, net of cash acquired		2,247	(108,961)
Purchases of investments		(4,755)	-
Proceeds from sale of investments		-	19,068
Others		861	902
<b>Net cash used in investing activities</b>		<b>(9,676)</b>	<b>(152,979)</b>
<b>Cash flows (used in) from financing activities</b>			
Net decrease in bank indebtedness		(6,777)	-
Proceeds from long-term debt	11	-	500,000
Repayment of long-term debt	11	(48,592)	(8,197)
Net increase in revolving facilities	11	43,230	115,934
Repayment of lease liabilities	12	(40,870)	(34,576)
Decrease of other financial liabilities		(5,646)	(2,850)
Dividends paid		(38,190)	(33,632)
Repurchase of own shares	15	(56,172)	-
Proceeds from exercise of stock options	15	2,430	2,701
Share repurchase for settlement of restricted share units and performance share units		(16,774)	(27,722)
<b>Net cash (used in) from financing activities</b>		<b>(167,361)</b>	<b>511,658</b>
<b>Net change in cash and cash equivalents</b>		<b>16,521</b>	<b>559,368</b>
Cash and cash equivalents, beginning of period		-	335,556
Effect of movements in exchange rates on cash and cash equivalents		(88)	7,448
<b>Cash and cash equivalents, end of period</b>		<b>16,433</b>	<b>902,372</b>

The notes on pages 6 to 21 are an integral part of these condensed consolidated interim financial statements.

**1. Reporting entity**

TFI International Inc. (the "Company") is incorporated under the *Canada Business Corporations Act*, and is a company domiciled in Canada. The address of the Company's registered office is 8801 Trans-Canada Highway, Suite 500, Montreal, Quebec, H4S 1Z6.

The condensed consolidated interim financial statements of the Company as at and for the three months ended March 31, 2025 and 2024 comprise the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities").

The Group is involved in the provision of transportation and logistics services across the United States, Canada and Mexico.

**2. Basis of preparation****a) Statement of compliance**

These condensed consolidated interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting of International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These condensed consolidated interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the most recent annual consolidated financial statements of the Group.

These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on April 23, 2025.

**b) Basis of measurement**

These condensed consolidated interim financial statements have been prepared on the historical cost basis except for the following material items in the statements of financial position:

- investment in equity securities, derivative financial instruments and contingent considerations are measured at fair value;
- liabilities for cash-settled share-based payment arrangements are measured at fair value in accordance with IFRS 2;
- the defined benefit pension plan liability is recognized as the net total of the present value of the defined benefit obligation less the fair value of the plan assets; and
- assets and liabilities acquired in business combinations are measured at fair value at acquisition date.

These condensed consolidated interim financial statements are expressed in U.S. dollars, except where otherwise indicated.

**c) Seasonality of interim operations**

The activities conducted by the Group are subject to general demand for freight transportation. Historically, demand has been relatively stable with the first quarter being generally the weakest in terms of demand. Furthermore, during the harsh winter months, fuel consumption and maintenance costs tend to rise. Consequently, the results of operations for the interim period are not necessarily indicative of the results of operations for the full year.

**d) Functional and presentation currency**

The Company's condensed consolidated interim financial statements are presented in U.S. dollars ("U.S. dollars" or "USD").

The Company's functional currency is the Canadian dollar ("CAD" or "CDN\$"). Translation gains and losses from the application of the U.S. dollar as the presentation currency while the Canadian dollar is the functional currency are included as part of the accumulated foreign currency translation differences and net investment hedge.

All financial information presented in U.S. dollars has been rounded to the nearest thousand.

**d) Use of estimates and judgments**

The preparation of the accompanying financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions about future events. These estimates and the underlying assumptions affect the reported amounts of assets and liabilities, the disclosures about contingent assets and liabilities, and the reported amounts of revenues and expenses. Such estimates include the valuation of goodwill and intangible assets, the measurement of identified assets and liabilities acquired in business combinations, income tax provisions, defined benefit obligation and the self-insurance and other provisions and contingencies. These estimates and assumptions are based on management's best estimates and judgments.

Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. Management adjusts such estimates and assumptions when facts and circumstances dictate. Actual results could differ from these estimates. Changes in those estimates and assumptions resulting from changes in the economic environment will be reflected in the financial statements of future periods.

In preparing these condensed consolidated interim financial statements, the significant judgments made by management applying the Group's accounting policies and the key sources of estimation uncertainty are the same as those applied and described in the Group's 2024 annual consolidated financial statements.

### **3. Material accounting policies**

The accounting policies described in the Group's 2024 annual consolidated financial statements have been applied consistently to all periods presented in these condensed consolidated interim financial statements, unless otherwise indicated in note 3. The accounting policies have been applied consistently by Group entities.

#### **New standards and interpretations not yet adopted**

The following new standards are not yet effective, and have not been applied in preparing these condensed consolidated interim financial statements:

##### *Presentation and Disclosure in Financial Statements – IFRS 18*

On April 9, 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements to improve reporting of financial performance. IFRS 18 replaces IAS 1 Presentation of Financial Statements. It carries forward many requirements from IAS 1 unchanged. IFRS 18 applies for annual reporting periods beginning on or after January 1, 2027. Earlier application is permitted.

The new Accounting Standard introduces significant changes to the structure of a company's income statement, more discipline and transparency in presentation of management's own performance measures (commonly referred to as 'non-GAAP measures,') and less aggregation of items into large, single numbers. The main impacts of the new Accounting Standard include:

- introducing a newly defined 'operating profit' subtotal and a requirement for all income and expenses to be allocated between three new distinct categories based on a company's main business activities (i.e. operating, investing and financing);
- requiring disclosure about management performance measures (MPMs); and
- adding new principles for aggregation and disaggregation of information

The extent of the impact of adoption of the amendments has not yet been determined.

**4. Segment reporting**

The Group operates within the transportation and logistics industry in the United States, Canada and Mexico in different reportable segments, as described below. The reportable segments are managed independently as they require different technology and capital resources. For each of the operating segments, the Group’s CEO reviews internal management reports.

In the second quarter of fiscal 2024, it was determined that Package and Courier operating segment should be aggregated with the Canadian Less-Than-Truckload and U.S. Less-Than-Truckload operating segments, forming the Less-Than-Truckload reportable segment. Comparative information has been recast to be consistent with current reportable segments.

The following summary describes the operations in each of the Group’s reportable segments:

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Less-Than-Truckload <sup>(a)</sup> :	Pickup, consolidation, transport and delivery of smaller loads.
Truckload <sup>(b)</sup> :	Full loads carried directly from the customer to the destination using a closed van or specialized equipment to meet customers’ specific needs. Includes expedited transportation, flatbed, tank, container and dedicated services.
Logistics:	Asset-light logistics services, including brokerage, freight forwarding and transportation management, as well as small package parcel delivery.

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(a) The Less-Than-Truckload reporting segment represents the aggregation of the Canadian Less-Than-Truckload, U.S. Less-Than-Truckload and Package and Courier operating segments. The aggregation of the segment was analyzed using management’s judgment in accordance with IFRS 8. The operating segments were determined to be similar, amongst others, with respect to the nature of services offered and the methods used to distribute their services. Additionally, they have similar economic characteristics with respect to long-term expected gross margin, levels of capital invested and market place trends.

(b) The Truckload reporting segment represents the aggregation of the Canadian Conventional Truckload and Specialized Truckload operating segments. The aggregation of the segment was analyzed using management’s judgment in accordance with IFRS 8. The operating segments were determined to be similar, amongst others, with respect to the nature of services offered and the methods used to distribute their services. Additionally, they have similar economic characteristics with respect to long-term expected gross margin, levels of capital invested and market place trends.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment operating income or loss. This measure is included in the internal management reports that are reviewed by the Group’s CEO and refers to “Operating income” in the consolidated statements of income. Segment operating income or loss is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

	Less- Than- Truckload <sup>(2)</sup>	Truckload	Logistics	Corporate	Eliminations <sup>(2)</sup>	Total
<b>Three months ended March 31, 2025</b>						
Revenue <sup>(1)</sup>	678,950	662,855	384,948	-	(12,260)	1,714,493
Fuel surcharge <sup>(1)</sup>	136,794	94,913	20,737	-	(2,550)	249,894
Total revenue <sup>(1)</sup>	815,744	757,768	405,685	-	(14,810)	1,964,387
Operating income (loss)	47,123	48,778	31,233	(12,491)	-	114,643
Selected items:						
Materials and services expenses	338,759	404,848	272,314	(12,111)	(14,810)	989,000
Personnel expenses	323,540	202,203	61,355	20,347	-	607,445
Other operating expenses	55,555	28,056	24,968	3,731	-	112,310
Depreciation and amortization	50,596	84,371	15,802	524	-	151,293
Gain (loss), net of impairment on sale of assets held for sale	(47)	7,021	-	-	-	6,974
Intangible assets	401,152	1,502,828	727,812	2,422	-	2,634,214
Total assets	2,588,436	3,365,271	1,084,020	79,228	-	7,116,955
Total liabilities	781,602	821,229	334,249	2,548,733	(118)	4,485,695
Additions to property and equipment	11,121	22,840	68	-	-	34,029
<b>Three months ended March 31, 2024<sup>(2)</sup></b>						
Revenue <sup>(1)</sup>	783,520	397,732	441,905	-	(11,656)	1,611,501
Fuel surcharge <sup>(1)</sup>	163,245	71,863	26,704	-	(2,498)	259,314
Total revenue <sup>(1)</sup>	946,765	469,595	468,609	-	(14,154)	1,870,815
Operating income (loss)	85,030	41,464	40,182	(15,120)	-	151,556
Selected items:						
Materials and services expenses	402,691	238,367	316,672	(4,768)	(14,154)	938,808
Personnel expenses	347,260	128,692	71,176	15,452	-	562,580
Other operating expenses	60,189	15,064	25,361	4,244	-	104,858
Depreciation and amortization	52,604	48,946	15,267	192	-	117,009
Gain, net of impairment on sale of assets held for sale	213	(34)	36	-	-	215
Intangible assets	428,823	882,191	764,566	64	-	2,075,644
Total assets	2,779,647	2,029,418	1,115,933	975,874	-	6,900,872
Total liabilities	863,045	472,866	321,933	2,655,709	(125)	4,313,428
Additions to property and equipment	54,886	21,772	728	153	-	77,539

<sup>(1)</sup> Includes intersegment revenue and intersegment fuel surcharge, which are eliminated in the consolidated results and are not disclosed by reportable segment due to the non-material amounts.

<sup>(2)</sup> Recast for changes in aggregation. Specifically, "Package and Courier" was presented separately in previous years is now aggregated within "Less-Than-Truckload". The remaining amounts remain the same, except for resultant changes to the Eliminations.

**Geographical information**

Revenue is attributed to geographical locations based on the origin of service's location.

	Less- Than- Truckload <sup>(1)</sup>	Truckload	Logistics	Eliminations <sup>(1)</sup>	Total
<b>Three months ended March 31, 2025</b>					
Canada	264,780	283,218	60,240	(7,995)	600,243
United States	550,964	474,550	345,445	(6,815)	1,364,144
<b>Total</b>	<b>815,744</b>	<b>757,768</b>	<b>405,685</b>	<b>(14,810)</b>	<b>1,964,387</b>

 Three months ended March 31, 2024<sup>(1)</sup>

Canada	277,189	274,500	62,295	(8,176)	605,808
United States	669,576	195,095	406,314	(5,978)	1,265,007
<b>Total</b>	<b>946,765</b>	<b>469,595</b>	<b>468,609</b>	<b>(14,154)</b>	<b>1,870,815</b>

<sup>(1)</sup> Recast for changes in aggregation. Specifically, "Package and Courier" was presented separately in previous years is now aggregated within "Less-Than-Truckload". The remaining amounts remain the same, except for resultant changes to the Eliminations.

Segment assets are based on the geographical location of the assets.

	As at March 31, 2025	As at December 31, 2024*
Property and equipment, right-of-use assets and intangible assets		
Canada	2,195,750	2,213,562
United States	3,787,384	3,857,206
	<b>5,983,134</b>	<b>6,070,768</b>

\* Recast for adjustments to provisional amounts of Daseke prior year's business combination (see note 5b))

**5. Business combinations**
**a) Business combinations**

The Group acquired no businesses during 2025.

**b) Adjustment to the provisional amounts of the prior year's for Daseke business combination**

The 2024 annual consolidated financial statements included details of the Group's business combinations and set out provisional fair values relating to the consideration and net assets of Daseke. This acquisition was accounted for under the provisions of IFRS 3.

As required by IFRS 3, the provisional fair values have been reassessed in the first quarter in light of information which existed at the acquisition date and was obtained during the measurement period following the acquisition. Consequently, the fair value of certain assets acquired, and liabilities assumed of Daseke have been adjusted retrospective to the date of acquisition as follows:

	<b>Dec. 31 2024 Provisional fair value</b>	<b>Q1-2025 Measurement period adjustments</b>	<b>Reassessed fair value</b>
Cash and cash equivalents	46,242	-	46,242
Trade and other receivables	173,389	-	173,389
Inventoried supplies and prepaid expenses	20,997	-	20,997
Property and equipment	523,892	-	523,892
Right-of-use assets	107,676	-	107,676
Intangible assets	202,290	-	202,290
Other assets	3,093	-	3,093
Trade and other payables	(102,133)	-	(102,133)
Income tax receivable	8,669	(3,006)	5,663
Employee benefits	(194)	-	(194)
Provisions	(57,923)	(29,793)	(87,716)
Other non-current liabilities	(213)	-	(213)
Long-term debt	(314,670)	-	(314,670)
Lease liabilities	(107,676)	-	(107,676)
Deferred tax liabilities	(125,796)	12,817	(112,979)
<b>Total identifiable net assets</b>	<b>377,643</b>	<b>(19,982)</b>	<b>357,661</b>
<b>Total consideration transferred</b>	<b>816,958</b>	<b>-</b>	<b>816,958</b>
<b>Goodwill</b>	<b>439,315</b>	<b>19,982</b>	<b>459,297</b>
Cash	816,958	-	816,958
Contingent consideration	-	-	-
<b>Total consideration transferred</b>	<b>816,958</b>	<b>-</b>	<b>816,958</b>

**c) Contingent consideration**

The contingent consideration balance at March 31, 2025 is \$3.6 million (December 31, 2024 - \$7.8 million) and is presented in other financial liabilities on the consolidated statements of financial position.

**d) Adjustment to the provisional amounts of prior year's non-material business combinations**

The 2024 annual consolidated financial statements included details of the Group's business combinations and set out provisional fair values relating to the consideration paid and net assets acquired of various non-material acquisitions. These acquisitions were accounted for under the provisions of IFRS 3.

As required by IFRS 3, the provisional fair values have been reassessed in light of information which existed at the acquisition date and was obtained during the measurement period following the acquisitions. Consequently, the fair value of certain assets acquired, and liabilities assumed of the non-material acquisitions in fiscal 2024 have been adjusted and finalized in 2025. No material adjustments were required to the provisional fair values for these prior year's business combinations.

**6. Additional cash flow information**

*Net change in non-cash operating working capital*

	<b>Three months ended March 31, 2025</b>	<b>Three months ended March 31, 2024</b>
Trade and other receivables	<b>(29,644)</b>	(20,229)
Inventoried supplies	<b>817</b>	747
Prepaid expenses	<b>(7,563)</b>	(4,723)
Trade and other payables	<b>38,456</b>	(10,789)
	<b>2,066</b>	(34,994)

**7. Property and equipment**

	Note	Land and buildings	Rolling stock	Equipment	Total
<b>Cost</b>					
Balance at December 31, 2024		1,492,078	2,243,864	196,508	<b>3,932,450</b>
Additions through business combinations		-	1,168	-	<b>1,168</b>
Other additions		6,809	23,520	3,700	<b>34,029</b>
Disposals		(863)	(37,688)	(1,891)	<b>(40,442)</b>
Reclassification from assets held for sale		-	3,509	-	<b>3,509</b>
Effect of movements in exchange rates		3,218	5,556	1,083	<b>9,857</b>
<b>Balance at March 31, 2025</b>		<b>1,501,242</b>	<b>2,239,929</b>	<b>199,400</b>	<b>3,940,571</b>
<b>Accumulated Depreciation</b>					
Balance at December 31, 2024		116,762	807,089	117,512	<b>1,041,363</b>
Depreciation		6,423	77,212	4,256	<b>87,891</b>
Disposals		(863)	(25,263)	(1,786)	<b>(27,912)</b>
Reclassification from assets held for sale		-	3,167	-	<b>3,167</b>
Effect of movements in exchange rates		468	2,826	759	<b>4,053</b>
<b>Balance at March 31, 2025</b>		<b>122,790</b>	<b>865,031</b>	<b>120,741</b>	<b>1,108,562</b>
<b>Net carrying amounts</b>					
At December 31, 2024		1,375,316	1,436,775	78,996	2,891,087
<b>At March 31, 2025</b>		<b>1,378,452</b>	<b>1,374,898</b>	<b>78,659</b>	<b>2,832,009</b>

As at March 31, 2025, there are no amounts included in trade and other payables for the purchases of property and equipment (December 31, 2024 – \$0.5 million).

**8. Right-of-use assets**

	Note	Land and buildings	Rolling stock	Equipment	Total
<b>Cost</b>					
Balance at December 31, 2024		700,985	331,892	5,469	<b>1,038,346</b>
Other additions		6,343	19,156	426	<b>25,925</b>
Derecognition*		(9,349)	(16,114)	(2,262)	<b>(27,725)</b>
Effect of movements in exchange rates		2,980	1,627	8	<b>4,615</b>
<b>Balance at March 31, 2025</b>		<b>700,959</b>	<b>336,561</b>	<b>3,641</b>	<b>1,041,161</b>
<b>Depreciation</b>					
Balance at December 31, 2024		361,161	137,667	2,770	<b>501,598</b>
Depreciation		21,774	20,002	151	<b>41,927</b>
Derecognition*		(8,614)	(12,073)	(1,003)	<b>(21,690)</b>
Effect of movements in exchange rates		1,773	635	7	<b>2,415</b>
<b>Balance at March 31, 2025</b>		<b>376,094</b>	<b>146,231</b>	<b>1,925</b>	<b>524,250</b>
<b>Net carrying amounts</b>					
At December 31, 2024		339,824	194,225	2,699	536,748
<b>At March 31, 2025</b>		<b>324,865</b>	<b>190,330</b>	<b>1,716</b>	<b>516,911</b>

\* Derecognized right-of-use assets include negotiated asset purchases and extinguishments resulting from accidents as well as fully amortized or end of term right-of-use assets.

**9. Intangible assets**

	Note	Other intangible assets				Total	
		Goodwill	Customer relationships	Trademarks and other	Non-compete agreements		Information technology
<b>Cost</b>							
Balance at December 31, 2024*		2,016,791	885,556	152,386	24,255	41,539	<b>3,120,527</b>
Additions through business combinations		(738)	-	-	-	-	<b>(738)</b>
Other additions		-	-	-	2,173	4,026	<b>6,199</b>
Extinguishments		-	-	-	-	(6,890)	<b>(6,890)</b>
Effect of movements in exchange rates		6,397	2,047	187	107	107	<b>8,845</b>
<b>Balance at March 31, 2025</b>		<b>2,022,450</b>	<b>887,603</b>	<b>152,573</b>	<b>26,535</b>	<b>38,782</b>	<b>3,127,943</b>
<b>Amortization and impairment losses</b>							
Balance at December 31, 2024		75,201	336,134	28,164	13,648	24,447	<b>477,594</b>
Amortization		-	15,631	2,376	993	2,475	<b>21,475</b>
Extinguishments		-	-	-	-	(6,890)	<b>(6,890)</b>
Effect of movements in exchange rates		287	1,028	70	52	113	<b>1,550</b>
<b>Balance at March 31, 2025</b>		<b>75,488</b>	<b>352,793</b>	<b>30,610</b>	<b>14,693</b>	<b>20,145</b>	<b>493,729</b>
<b>Net carrying amounts</b>							
At December 31, 2024*		1,941,590	549,422	124,222	10,607	17,092	2,642,933
<b>At March 31, 2025</b>		<b>1,946,962</b>	<b>534,810</b>	<b>121,963</b>	<b>11,842</b>	<b>18,637</b>	<b>2,634,214</b>

\* Recast for adjustments to provisional amounts of Daseke prior year's business combination (see note 5b)

**10. Investments**

	As at March 31, 2025	As at December 31, 2024
Level 1 investments	6,443	4,669
Level 2 investments	4,276	4,276
Level 3 investments	13,243	13,152
	<b>23,962</b>	<b>22,097</b>

The Group elected to designate all of its investments at fair value through OCI.

During the three months ended March 31, 2024, the Group sold Level 1 investments for proceeds of \$19.1 million resulting in a realized loss, net of tax, of \$7.2 million on equity securities transferred from OCI to retained earnings.

**11. Long-term debt**

	As at March 31, 2025	As at December 31, 2024
<b>Non-current liabilities</b>		
Unsecured revolving facilities	320,341	275,054
Unsecured term loan	174,682	199,609
Unsecured senior notes	1,652,802	1,652,742
Conditional sales contracts	157,567	178,052
Other long-term debt	3,878	3,971
	<b>2,309,270</b>	<b>2,309,428</b>
<b>Current liabilities</b>		
Current portion of conditional sales contracts	90,255	93,087
Current portion of other long-term debt	368	366
	<b>90,623</b>	<b>93,453</b>

The table below summarizes changes to the long-term debt:

	Note	Three months ended March 31, 2025	Three months ended March 31, 2024
Balance at beginning of period		2,402,881	1,884,182
Proceeds from long-term debt		-	500,000
Repayment of long-term debt		(48,592)	(8,197)
Net increase in revolving facilities		43,230	115,934
Amortization of deferred financing fees		402	360
Effect of movements in exchange rates		13,334	(41,004)
Effect of movements in exchange rates - debt designated as net investment hedge		(11,362)	36,086
Balance at end of period		2,399,893	2,487,361

On March 22, 2024, the Group amended its revolving credit facility, including the addition of a \$500.0 million term loan and an extension. Under the new amendment, the revolving credit facility was extended to March 22, 2027. The new agreement also provides the Company with a non-revolving term loan for \$500.0 million maturing in 1 to 3 years, \$100.0 million each in year one and year two and \$300.0 million in year three. Based on certain ratios, the interest rate on the term loan is the sum of SOFR, plus an applicable margin, which can vary between 128 basis points and 190 basis points. The applicable margin on the credit facility was 1.65% at December 31, 2024. Deferred financing fees of \$1.3 million were recognized on the increase. The amendment also included the adoption of the Canadian Interest Rate Benchmark Reform, resulting in the replacement of the banker's acceptance rate in Canada with the Canadian Overnight Repo Rate Average (CORRA), a measure of the cost of overnight general collateral funding in Canadian Dollars using Government of Canada treasury bills and bonds as collateral for repurchase transactions. The change did not have a material impact on the Group's financial statements.

The Group's revolving facilities have a total size of \$918.0 million (December 31, 2024 - \$904.9 million) and an additional 176.2 million of credit availability (CAD \$245 million and USD \$5 million) (December 31, 2024 - \$175.0 million). The additional credit is available under certain conditions under the Group's syndicated revolving credit agreement.

The debt issuances described above are subject to certain covenants regarding the maintenance of financial ratios. These are the same covenants as previously required by the Company's syndicated revolving credit agreement as described in note 25(f) of the 2024 annual audited consolidated financial statements.

## 12. Lease liabilities

	As at March 31, 2025	As at December 31, 2024
Current portion of lease liabilities	149,841	152,449
Long-term portion of lease liabilities	405,162	421,213
	555,003	573,662

The table below summarizes changes to the lease liabilities:

	Note	Three months ended March 31, 2025	Three months ended March 31, 2024
Balance at beginning of period		573,662	460,158
Business combinations		-	9,161
Additions		25,925	31,374
Derecognition*		(6,108)	(1,411)
Repayment		(40,870)	(34,576)
Effect of movements in exchange rates		2,394	(7,562)
Balance at end of period		555,003	457,144

\* Derecognized lease liabilities include negotiated asset purchases and extinguishments resulting from accidents.

**Extension options**

Some real estate leases contain extension options exercisable by the Group. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The Group assesses at the lease commencement date whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there are significant events or significant changes in circumstances within its control.

The lease liabilities include future lease payments of \$7.4 million (December 31, 2024 – \$7.3 million) related to extension options that the Group is reasonably certain to exercise.

The Group has estimated that the potential future lease payments, should it exercise the remaining extension options, would result in an increase in lease liabilities of \$462.0 million (December 31, 2024 - \$441.2 million).

The Group does not have a significant exposure to termination options and penalties.

**Contractual cash flows**

The total contractual cash flow maturities of the Group's lease liabilities are as follows:

	As at March 31, 2025
Less than 1 year	172,923
Between 1 and 5 years	345,923
More than 5 years	114,885
	<b>633,731</b>

**13. Employee benefits**

The Group has various benefit plans, mainly TForce Freight pension plans and TFI International pension plans, under which participants are entitled to benefits once participation requirements are satisfied. Additional information relating to the retirement benefit plans is provided in Note 15 - Employee benefits of the Group's 2024 annual consolidated financial statements. Net periodic benefit cost and pension contributions are as follows for the TForce Freight pension plans:

	Three months ended March 31, 2025	Three months ended March 31, 2024
Current service cost	12,765	15,537
Net interest cost	244	394
Net periodic cost	<b>13,009</b>	15,931
Pension contributions	<b>13,790</b>	5,000

The pension plan is funded in line with the statutory funding requirements of the Employee Retirement Income Security Act.

**14. Provisions**

	Self-insurance	Other	Total
<b>As at March 31, 2025</b>			
Current provisions	82,752	15,070	<b>97,822</b>
Non-current provisions	144,997	16,793	<b>161,790</b>
	<b>227,749</b>	<b>31,863</b>	<b>259,612</b>
<b>As at December 31, 2024*</b>			
Current provisions	83,862	15,678	99,540
Non-current provisions	142,277	17,659	159,936
	226,139	33,337	259,476

\* Recast for adjustments to provisional amounts of Daseke prior year's business combination (see note 5b))

Self-insurance provisions represent the uninsured portion of outstanding claims at period-end. The current portion reflects the amount expected to be paid in the following year. Other provisions include mainly litigation provisions of \$16.7 million (December 31, 2024 - \$17.7 million) and environmental remediation liabilities of \$3.6 million (December 31, 2024 - \$3.5 million). Litigation provisions contain various

pending claims for which management used judgement and assumptions about future events. The outcomes will depend on future claim developments.

**15. Share capital and other components of equity**

The following table summarizes the number of common shares issued:

<i>(in number of shares)</i>	Note	Three months ended March 31, 2025	Three months ended March 31, 2024
Balance, beginning of period		84,408,437	84,441,733
Repurchase and cancellation of own shares		(524,795)	-
Stock options exercised	17	88,115	113,477
<b>Balance, end of period</b>		<b>83,971,757</b>	<b>84,555,210</b>

The following table summarizes the share capital issued and fully paid:

	Three months ended March 31, 2025	Three months ended March 31, 2024
Balance, beginning of period	1,135,500	1,107,290
Repurchase and cancellation of own shares	(5,593)	-
Cash consideration of stock options exercised	2,430	2,701
Ascribed value credited to share capital on stock options exercised, net of tax	458	712
Issuance of shares on settlement of RSUs and PSUs, net of tax	9,330	16,852
<b>Balance, end of period</b>	<b>1,142,125</b>	<b>1,127,555</b>

Pursuant to the normal course issuer bid ("NCIB") which began on November 2, 2024 and ends on November 1, 2025, the Company is authorized to repurchase for cancellation up to a maximum of 7,918,102 of its common shares under certain conditions. As at March 31, 2025, and since the inception of this NCIB, the Company has repurchased and cancelled 820,000 shares.

During three months ended March 31, 2025, the Company repurchased 524,795 common shares at a weighted average price of \$107.04 per share for a total purchase price of \$56.2 million relating to the current and prior NCIB. During three months ended March 31, 2024, the Company repurchased no common shares. The excess of the purchase price paid over the carrying value of the shares repurchased in the amount of \$50.6 million (2024– nil) was charged to retained earnings as share repurchase premium.

**16. Earnings per share**
**Basic earnings per share**

The basic earnings per share and the weighted average number of common shares outstanding have been calculated as follows:

<i>(in thousands of dollars and number of shares)</i>	Three months ended March 31, 2025	Three months ended March 31, 2024
Net income	56,032	92,847
Issued common shares, beginning of period	84,408,437	84,441,733
Effect of stock options exercised	28,235	33,444
Effect of repurchase of own shares	(256,957)	-
<b>Weighted average number of common shares</b>	<b>84,179,715</b>	<b>84,475,177</b>
<b>Earnings per share – basic (in dollars)</b>	<b>0.67</b>	<b>1.10</b>

**Diluted earnings per share**

The diluted earnings per share and the weighted average number of common shares outstanding after adjustment for the effects of all dilutive common shares have been calculated as follows:

<i>(in thousands of dollars and number of shares)</i>	Three months ended March 31, 2025	Three months ended March 31, 2024
Net income	56,032	92,847
Weighted average number of common shares	84,179,715	84,475,177
Dilutive effect:		
Stock options, restricted share units and performance share units	344,303	872,866
Weighted average number of diluted common shares	84,524,018	85,348,043
Earnings per share - diluted (in dollars)	0.66	1.09

As at March 31, 2025, 122,238 stock options were excluded from the calculation of diluted earnings per share (March 31, 2024 – nil) as they were deemed to be anti-dilutive.

The average market value of the Company's shares for purposes of calculating the dilutive effect of stock options was based on quoted market prices for the period during which the options were outstanding.

**17. Share-based payment arrangements**
**Stock option plan (equity-settled)**

The Company offers a stock option plan for the benefit of certain of its employees. The maximum number of shares that can be issued upon the exercise of options granted under the current 2012 stock option plan is 5,979,201. Each stock option entitles its holder to receive one common share upon exercise. The exercise price payable for each option is determined by the Board of Directors at the date of grant, and may not be less than the volume weighted average trading price of the Company's shares for the last five trading days immediately preceding the grant date. The options vest in equal installments over three years and the expense is recognized following the accelerated method as each installment is fair valued separately and recorded over the respective vesting periods. The table below summarizes the changes in the outstanding stock options:

<i>(in thousands of options and in dollars)</i>	Three months ended March 31, 2025		Three months ended March 31, 2024	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Balance, beginning of period	278	31.44	790	29.17
Exercised	(88)	30.19	(114)	25.18
Balance, end of period	190	32.03	676	29.83
Options exercisable, end of period	190	32.03	676	29.83

The following table summarizes information about stock options outstanding and exercisable at March 31, 2025:

<i>(in thousands of options and in dollars)</i>	Options outstanding and exercisable		
	Number of options	Weighted average remaining contractual life (in years)	
Exercise prices			
30.71	164	0.9	
40.41	26	2.3	
	190	1.1	

Of the options outstanding at March 31, 2025, a total of 172,771 (2024 – 252,736) are held by key management personnel.

The weighted average share price at the date of exercise for stock options exercised in three months ended March 31, 2025 was \$90.85 (March 31, 2024 – \$151.23).

No stock options were granted during 2025 and 2024 under the Company's stock option plan.

**Restricted share unit and performance share unit plans (equity-settled)**

The Company offers an equity incentive plan for the benefit of senior employees of the Group. Each participant's annual LTIP allocation is split in awards of performance share units ("PSUs") and of restricted share units ("RSUs"). The PSUs are subject to both performance and time cliff vesting conditions on the third anniversary of the award whereas the RSUs are only subject to a time cliff vesting condition on the third anniversary of the award. The performance conditions attached to the PSUs are equally weighted between absolute earnings before interest and income tax and relative total shareholder return ("TSR"). For purposes of the relative TSR portion, there are two equally weighted comparisons: the first portion is compared against the TSR of a group of transportation industry peers and the second portion is compared against the S&P/TSX60 index.

**Restricted share units**

On February 18, 2025, the Company granted a total of 61,829 RSUs under the Company's equity incentive plan of which 38,566 were granted to key management personnel. The fair value of the RSUs is determined to be the share price fair value at the date of the grant and is recognized as a share-based compensation expense, through contributed surplus, over the vesting period. The fair value of the RSUs granted was \$129.66 per unit.

On February 8, 2024, the Company granted a total of 45,850 RSUs under the Company's equity incentive plan of which 30,842 were granted to key management personnel. The fair value of the RSUs is determined to be the share price fair value at the date of the grant and is recognized as a share-based compensation expense, through contributed surplus, over the vesting period. The fair value of the RSUs granted was \$135.00 per unit.

The table below summarizes changes to the outstanding RSUs:

<i>(in thousands of RSUs and in dollars)</i>	<b>Three months ended March 31, 2025</b>		<b>Three months ended March 31, 2024</b>	
	<b>Number of RSUs</b>	<b>Weighted average grant date fair value</b>	<b>Number of RSUs</b>	<b>Weighted average grant date fair value</b>
Balance, beginning of period	158	115.34	192	93.62
Granted	62	129.66	46	135.00
Reinvested	-	-	1	93.54
Settled	(58)	99.84	(71)	70.71
Forfeited	(1)	121.19	(3)	112.69
Balance, end of period	161	126.40	165	114.67

The following table summarizes information about RSUs outstanding as at March 31, 2025:

<i>(in thousands of RSUs and in dollars)</i>	<b>RSUs outstanding</b>	
	<b>Number of RSUs</b>	<b>Remaining contractual life (in years)</b>
Grant date fair value		
157.51	1	0.8
115.51	53	0.9
157.51	1	0.9
135.00	44	1.9
129.66	62	2.9
	161	1.9

The weighted average share price at the date of settlement of the other RSUs vested in three months ended March 31, 2025 was \$131.74 (March 31, 2024 – \$133.74). The excess of the purchase price paid to repurchase shares on the market over the carrying value of awarded RSUs, in the amount of \$5.8 million (March 31, 2024 – \$9.4 million), was charged to retained earnings as share repurchase premium.

In three months ended March 31, 2025, the Group recognized, as a result of RSUs, a compensation expense of \$1.5 million (March 31, 2024 - \$1.6 million) with a corresponding increase to contributed surplus.

Of the RSUs outstanding at March 31, 2025, a total of 103,779 (December 31, 2024 – 103,872) are held by key management personnel.

*Performance share units*

On February 18, 2025, the Company granted a total of 58,143 PSUs under the Company's equity incentive plan of which 34,880 were granted to key management personnel. The fair value of the PSUs is determined using a Monte Carlo simulation model for the TSR portion and using management's estimates for the absolute earnings before interest and income tax portion. The estimates related to the absolute earnings before interest and income tax portion are revised during the vesting period and the cumulative amount recognized at each reporting date is based on the number of equity instruments for which service and non-market performance conditions are expected to be satisfied. The share-based compensation expense is recognized, through contributed surplus, over the vesting period. The fair value of the PSUs granted was \$135.51 per unit as at grant date and \$135.51 per unit as at March 31, 2025.

On February 8, 2024, the Company granted a total of 45,850 PSUs under the Company's equity incentive plan of which 30,842 were granted to key management personnel. The fair value of the PSUs is determined using a Monte Carlo simulation model for the TSR portion and using management's estimates for the absolute earnings before interest and income tax portion. The estimates related to the absolute earnings before interest and income tax portion are revised during the vesting period and the cumulative amount recognized at each reporting date is based on the number of equity instruments for which service and non-market performance conditions are expected to be satisfied. The share-based compensation expense is recognized, through contributed surplus, over the vesting period. The fair value of the PSUs granted was \$156.17 per unit as at grant date and \$151.44 per unit as at March 31, 2025.

The table below summarizes changes to the outstanding PSUs:

<i>(in thousands of PSUs and in dollars)</i>	<b>Three months ended March 31, 2025</b>		<b>Three months ended March 31, 2024</b>	
	<b>Number of PSUs</b>	<b>Weighted average grant date fair value</b>	<b>Number of PSUs</b>	<b>Weighted average grant date fair value</b>
Balance, beginning of period	155	127.72	184	106.17
Granted	58	135.51	46	156.17
Reinvested	1	128.55	1	106.72
Settled	(71)	100.52	(134)	89.69
Added due to performance conditions	14	100.43	63	89.67
Forfeited	(1)	134.12	(3)	126.44
<b>Balance, end of period</b>	<b>156</b>	<b>140.51</b>	<b>157</b>	<b>127.88</b>

The following table summarizes information about PSUs outstanding as at March 31, 2025:

<i>(in thousands of PSUs and in dollars)</i>	<b>PSUs outstanding</b>	
	<b>Number of PSUs</b>	<b>Remaining contractual life (in years)</b>
Grant date fair value		
135.15	53	0.9
156.17	45	1.9
135.51	58	2.9
	156	1.9

The weighted average share price at the date of settlement of the other PSUs vested in three months ended March 31, 2025 was \$131.74 (March 31, 2024 – \$133.74). The excess of the purchase price paid to repurchase shares on the market over the carrying value of awarded PSUs, in the amount of \$8.7 million, was charged to retained earnings as share repurchase premium (March 31, 2024 – \$19.4 million).

In three months ended March 31, 2025, the Group recognized, as a result of PSUs, a compensation expense of \$1.6 million (March 31, 2024 - \$1.2 million) with a corresponding increase to contributed surplus.

Of the PSUs outstanding at March 31, 2025, a total of 100,093 (December 31, 2024 – 103,872) are held by key management personnel.

**18. Materials and services expenses**

The Group's materials and services expenses are primarily costs related to independent contractors and vehicle operation expenses. Vehicle operation expenses consists primarily of fuel costs, repairs and maintenance, insurance, permits and operating supplies.

	Three months ended March 31, 2025	Three months ended March 31, 2024
Independent contractors	680,781	660,262
Vehicle operation expenses	308,219	278,546
	<b>989,000</b>	<b>938,808</b>

**19. Finance income and finance costs**
**Recognized in income or loss:**

<i>Costs (income)</i>	Three months ended March 31, 2025	Three months ended March 31, 2024
Interest expense on long-term debt and amortization of deferred financing fees	30,236	22,451
Interest expense on lease liabilities	6,527	5,055
Interest income	(228)	(5,152)
Net change in fair value and accretion expense of contingent considerations	15	31
Net foreign exchange loss	245	1,268
Other financial expenses	3,514	3,676
Net finance costs	<b>40,309</b>	<b>27,329</b>
Presented as:		
Finance income	(228)	(5,152)
Finance costs	<b>40,537</b>	<b>32,481</b>

**20. Income tax expense**
**Income tax recognized in income or loss:**

	Three months ended March 31, 2025	Three months ended March 31, 2024
Current tax expense		
Current period	27,739	34,759
Adjustment for prior periods	607	-
	<b>28,346</b>	<b>34,759</b>
Deferred tax expense (recovery)		
Origination and reversal of temporary differences	(9,017)	(4,091)
Variation in tax rate	(715)	(4)
Adjustment for prior periods	(312)	716
	<b>(10,044)</b>	<b>(3,379)</b>
Income tax expense	<b>18,302</b>	<b>31,380</b>

**Reconciliation of effective tax rate :**

		Three months ended March 31, 2025		Three months ended March 31, 2024
Income before income tax		74,334		124,227
Income tax using the Company's statutory tax rate	26.5%	19,699	26.5%	32,920
Increase (decrease) resulting from:				
Rate differential between jurisdictions	1.1%	819	0.2%	207
Variation in tax rate	-1.0%	(715)	0.0%	(4)
Non deductible expenses	2.4%	1,769	0.8%	933
Tax deductions and tax exempt income	-5.2%	(3,853)	-2.9%	(3,617)
Adjustment for prior periods	0.4%	295	0.6%	716
Multi-jurisdiction tax	0.4%	288	0.2%	225
	<b>24.6%</b>	<b>18,302</b>	<b>25.3%</b>	<b>31,380</b>

**21. Contingencies, letters of credit and other commitments**
**a) Contingencies**

There are pending operational and personnel related claims against the Group. In the opinion of management, these claims are adequately provided for in long-term provisions on the consolidated statements of financial position and settlement should not have a significant impact on the Group's financial position or results of operations.

**b) Letters of credit**

As at March 31, 2025, the Group had \$129.9 million of outstanding letters of credit (December 31, 2024 - \$129.8 million).

**c) Other commitments**

As at March 31, 2025, the Group had \$116.7 million of purchase commitments (December 31, 2024 – \$35.6 million) and \$28.1 million of purchase orders for leases that the Group intends to enter into and that are expected to materialize within a year (December 31, 2024 – \$26.7 million).

**22. Subsequent events**

Between April 1, 2025 and April 23, 2025, the Company repurchased 500,000 common shares at a price ranging from \$74.97 to \$81.49 for a total purchase price of 38.9 million.

# CORPORATE INFORMATION

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## STOCK EXCHANGE LISTING

TFI International Inc. shares are listed on the New York Stock Exchange and the Toronto Stock Exchange under the symbol TFII.

## FINANCIAL INSTITUTIONS

National Bank of Canada  
Royal Bank of Canada  
Bank of America, N.A.  
JPMorgan Chase Bank, N.A.  
The Toronto Dominion Bank  
PNC Bank  
Bank of Montreal  
U.S. Bank, N.A.  
Goldman Sachs  
Stanley Bank, N.A.  
Prudential Financial, Inc.  
Guggenheim Investments  
MetLife Investment Management, LLC  
Barings, LLC  
Voya Investment Management, LLC  
New York Life Private Capital, LLC

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