



# Fiera Capital Corporation

## Consolidated Financial Statements

For the Years ended  
December 31, 2022 and 2021



**FIERACAPITAL**

# Fiera Capital Corporation

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## Independent Auditor's Report

To the Shareholders of  
Fiera Capital Corporation

### Opinion

We have audited the consolidated financial statements of Fiera Capital Corporation (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2022 and 2021, and the consolidated statements of earnings (loss), comprehensive income (loss), changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

### Basis for Opinion

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

### Key Audit Matter

A key audit matter is a matter that, in our professional judgment, was of most significance in our audit of the financial statements for the year ended December 31, 2022. This matter was addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

#### **Valuation of purchase price obligations — Refer to Notes 3 and 13 to the financial statements**

##### *Key Audit Matter Description*

The acquisition of Clearwater Capital Partners LLC included contingent considerations which were recorded as purchase price obligations and are accounted for at fair value, which can fluctuate over time based on cash flow forecasts. As a result, the determination of the fair value involves complex discounted cash flow models that include significant assumptions and unobservable inputs.

There are many estimates and judgements management made in determining the significant assumptions and unobservable inputs. However, those with the highest degree of subjectivity and impact are the assumptions underlying management's current estimated forecasts related to revenue generated from inflows of assets under management from the Asia region and the risk-adjusted discount rate. These required a high degree of auditor judgement and an increased audit effort, including the involvement of fair value specialists.

### *How the Key Audit Matter Was Addressed in the Audit*

Our audit procedures related to the forecasts of revenue generated from inflows of assets under management from the Asia region and the risk-adjusted discount rate included the following, among others:

- Evaluated management's ability to accurately forecast revenue generated from inflows of assets under management from the Asia region by comparing management's historical estimates to subsequent results, taking into account changes in market conditions.
- Evaluated whether the forecasts of revenue generated from inflows of assets under management from the Asia region are consistent with evidence obtained in other areas of the audit.
- With the assistance of fair value specialists evaluated the reasonableness of the discount rate by testing the source information underlying the determination of the discount rates and developing a range of independent estimates and comparing those to the discount rates selected by management.

### Other Information

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

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

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

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

## Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

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

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

## Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Haik (Haig) Vanlian.

*Deloitte LLP*<sup>1</sup>

February 23, 2023  
Montreal, Québec

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<sup>1</sup> CPA auditor, public accountancy permit No. A123838

# Fiera Capital Corporation

## Consolidated Statements of Earnings

For the years ended December 31,

(In thousands of Canadian dollars, except per share data)

|   | 2022           | 2021           |
|---|----------------|----------------|
|   | \$             | \$             |
| <b>Revenues (Note 21)</b>   |                |                |
| Base management fees  | 602,801        | 634,208        |
| Performance fees  | 32,080         | 68,867         |
| Commitment and transaction fees   | 23,949         | 24,169         |
| Share of earnings in joint ventures and associates (Note 8)                                       | 16,547         | 12,022         |
| Other revenues (Note 13)  | 6,062          | 10,605         |
|   | <b>681,439</b> | <b>749,871</b> |
| <b>Expenses</b>   |                |                |
| Selling, general and administrative expenses (Note 22)  | 510,240        | 534,933        |
| Amortization and depreciation   | 57,622         | 67,622         |
| Restructuring, acquisition related and other costs (Note 5)                                       | 19,256         | 28,697         |
|   | <b>587,118</b> | <b>631,252</b> |
| Earnings before under-noted items   | 94,321         | 118,619        |
| Interest on long-term debt and debentures (Note 23)   | 32,305         | 26,534         |
| Interest on lease liabilities, foreign exchange revaluation and other financial charges (Note 24) | 9,700          | 5,540          |
| Loss (gain) on investments, net   | 1,447          | (4,441)        |
| Accretion and change in fair value of purchase price obligations and other (Note 13)              | (5,122)        | 8,661          |
| Gain on sale of a business and impairment of assets held for sale (Note 4)                        | —              | (15,927)       |
| Other expenses (income) (Note 26)   | 14,346         | (583)          |
| Earnings before income taxes  | 41,645         | 98,835         |
| Income tax expense (Note 15)  | 10,123         | 22,214         |
| <b>Net earnings</b>   | <b>31,522</b>  | <b>76,621</b>  |
| <b>Net earnings attributable to:</b>  |                |                |
| Company's shareholders  | 25,353         | 73,532         |
| Non-controlling interest  | 6,169          | 3,089          |
|   | <b>31,522</b>  | <b>76,621</b>  |
| <b>Net earnings per share (Note 19)</b>   |                |                |
| Basic   | 0.25           | 0.71           |
| Diluted   | 0.24           | 0.68           |

The accompanying notes are an integral part of these consolidated financial statements.

# Fiera Capital Corporation

## Consolidated Statements of Comprehensive Income

For the years ended December 31,

(In thousands of Canadian dollars)

|   | 2022          | 2021          |
|---|---------------|---------------|
|   | \$            | \$            |
| Net earnings  | 31,522        | 76,621        |
| Other comprehensive income (loss):  |               |               |
| Items that may be reclassified subsequently to earnings (loss):                   |               |               |
| Cash flow hedges (Note 13)  | 1,065         | 2,791         |
| Foreign currency translation  | 9,992         | (2,740)       |
| Foreign currency translation realized on the sale of a foreign operation (Note 4) | —             | (30,219)      |
| Other comprehensive income (loss)   | 11,057        | (30,168)      |
| <b>Comprehensive income</b>   | <b>42,579</b> | <b>46,453</b> |
| <b>Comprehensive income attributable to:</b>                                      |               |               |
| Company's shareholders  | 36,410        | 43,364        |
| Non-controlling interest  | 6,169         | 3,089         |
|   | <b>42,579</b> | <b>46,453</b> |

The accompanying notes are an integral part of these consolidated financial statements.



# Fiera Capital Corporation

## Consolidated Statements of Financial Position

As at December 31,

(in thousands of Canadian dollars)

|   | 2022             | 2021             |
|---|------------------|------------------|
|   | \$               | \$               |
| <b>Assets</b>   |                  |                  |
| Current assets  |                  |                  |
| Cash and cash equivalents   | 62,199           | 102,594          |
| Restricted cash and cash equivalents  | 2,404            | 4,484            |
| Trade and other receivables (Note 9)  | 146,747          | 216,454          |
| Investments (Note 13)   | 6,014            | 9,389            |
| Prepaid expenses and other assets (Note 25)   | 32,913           | 16,428           |
|   | <b>250,277</b>   | <b>349,349</b>   |
| Non-current assets  |                  |                  |
| Goodwill (Note 10)  | 650,981          | 641,314          |
| Intangible assets (Note 10)   | 260,055          | 293,268          |
| Property and equipment (Note 11)  | 23,726           | 26,273           |
| Right-of-use assets (Note 12)   | 67,150           | 77,763           |
| Deferred income taxes (Note 15)   | 32,164           | 31,179           |
| Long-term investments (Note 13)   | 6,574            | 5,739            |
| Investments in joint ventures and associates (Note 8)   | 14,606           | 15,322           |
| Other non-current assets (Note 13)  | 23,798           | 31,921           |
|   | <b>1,329,331</b> | <b>1,472,128</b> |
| <b>Liabilities</b>  |                  |                  |
| Current liabilities   |                  |                  |
| Accounts payable and accrued liabilities (Note 14)  | 168,419          | 217,246          |
| Current portion of cash-settled share-based liabilities (Note 20)                                   | 10,306           | 25,881           |
| Current portion of purchase price obligations and puttable financial instrument liability (Note 13) | 14,725           | 24,769           |
| Current portion of lease liabilities (Note 12)  | 15,989           | 14,251           |
| Restructuring provisions (Note 5)   | 4,928            | 2,345            |
| Derivative financial instruments (Note 13)  | 359              | 7,209            |
| Amounts due to related parties  | —                | 4,723            |
| Client deposits and deferred revenues   | 11,167           | 3,599            |
|   | <b>225,893</b>   | <b>300,023</b>   |
| Non-current liabilities   |                  |                  |
| Long-term debt (Note 16)  | 443,998          | 412,800          |
| Debentures (Note 17)  | 207,611          | 190,853          |
| Lease liabilities (Note 12)   | 78,699           | 91,641           |
| Purchase price obligations and puttable financial instrument liability (Note 13)                    | 12,219           | 32,075           |
| Cash-settled share-based liabilities (Note 20)  | 800              | 7,145            |
| Deferred income taxes (Note 15)   | 9,321            | 15,517           |
| Other non-current liabilities (Note 13)   | 3,909            | 3,926            |
|   | <b>982,450</b>   | <b>1,053,980</b> |
| <b>Equity attributable to:</b>  |                  |                  |
| Company's shareholders  | 341,045          | 415,313          |
| Non-controlling interest  | 5,836            | 2,835            |
|   | <b>346,881</b>   | <b>418,148</b>   |
|   | <b>1,329,331</b> | <b>1,472,128</b> |

The accompanying notes are an integral part of these consolidated financial statements.

### Approved by the Board of Directors

/s/ Jean-Guy Desjardins

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Jean-Guy Desjardins, Director

/s/ Gary Collins

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Gary Collins, Director

# Fiera Capital Corporation

## Consolidated Statements of Changes in Equity

For the years ended December 31,

(In thousands of Canadian dollars)

|  | Notes | Share Capital  | Contributed surplus | Convertible debentures equity component | Retained earnings (deficit) | Accumulated other comprehensive income (loss) | Equity attributable to Company's shareholders | Non-controlling Interest | Total Equity   |
|--|-------|----------------|---------------------|---|-----------------------------|---|---|--------------------------|----------------|
|  |       | \$             | \$                  | \$                                      | \$                          | \$  | \$  | \$                       | \$             |
| <b>Balance, December 31, 2021</b>                                    |       | <b>835,089</b> | <b>17,486</b>       | <b>3,339</b>                            | <b>(412,869)</b>            | <b>(27,732)</b>                               | <b>415,313</b>                                | <b>2,835</b>             | <b>418,148</b> |
| Change in accounting policy  | 2     | —              | —                   | —                                       | (3,499)                     | —   | (3,499)                                       | —                        | (3,499)        |
| Net earnings   |       | —              | —                   | —                                       | 25,353                      | —   | 25,353  | 6,169                    | 31,522         |
| Other comprehensive income   |       | —              | —                   | —                                       | —                           | 11,057  | 11,057  | —                        | 11,057         |
| <b>Comprehensive income</b>  |       | <b>—</b>       | <b>—</b>            | <b>—</b>                                | <b>25,353</b>               | <b>11,057</b>                                 | <b>36,410</b>                                 | <b>6,169</b>             | <b>42,579</b>  |
| Equity settled share-based compensation expense, net of deferred tax | 20,22 | —              | 14,544              | —                                       | —                           | —   | 14,544  | —                        | 14,544         |
| Performance and restricted share units settled                       | 18    | 11,928         | (11,928)            | —                                       | —                           | —   | —   | —                        | —              |
| Stock options exercised  | 18    | 489            | (113)               | —                                       | —                           | —   | 376   | —                        | 376            |
| Dividends  | 18    | —              | —                   | —                                       | (87,984)                    | —   | (87,984)                                      | (3,168)                  | (91,152)       |
| Share repurchase and cancellation                                    | 18    | (33,626)       | (489)               | —                                       | —                           | —   | (34,115)                                      | —                        | (34,115)       |
| Convertible debentures redemption                                    | 17    | —              | —                   | (3,339)                                 | 3,339                       | —   | —   | —                        | —              |
| <b>Balance, December 31, 2022</b>                                    |       | <b>813,880</b> | <b>19,500</b>       | <b>—</b>                                | <b>(475,660)</b>            | <b>(16,675)</b>                               | <b>341,045</b>                                | <b>5,836</b>             | <b>346,881</b> |
| <b>Balance, December 31, 2020</b>                                    |       | <b>829,588</b> | <b>31,334</b>       | <b>3,339</b>                            | <b>(398,722)</b>            | <b>2,436</b>                                  | <b>467,975</b>                                | <b>2,501</b>             | <b>470,476</b> |
| Net earnings   |       | —              | —                   | —                                       | 73,532                      | —   | 73,532  | 3,089                    | 76,621         |
| Other comprehensive income (loss)                                    |       | —              | —                   | —                                       | —                           | (30,168)                                      | (30,168)                                      | —                        | (30,168)       |
| <b>Comprehensive income (loss)</b>                                   |       | <b>—</b>       | <b>—</b>            | <b>—</b>                                | <b>73,532</b>               | <b>(30,168)</b>                               | <b>43,364</b>                                 | <b>3,089</b>             | <b>46,453</b>  |
| Equity settled share-based compensation expense, net of deferred tax | 20,22 | —              | 6,291               | —                                       | —                           | —   | 6,291   | —                        | 6,291          |
| Performance and restricted share units settled                       | 18    | 17,141         | (16,850)            | —                                       | —                           | —   | 291   | —                        | 291            |
| Stock options exercised  | 18    | 3,911          | (952)               | —                                       | —                           | —   | 2,959   | —                        | 2,959          |
| Dividends  | 18    | —              | —                   | —                                       | (87,679)                    | —   | (87,679)                                      | (1,462)                  | (89,141)       |
| Non-controlling interest capital reduction                           |       | —              | —                   | —                                       | —                           | —   | —   | (1,293)                  | (1,293)        |
| Share repurchase and cancellation                                    | 18    | (15,551)       | (2,337)             | —                                       | —                           | —   | (17,888)                                      | —                        | (17,888)       |
| <b>Balance, December 31, 2021</b>                                    |       | <b>835,089</b> | <b>17,486</b>       | <b>3,339</b>                            | <b>(412,869)</b>            | <b>(27,732)</b>                               | <b>415,313</b>                                | <b>2,835</b>             | <b>418,148</b> |

The accompanying notes are an integral part of these consolidated financial statements.

# Fiera Capital Corporation

## Consolidated Statements of Cash Flows

For the years ended December 31,

(In thousands of Canadian dollars)

|   | 2022             | 2021             |
|---|------------------|------------------|
|   | \$               | \$               |
| <b>Operating activities</b>   |                  |                  |
| Net earnings  | 31,522           | 76,621           |
| Adjustments for:  |                  |                  |
| Amortization and depreciation   | 57,622           | 67,622           |
| Gain on sale of a business and impairment of assets held for sale (Note 4)                        | —                | (15,927)         |
| Accretion and change in fair value of purchase price obligations and other (Note 13)              | (5,122)          | 8,661            |
| Share-based compensation (Note 20 and 22)   | 20,639           | 32,764           |
| Interest on long-term debt and debentures (Note 23)   | 32,305           | 26,534           |
| Interest on lease liabilities, foreign exchange revaluation and other financial charges (Note 24) | 9,700            | 5,540            |
| Income tax expense  | 10,123           | 22,214           |
| Change in derivative financial instruments (Note 13)  | (381)            | (611)            |
| Loss (gain) on investments and other, net   | 15,793           | (5,024)          |
| Share of earnings in joint ventures and associates (Note 8)                                       | (16,547)         | (12,022)         |
| Other non-current liabilities   | 403              | 2,129            |
|   | <b>156,057</b>   | <b>208,501</b>   |
| Changes in non-cash operating working capital items (Note 25)                                     | <b>(42,747)</b>  | <b>(37,215)</b>  |
| <b>Net cash generated by operating activities</b>   | <b>113,310</b>   | <b>171,286</b>   |
| <b>Investing activities</b>   |                  |                  |
| Proceeds on disposition (Note 4)  | —                | 54,823           |
| Settlement of purchase price obligations and puttable financial instrument liability              | (27,377)         | (11,632)         |
| Proceeds on promissory note   | 5,661            | 4,852            |
| Investments in joint ventures and associates (Note 8)   | (5,795)          | (4,868)          |
| Distributions received from joint ventures and associates (Note 8)                                | 22,597           | 10,342           |
| Purchase of intangible assets, property and equipment, net  | (4,921)          | (16,136)         |
| Investments, net  | 1,393            | 151              |
| Restricted cash and cash equivalents  | 2,102            | 6,021            |
| <b>Net cash generated by (used in) investing activities</b>                                       | <b>(6,340)</b>   | <b>43,553</b>    |
| <b>Financing activities</b>   |                  |                  |
| Dividends to the Company's shareholders (Note 18)   | (87,984)         | (87,679)         |
| Dividends and other distributions to Non-controlling interest                                     | (3,168)          | (2,755)          |
| Lease payments  | (17,530)         | (18,836)         |
| Lease inducements   | —                | 2,287            |
| Stock options exercised   | 376              | 2,959            |
| Issuance of a hybrid debenture, net of transaction costs of \$717 (Note 17)                       | 99,283           | —                |
| Redemption of convertible debentures (Note 17)  | (86,250)         | —                |
| Share repurchase and cancellation (Note 18)   | (33,998)         | (17,888)         |
| Long-term debt, net (Note 13 and 16)  | 13,414           | (28,869)         |
| Interest paid on long-term debt and debentures  | (33,630)         | (28,570)         |
| Incentive fees received related to Contingent Value Rights net of settlements (Note 13)           | 1,337            | —                |
| <b>Net cash used in financing activities</b>  | <b>(148,150)</b> | <b>(179,351)</b> |
| Net (decrease) increase in cash and cash equivalents  | <b>(41,180)</b>  | <b>35,488</b>    |
| Effect of exchange rate changes on cash denominated in foreign currencies                         | 785              | (1,752)          |
| Cash and cash equivalents – beginning of year   | 102,594          | 68,858           |
| Cash and cash equivalents – end of year   | <b>62,199</b>    | <b>102,594</b>   |

The accompanying notes are an integral part of these consolidated financial statements.

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

*(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)*

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### 1. Description of business

Fiera Capital Corporation ("Fiera Capital" or the "Company") was incorporated as Fry & Company (Investment Management) Limited in 1955 and is incorporated under the laws of the Province of Ontario. The Company is a global asset management firm which delivers customized and multi-asset solutions across public and private market asset classes to institutional, financial intermediary and private wealth clients across North America, Europe and key markets in Asia.

The Company's head office is located at 1981 McGill College Avenue, Suite 1500, Montreal, Quebec, Canada. The Company's Class A subordinate voting shares ("Class A Shares") are listed on the Toronto Stock Exchange ("TSX") under the symbol "FSZ".

The Company's Board of Directors (the "Board") approved the consolidated financial statements for the years ended December 31, 2022 and 2021 on February 23, 2023.

### 2. Basis of presentation and adoption of new IFRS

#### Compliance with IFRS

The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS").

The policies applied in these consolidated financial statements are based on IFRS issued and outstanding as at December 31, 2022.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 3.

The Company has prepared and presented these consolidated financial statements in Canadian dollars.

#### Revised IFRS, interpretations and amendments

##### *Amendment to Cloud Computing Arrangements - IAS 38 Intangible Assets*

In April 2021, the International Financial Reporting Interpretations Committee ("IFRIC") finalized an agenda decision which clarified the customer's accounting for configuration and customization in a cloud computing arrangement. As a result of this decision, the Company changed its accounting policy for costs incurred on cloud computing arrangements. Configuration and customization costs related to certain cloud computing arrangements where the related intellectual property is not controlled by the Company will now be expensed. Following this change in accounting policy, intangible assets with a net book value of \$4,561 were derecognized and the opening deficit was increased by \$3,499 (net of income taxes of \$1,062) as at January 1, 2022.

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

*(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)*

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### 2. Basis of presentation and adoption of new IFRS (continued)

#### *Other*

Revised standards are effective for annual periods beginning on January 1, 2022. Their adoption did not have a significant impact on the amounts reported or disclosures made in these financial statements.

#### **New standards not yet adopted**

At the date of approval of these consolidated financial statements, new, but not yet effective, Standards and amendments to existing Standards have been published by the IASB. None of these Standards or amendments to existing Standards have been adopted early by the Company. Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. New Standards and amendments not adopted in the current year have not been disclosed as they are not expected to have a material impact on the Company's consolidated financial statements.

### 3. Significant accounting policies, judgments and estimation uncertainty

#### **Significant accounting policies**

This note provides a list of significant accounting policies adopted in the presentation of these consolidated financial statements.

#### **Basis of measurement**

The consolidated financial statements have been prepared on a historical cost basis, except for financial assets and liabilities measured at fair value through profit or loss (including derivatives) and investments in joint ventures and associates measured using the equity accounting method.

#### **Consolidation**

The consolidated financial statements of the Company include the accounts of the Company and its subsidiaries (including structured entities) and its share of interests in joint ventures and associates. All intercompany transactions and balances with subsidiaries are eliminated on consolidation.

Subsidiaries (including structured entities) are those entities which the Company controls. The Company controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity. Subsidiaries are consolidated from the date on which control is obtained by the Company and are deconsolidated from the date that control ceases. Assessing whether the Company has control over an investee can require significant judgment.

Non-controlling interests in the earnings (loss) and equity of subsidiaries are disclosed separately in the consolidated statements of financial position, earnings (loss), comprehensive income (loss), and changes in equity.

### 3. Significant accounting policies, judgments and estimation uncertainty (continued)

Where applicable, the subsidiaries' accounting policies are modified at the business acquisition date to ensure that they are consistent with the policies adopted by the Company.

#### Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value at the date of acquisition. Acquisition-related costs are expensed when incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value, except deferred tax assets or liabilities, which are recognized and measured in accordance with IAS 12 – *Income Taxes*. Subsequent changes in fair values are adjusted against the cost of acquisition if they qualify as measurement period adjustments. The measurement period is the period between the date of the acquisition and the date where all significant information necessary to determine the fair values is available and cannot exceed 12 months. All other subsequent changes are recognized in the consolidated statements of earnings (loss). The determination of fair value involves making estimates relating to assets acquired and liabilities assumed including among others, intangible assets, property and equipment and contingent consideration. Contingent consideration that is classified as a financial liability measured at fair value through profit and loss is remeasured at each subsequent reporting date with the corresponding gain or loss being recognized in the statements of earnings (loss).

Goodwill is measured as the excess of the consideration transferred over the net amount of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the excess is recognized immediately in the consolidated statements of earnings (loss) as a bargain purchase gain.

#### Investments in joint ventures and associates

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

An associate is an entity over which the Company has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The Company's interests in joint ventures and associates are accounted for using the equity method of accounting. They are initially recognized at cost. Subsequent to the acquisition date, the Company's share of earnings of a joint venture and an associate is recognized in the consolidated statements of earnings (loss). The cumulative post-acquisition movements are adjusted against the carrying amount of the investment.

Where applicable, the joint venture's and associate's accounting policies are modified at the acquisition date to ensure that they are consistent with the policies adopted by the Company.

### 3. Significant accounting policies, judgments and estimation uncertainty (continued)

The Company assesses at each year end whether there is any objective evidence that its interests in joint ventures and associates are impaired; if impaired, the carrying value of the Company's investment in the joint venture or associate is written down to its estimated recoverable amount (being the higher of fair value less costs to sell and value-in-use) and charged to the consolidated statements of earnings. In accordance with IAS 36 – *Impairment of assets*, impairment losses are reversed in subsequent years if the recoverable amount of the investment subsequently increases and the increase can be related objectively to an event occurring after the impairment was recognized.

#### Foreign currency translation

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transactions. Foreign exchange gains and losses from the settlement of foreign currency transactions and from the translation at reporting date exchange rates for monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statements of earnings. Foreign exchange gains or losses are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to a part of the net investment in a foreign operation. Non-monetary assets and liabilities denominated in foreign currencies are translated in Canadian dollars using the exchange rates in effect at the date of initial recognition.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition are translated into Canadian dollars at exchange rates at the reporting date. The revenue and expenses of foreign operations are translated at exchange rates at the date of transactions.

Translation gains or losses related to foreign operations are recognized in other comprehensive income (loss) and are reclassified in earnings on disposition or partial disposition of the investment in the related foreign operations.

#### Derivative financial instruments

The Company uses derivative financial instruments including interest rate swaps, cross currency swaps, forward foreign exchange contracts and currency swaps, to manage its exposure to foreign exchange, interest rate and market risks arising from operational, financing and investment activities. Derivative financial instruments are used only for economic hedging purposes and not as speculative instruments.

The Company designates certain derivatives as cash flow hedges. When hedge accounting is applied, the Company documents at the inception of the hedging transaction, the relationship between the hedging instrument and hedged items as well as its risk management objective and strategy for undertaking various hedge transactions. The Company also documents its assessment both at hedge inception and on an ongoing basis, of whether the derivatives that are used for hedging transactions have been and will continue to be highly effective in offsetting changes in fair values and cash flows of hedged items.

Derivative financial instruments are initially recognized at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the hedged item. For trading derivatives, gains or losses on remeasurement to fair value are recognized immediately in profit or loss.

### 3. Significant accounting policies, judgments and estimation uncertainty (continued)

For derivatives qualifying as cash flow hedges, the effective portion of changes in fair value of derivatives that qualify for hedge accounting are recognized in other comprehensive income (loss) and accumulated reserves in equity. The gain or loss relating to the ineffective portion is recognized immediately in profit and loss.

When a hedging instrument designed as a cash flow hedge expires, is sold or terminated, or when a hedge no longer meets the definition for hedge accounting, any cumulative gains or losses in equity at that time remain in equity and are recognized when the transaction is ultimately recognized in profit or loss.

Derivatives are classified as current when the remaining maturity of the contract is less than 12 months.

#### Revenue recognition

Revenue is recognized when or as the performance obligations are satisfied and control of the services is transferred to the Company. Control either transfers over time or at a point in time, which affects when revenue is recorded.

Base management fees are calculated and invoiced monthly or quarterly based on daily average assets under management (“AUM”) or invoiced quarterly in arrears based on the calendar quarter-end or month-end asset values under management or on an average of opening and closing AUM for the quarter.

Performance fees are recognized when the amount to be received is known and it is highly probable that the revenue recognized will not result in a subsequent reversal of revenue recognized to date. This may be earlier than the performance measurement dates contained in the individual account agreements and which may be dependent upon performance of the account exceeding agreed-upon benchmarks over the relevant period.

Commitment and transaction fees are earned in accordance with contractual arrangements with managed funds and are based on committed capital and value of the transactions as they occur.

#### Other revenues

Other revenues consist mainly of brokerage commissions, consulting fees and gains or losses on foreign exchange forward contracts.

#### Deferred revenues

Payments received in advance for services to be provided to external parties are recorded upon receipt as deferred revenues. These revenues are recognized in the period in which the related services are rendered.

#### Employee benefits

##### *Post-employment benefits*

Certain employees of the Company have entitlements under the Company’s defined contribution pension plans. The cost of defined contribution pension plans is charged to expense as the contributions are earned by the employees.



### 3. Significant accounting policies, judgments and estimation uncertainty (continued)

#### *Short-term employee benefits*

Short-term employee benefits include wages, salaries, compensated absences, profit-sharing and bonuses. Short-term employee benefit obligations are measured on an undiscounted basis and are recognized in selling, general and administrative expense as the related service is provided. A liability is recognized for the amount expected to be paid under short term cash bonus or profit sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### *Share-based compensation*

The fair value of share-based payments is measured in accordance with IFRS 2, *Share-based payment*. Equity-settled share-based payments are measured at the fair value of the equity instruments at the grant date. The fair value determined at grant date of the equity-settled share-based payments is expensed over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in contributed surplus.

For cash-settled share-based payments, a liability is recognized at the grant date and is remeasured at each reporting period until the liability is settled, with any changes in fair value recognized in profit or loss. The expense is recorded over the vesting period.

#### *Stock options*

The fair value of stock options is measured at the grant date using the Black-Scholes option-pricing model. Stock options are equity-settled share-based payments and are accounted for accordingly.

#### *Deferred share unit plan*

The Deferred Share Unit Plan ("DSU Plan") is recorded as a share-based liability since the units may be settled in cash, at the sole discretion of the Company. The liability is remeasured at each reporting period based on the closing trading price of the Company's Class A Shares on the TSX and is remeasured until the settlement date.

A DSU participant's account is credited with dividend equivalents in the form of additional DSUs at each dividend payment date, if any, in respect of which dividends are paid on Class A Shares.

#### *Restricted share unit plan*

The Restricted Share Unit Plan ("RSU Plan") is recorded as a share-based liability since the units may be settled in cash, at the sole discretion of the Company. The liability is remeasured at each reporting period based on the closing trading price of the Company's Class A Shares on the TSX and is remeasured until the settlement date.

An RSU participant's account is credited with dividend equivalents in the form of additional RSUs at each dividend payment date, if any, in respect of which dividends are paid on Class A Shares.

### 3. Significant accounting policies, judgments and estimation uncertainty (continued)

#### *Restricted share unit plan – cash*

This plan is accounted for as a cash-settled share-based liability since the payments will be made in cash. The liability is remeasured at each reporting period based on the closing trading price of the Company's Class A Shares on the TSX and is remeasured until the settlement date.

An RSU – cash participant's account is credited with dividend equivalents in the form of additional RSUs at each dividend payment date, if any, in respect of which dividends are paid on Class A Shares.

#### *Performance Share Unit ("PSU") and Unit Appreciation Right ("UAR") Plan applicable to Business Units ("PSU and UAR plan applicable to BU")*

Under the terms of this plan, the Company grants PSU and UAR at a value determined by reference to the value of a specific business unit rather than by reference to the trading price of the Company's Class A Shares.

At the time of grant of any PSU plan applicable to BU or UAR plan applicable to BU, the Company determines (i) the award value, (ii) the number of PSU or UAR granted, (iii) the value of each PSU or UAR granted, (iv) the formula used to determine the value of the applicable business unit, (v) the vesting terms and conditions, and (vi) the applicable vesting date(s).

The method of settlement is determined for each grant. Such methods may include all or a portion of the value of the vested PSU and UAR payable in Class A Shares or in cash, at the sole discretion of the Company. The Company's intention on the settlement method determines if a plan is accounted for as cash-settled or as equity-settled. When the payment obligation is settled through the delivery of shares, the Company determines the total number of the Class A Shares to be issued based on the total settlement date value divided by a volume-weighted average price as defined in the plan.

#### *PSU Plan*

Under the terms of the PSU plan, the Company grants PSUs at a value determined by reference to the trading price of the Class A Shares of the Company.

At the time of grant of any PSU plan, the Company determines (i) the award value, (ii) the number of PSUs granted, (iii) the value of each PSU granted, (iv) the vesting terms and conditions of the PSUs, and (v) the applicable vesting date(s).

The method of settlement is determined for each grant. Such methods may include all or a portion of the value of the vested PSUs payable in Class A Shares or in cash, at the sole discretion of the Company. The Company's intention on the settlement method determines if a plan is accounted for as cash-settled or as equity-settled. When the payment obligation is settled through the delivery of shares, the Company determines the total number of the Class A Shares to be issued based on the total settlement date value divided by a volume-weighted average price as defined in the plan.

A PSU participant's account is credited with dividend equivalents in the form of additional PSUs at each dividend payment date, if any, in respect of which dividends are paid on Class A Shares.

### 3. Significant accounting policies, judgments and estimation uncertainty (continued)

#### Earnings per share

Basic earnings per share (“EPS”) is calculated by dividing the net earnings (loss) for the year attributable to equity owners of the Company by the weighted average number of shares outstanding during the year.

Diluted EPS is calculated by adjusting the weighted average number of shares that would have been outstanding assuming the conversion of all dilutive share-based awards. The number of shares included with respect to options and similar instruments is computed using the treasury stock method, with only the bonus element of the issue reflected in diluted EPS. The bonus element is the difference between the number of ordinary shares that would be issued at the exercise price and the number of ordinary shares that would have been issued at the average trading price per share. The Company’s potentially dilutive shares include stock options, RSUs, PSU and UAR applicable to BU, PSU, purchase price obligations with the option to settle in cash or shares, shares issued from treasury through the dividend reinvestment plan and debentures. In the event where basic EPS is negative, diluted EPS is calculated similarly to basic EPS.

#### Financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Regular-way purchases and sales of financial assets are recognized on the trade date.

#### Classification

At initial recognition, all financial instruments are recorded at fair value on the consolidated statements of financial position. Financial assets must be classified as they are subsequently measured, either at fair value through other comprehensive income (loss), at amortized cost, or at fair value through profit or loss. The Company determines the classification based on the contractual cash flow characteristics of the financial assets and on the business model it uses to manage these financial assets. At initial recognition, financial liabilities are classified as subsequently measured at amortized cost or at fair value through profit or loss.

#### *Financial assets at amortized cost*

A financial asset is measured at amortized cost if its contractual terms give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding, if it is held within a business model whose objective is to hold assets to collect contractual cash flows and is not designated at fair value through profit or loss.

### 3. Significant accounting policies, judgments and estimation uncertainty (continued)

#### *Financial assets at fair value through profit or loss*

The instruments held by the Company that are classified in this category are certain securities and obligations, classified under investments and derivative financial instruments in the consolidated statements of financial position.

Financial instruments in this category are measured initially and subsequently at fair value through profit and loss. Transaction costs are expensed as incurred in the consolidated statements of earnings (loss). Gains and losses arising from changes in fair value are presented in the consolidated statements of earnings (loss) in the period in which they arise. Dividends on financial assets through profit or loss are recognized in the consolidated statements of earnings (loss) when the Company's right to receive dividends is established.

Financial assets at fair value through profit or loss are classified as current except for the portion expected to be realized or received beyond twelve-months of the consolidated statement of financial position date, which is classified as non-current.

#### *Financial liabilities at amortized cost*

Financial liabilities at amortized cost are recognized initially at fair value, net of any transaction costs incurred, and subsequently at amortized cost using the effective interest method.

#### *Financial liabilities at fair value through profit or loss*

Amounts that may be payable under written put rights or as purchase price obligations are initially recorded at their fair value and subsequently remeasured to fair value at each reporting date.

#### **Cash and cash equivalents**

Cash and cash equivalents include cash on hand, deposits held with financial institutions and bank overdrafts.

#### **Restricted cash and cash equivalents**

Restricted cash and cash equivalents consists of cash subject to regulatory restrictions and therefore not available for general use.

#### **Assets held for sale**

Non-current assets, or disposal groups comprising assets and liabilities, are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets, or disposal groups, are measured at the lower of their carrying amount and fair value less costs to sell.

Once classified as held for sale, intangible assets, right-of-use assets and property and equipment are no longer amortized or depreciated.

### 3. Significant accounting policies, judgments and estimation uncertainty (continued)

#### Goodwill

Goodwill represents the excess of the consideration transferred in a business combination over the fair value of the Company's share of the net identifiable assets acquired at the date of acquisition. Goodwill is tested for impairment at least annually or when there is an indication of impairment and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed.

#### Intangible assets

Intangible assets with a finite life are accounted for at historical cost, less accumulated amortization and impairment losses. Intangible assets acquired in a business combination are recognized at fair value at the acquisition date. Other intangible assets are comprised of trade names, software and non-compete agreements.

The expected useful lives of finite-life customer relationships and asset management contracts are analyzed each year and determined based on the analysis of the historical and projected attrition rates of clients and other factors that may influence the expected future economic benefit that the Company will generate from the customer relationships or management contracts.

Development costs for internally-generated intangible assets are capitalized when all of the following conditions are met:

- technical feasibility can be demonstrated;
- management has the intention to complete the intangible asset and use it;
- management can demonstrate the ability to use the intangible asset;
- it is probable that the intangible asset will generate future economic benefits;
- the Company can demonstrate the availability of adequate technical, financial and other resources to complete the development and to use the intangible asset; and
- costs attributable to the asset can be measured reliably.

Configuration and customization costs under cloud computing arrangements are capitalized only when the Company has control over the intellectual property of the underlying software code. The amount initially recognized for internally-generated intangible assets is the sum of the expenditures incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognized, development expenditures are charged to the consolidated statements of earnings (loss) in the period in which they are incurred.

### 3. Significant accounting policies, judgments and estimation uncertainty (continued)

Amortization of finite-life intangible assets is based on their estimated useful lives using the straight-line method over the following periods:

|                            |                |
|----------------------------|----------------|
| Asset management contracts | 6 to 14 years  |
| Customer relationships     | 15 to 20 years |
| Other intangible assets    | 2 to 6 years   |

#### Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At commencement or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices. For office facilities for which the Company is a lessee, an election was made not to separate non-lease components and instead account for the lease and non-lease components as a single lease component.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received. The right-of-use asset is subsequently measured at cost less any accumulated depreciation and impairment losses and adjusted for certain remeasurement of the lease liability as described below. The right-of use asset is depreciated using the straight-line method over the lesser of the lease term and the useful life of the asset.

The lease liability is initially measured at the present value of future lease payments, discounted using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate as the discount rate. The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of leased asset.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance payments, less any lease incentives receivable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

### 3. Significant accounting policies, judgments and estimation uncertainty (continued)

The lease liability is subsequently increased by the interest accretion expense and decreased by the lease payments. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or renewal option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Company has elected not to recognize right-of-use-assets and lease liabilities for low-value leases. The Company did not elect to use the exemption which permits it to exclude right-of-use assets and lease liabilities with a lease term of less than 12 months. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

#### Property and equipment

Property and equipment are presented at historical cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditures that are directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. The carrying amount of a replaced asset is derecognized when replaced. Repairs and maintenance costs are expensed in the consolidated statements of earnings (loss) during the period in which they are incurred.

The major categories of property and equipment are depreciated over their estimated useful lives using the straight-line method over the following periods:

|                                |                                      |
|--------------------------------|--------------------------------------|
| Office furniture and equipment | 5 to 10 years                        |
| Computer equipment             | 3 years                              |
| Leasehold improvements         | Shorter of lease term or useful life |

Residual values, methods of amortization and useful lives of the assets are reviewed annually and adjusted if appropriate. Gains and losses on dispositions of property and equipment are determined by comparing the proceeds from disposition with the carrying amount of the asset and are recognized in the consolidated statements of earnings (loss).

#### Impairment of non-financial assets

Property and equipment and finite-life intangible assets are tested for impairment when events or changes in circumstances indicate that the carrying amount is greater than its estimated recoverable amount. For the purpose of measuring recoverable amounts, assets are grouped at the lowest level for which there are separately identifiable cash inflows (cash-generating units or "CGU"). The recoverable amount is the higher of an asset's fair value less costs to sell and value-in-use. Value-in-use is determined by discounting estimated future cash flows, using a pre-tax discount rate that reflects current assessments of the market, of the time value of money and of the risks specific to the CGU.

### 3. Significant accounting policies, judgments and estimation uncertainty (continued)

Fair value less costs to sell can be determined using an EBITDA (earnings before interest, taxes, depreciation and amortization) multiple of comparable companies operating in similar industries for each CGU less cost to sell, or using discounted cash flows less cost to sell, as appropriate. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its estimated recoverable amount. Impairment losses are recognized in the consolidated statements of earnings (loss).

Impairment losses recognized are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the operating segment on a pro rata basis. Previously impaired non-financial assets are reassessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there have been changes to the estimates used to determine the recoverable amount, and that these changes will be supported in the future. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of amortization, if no impairment loss had been recognized.

For goodwill impairment testing purposes, the operating segment represents the lowest level within the Company at which management monitors goodwill.

#### **Restructuring provisions**

The Company recognizes termination benefits when employment is terminated by the Company, or when an employee accepts an offer of voluntary redundancy in exchange for benefits and the Company can no longer withdraw the offer of those benefits or when the Company recognizes costs for a restructuring involving termination benefits. Benefits payable more than twelve months after the end of the reporting period are discounted to their present value.

Provisions, representing termination benefits, are measured at management's best estimate of the expenditures required to settle the obligation at the end of the reporting period, and are discounted to present value where the effect is significant.



### 3. Significant accounting policies, judgments and estimation uncertainty (continued)

#### Income taxes

Income taxes are comprised of current and deferred tax. Income taxes are recognized in the consolidated statements of earnings (loss), except to the extent that they relate to items recognized directly in equity, in which case the income taxes are also recognized directly in equity.

Current income taxes are the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred income taxes are recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income taxes are determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the consolidated statements of financial position date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred income taxes are provided on temporary differences arising on investments in subsidiaries and joint ventures except in the cases of subsidiaries where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are presented as non-current.

#### Share capital

Class A Shares and Class B special voting shares ("Class B Shares") are classified as equity. Incremental costs directly attributable to the issuance of shares or options are recognized as a deduction from equity, net of tax, from the proceeds.

#### Dividends

Dividends on Class A and Class B shares are recognized when the dividends are declared and approved by the Company's Board of Directors.

#### Contributed surplus

Contributed surplus is mostly comprised of a reserve for share-based payments recorded at fair value at the grant date, along with related deferred taxes and premiums paid upon share repurchases.

### 3. Significant accounting policies, judgments and estimation uncertainty (continued)

#### Significant accounting judgments and estimation uncertainties

In applying the Company's accounting policies, management is required to make judgments (other than those involving estimations) that have a significant impact on the amounts recognized and to make estimates and assumptions about the carrying amounts of assets, liabilities and disclosures made in the consolidated financial statements that are not readily apparent from other sources.

Estimates and judgments are significant when:

- the outcome is highly uncertain at the time the estimates and judgments are made; and
- if different estimates or judgments could reasonably have been used that would have had a material impact on the consolidated financial statements.

Management's best estimates regarding the future are based on the facts and circumstances available at the time estimates are made. Management uses historical experience, general economic conditions and trends, as well as assumptions regarding probable future outcomes as the basis for determining estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Actual results may differ from the estimates used, and such differences could be material. Management's annual budget and long-term plan which covers a three-year period are key information for many significant estimates necessary to prepare these consolidated financial statements. Management prepares a budget on an annual basis and periodically updates its long-term plan. Cash flows and profitability included in the budget and long-term plan are based on existing and expected future assets under management, general market conditions and current and future cost structures. The Board approves the annual budget and long-term plan.

The following discusses the most significant accounting judgments and estimates that the Company has made in the preparation of the consolidated financial statements:

#### *Share-based payments*

The Company recognizes compensation expense for cash and equity-settled transactions with employees by reference to the fair value of the related instruments at the date at which they are granted and for cash settled transactions, at each subsequent reporting date. Estimating fair value for share-based payments requires determining the most appropriate valuation model for a grant, which is dependent on the terms and conditions of the grant. This also requires making assumptions and determining the most appropriate inputs to the valuation model and assessing whether it is likely that the applicable performance conditions will be met and estimating the number of units expected to vest.

### 3. Significant accounting policies, judgments and estimation uncertainty (continued)

#### *Impairment of non-financial assets, operating segment and cash generating units*

Management is required to use judgement in determining the groupings of CGUs for the level at which non-financial assets are tested for impairment.

The Chief Operating Decision Maker ("CODM") regularly assesses performance and allocates resources on a consolidated global basis. As a result, the Company has one operating segment, asset management services. For the purpose of goodwill impairment testing, goodwill has been allocated to the group of CGUs representing the operating segment as it is the lowest level within the Company at which goodwill is monitored. Goodwill is tested annually for impairment. The recoverable amount of the operating segment is determined based on the higher of value-in-use and fair value less cost of disposal calculation. This calculation requires assumptions and the use of estimates including growth rates for future cash flows, the number of years used in the cash flow model, the discount rate and other estimates.

Management assesses for indicators of impairment of finite-life intangible assets at each reporting period. If there is an indication that an asset may be impaired, an impairment test is performed by comparing the carrying amount of the intangible asset to its recoverable amount. The recoverable amounts of intangible assets are based on the higher of value in use or fair value less cost to sell, which involves making estimates about the future cash flows including projected attrition and growth rates which affect assets under management, discount rates and gross profit margin percentage.

#### *Purchase price obligations*

Purchase price obligations are financial instruments recorded at fair value through profit and loss. The valuation of the purchase price obligations require management to apply judgement in determining the inputs in the measurement of their fair values. The Company uses valuation techniques, which are generally based on forecasted future cash flows discounted to present value and risk-adjusted discount rates applicable to the underlying cash flows.

#### *Leases*

The Company has applied judgement to determine the lease term for certain lease contracts in which it is a lessee when they include purchase, renewal or termination options. The assessment of whether the Company is reasonably certain to exercise such options impacts the lease term. The Company has also applied judgment to determine the discount rate used to discount future lease payments. The lease terms and discount rates may significantly affect the carrying amount of lease liabilities and the right-of-use assets recognized.

#### *Business combinations and other transactions*

The purchase price allocation process resulting from a business combination or transaction accounted for as an acquisition of assets and assumed liabilities requires management to estimate the fair value of identifiable assets acquired including intangible assets and liabilities assumed including any contingently payable purchase price obligation. The Company uses valuation techniques, which are generally based on forecasted future net cash flows discounted to present value. These valuations are closely linked to the assumptions used by management on the future performance of the related assets and the discount rates applied.

### 3. Significant accounting policies, judgments and estimation uncertainty (continued)

#### *Income taxes*

The calculation of income tax expense requires significant judgment in interpreting tax rules and regulations in multiple jurisdictions, which are subject to change. There are transactions and calculations for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

Deferred tax assets and liabilities require judgment in determining the amounts to be recognized. Significant judgment is required when assessing the timing of the reversal of the temporary differences to which future tax rates are applied. The recognition of deferred tax assets, which is limited to the amount that is probable to be realized, is estimated with consideration given to the timing, sources and level of future taxable profit.

### 4. Business disposition, assets held for sale and other transactions

#### *Sale of Bel Air Investment Advisors ("Bel Air")*

On February 28, 2021, the Company completed the sale of all its equity interest in Bel Air. As a result, the Company recorded a gain of \$19,552 net of change of control expenses of \$5,467 and transaction costs. The gain on sale included the foreign currency translation gain of \$30,219 that was previously recorded in accumulated other comprehensive income which was reclassified to earnings on disposition of the foreign operation.

#### *Fiera Capital Emerging Markets Fund ("Fund")*

On March 30, 2021, Fiera Capital Inc., a wholly-owned subsidiary of the Company, sold its Fund to Sunbridge Capital Partners LLC. As a result of the sale, the Company recorded accelerated amortization of \$3,395 (US\$2,700), and subsequently presented the intangible asset management contract as an asset held for sale as at March 31, 2021. Assets held for sale must be revalued at the lower of its carrying amount and its fair value less cost to sell and accordingly, an impairment charge of \$3,625 (US\$2,900) was recorded. The transaction closed on July 9, 2021.

#### *Acquisition of Additional Global Equity Team*

On March 8, 2021, the Company announced the acquisition of an additional Global Equity team from AMP Capital. As part of the transaction, the Company acquired the team along with the related assets under management ("AUM") and as a result recorded an intangible asset of \$6,701 (US\$5,331).

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 5. Restructuring, acquisition related and other costs

During the years ended December 31, 2022 and 2021, the Company recorded the following:

|  | 2022   | 2021   |
|--|--------|--------|
|  | \$     | \$     |
| Restructuring costs related to severance | 14,380 | 15,791 |
| Other restructuring costs                | 2,104  | 9,256  |
| Acquisition related and other costs      | 2,772  | 3,650  |
|  | 19,256 | 28,697 |

Restructuring charges are mainly composed of severance costs due to corporate reorganizations following business combinations, dispositions and other transactions.

Acquisition related and other costs are mainly composed of professional fees and other expenses incurred as a result of the integration of businesses acquired in prior periods.

The change in the restructuring provision for severance-related expenses during the years ended December 31, 2022 and 2021 is as follows:

|                                   | Severance    |
|-----------------------------------|--------------|
|                                   | \$           |
| Balance, December 31, 2021        | 2,345        |
| Additions during the year         | 14,380       |
| Paid during the year              | (12,097)     |
| Foreign currency translation      | 300          |
| <b>Balance, December 31, 2022</b> | <b>4,928</b> |
| Balance, December 31, 2020        | 10,589       |
| Additions during the year         | 15,791       |
| Paid during the year              | (24,765)     |
| Foreign exchange difference       | 730          |
| Balance, December 31, 2021        | 2,345        |

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 6. Investments

The consolidated financial statements include the accounts of the Company and all of its subsidiaries as at December 31, 2022 and 2021. The significant operating subsidiaries are set out in the table below. All principal activities of these subsidiaries are asset management. Unless otherwise stated, they have share capital solely in ordinary shares that are held directly or indirectly by the Company.

| Name                                   | Percentage of equity interest attributable to the Company |      |          |      |
|--|---|------|----------|------|
|  | Direct  |      | Indirect |      |
|  | 2022  | 2021 | 2022     | 2021 |
|  | %   | %    | %        | %    |
| Fiera Capital (Asia) Hong Kong Limited | —   | —    | 100      | 100  |
| Fiera Real Estate Investments Limited  | —   | —    | 100      | 100  |
| Fiera Capital (IOM) Limited            | —   | —    | 100      | 100  |
| Fiera Capital (UK) Limited             | —   | —    | 100      | 100  |
| Fiera Capital Inc.                     | —   | —    | 100      | 100  |
| Fiera Comox Partners Inc.              | 60.4  | 60.4 | —        | —    |
| Fiera Infrastructure Inc.              | 75  | 75   | —        | —    |
| Fiera Private Debt Inc.                | —   | —    | 100      | 100  |
| Fiera Real Estate UK Limited           | —   | —    | 100      | 80   |

### 7. Structured entities

#### *Unconsolidated structured entities*

The Company manages several investment funds which are unconsolidated structured entities. These investment funds are open-ended and closed-ended investment companies, mutual funds, limited partnerships, pooled funds or other investment entities which invest in a range of assets. Segregated mandates managed on behalf of clients and investment trusts are not considered structured entities. The structured entities are generally financed by the issue of units or shares to investors, although certain funds, mainly property, infrastructure and private equity funds, are also permitted to raise financing through loans from third parties. The Company does not provide a guarantee for the repayment of any borrowings held by these entities and did not provide financial support to unconsolidated structured entities during the years ended December 31, 2022 and 2021.

The Company generates revenues from management and other fees from providing investment management and related services to these investment funds. The fees from these investment funds are calculated based on assets under management or on committed capital. Investment funds are susceptible to market price risk arising from uncertainties about future value of the assets they hold. Market risks are discussed in Note 13 - *Financial Instruments*.

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 7. Structured entities (continued)

The following table summarizes the carrying value of the Company's interests in unconsolidated structured entities recognized in the consolidated statement of financial position and the assets under management of unconsolidated structured entities as at December 31, 2022 and 2021. The Company's maximum exposure to loss is the carrying amount of the investment funds held and the loss of future fees.

|   | As at<br>December 31, 2022 | As at<br>December 31, 2021 |
|---|----------------------------|----------------------------|
|   | \$                         | \$                         |
| Company's ownership interest in investment funds              | 12,588                     | 15,128                     |
| Assets under management of unconsolidated structured entities | 51.9 billion               | 51.9 billion               |

#### *Investment in managed funds*

In its capacity as fund manager, the Company has the ability to direct the activities of the funds that it manages through its involvement in the decision-making process. When the Company is also exposed to the variable returns as the principal unit holder and is deemed to control the fund, the fund is consolidated. When the fund is consolidated, the redeemable units owned by other unit holders are presented as amounts due to holders of redeemable units in the Company's consolidated statement of financial position since the units are redeemable at the option of the holders.

### 8. Investments in joint ventures and associates

The Company has ownership interests in a number of individually insignificant joint ventures and associates that are accounted for using the equity method. The Company's risks are limited to the carrying value of its investments in joint ventures and associates. The following table presents the change in carrying values of the Company's investments in joint ventures and associates during the year:

|                              | Associates | Joint ventures | Total    |
|------------------------------|------------|----------------|----------|
|                              | \$         | \$             | \$       |
| <b>2022</b>                  |            |                |          |
| Opening carrying amount      | 1,981      | 13,341         | 15,322   |
| Share of earnings            | 15         | 16,532         | 16,547   |
| Additions                    | —          | 5,795          | 5,795    |
| Distributions received       | (979)      | (21,618)       | (22,597) |
| Foreign currency translation | (133)      | (328)          | (461)    |
| Closing carrying amount      | 884        | 13,722         | 14,606   |
| <b>2021</b>                  |            |                |          |
| Opening carrying amount      | 625        | 8,192          | 8,817    |
| Share of earnings            | 1,936      | 10,086         | 12,022   |
| Additions                    | —          | 4,868          | 4,868    |
| Distributions received       | (649)      | (9,693)        | (10,342) |
| Foreign currency translation | 69         | (112)          | (43)     |
| Closing carrying amount      | 1,981      | 13,341         | 15,322   |

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 9. Trade and other receivables

|   | As at<br>December 31, 2022 | As at<br>December 31, 2021 |
|---|----------------------------|----------------------------|
|   | \$                         | \$                         |
| Trade accounts  | 137,397                    | 187,340                    |
| Trade accounts – related companies of shareholders (Note 28 ) | —                          | 1,926                      |
| Contingent value rights receivable                            | 660                        | 16,653                     |
| Other   | 8,690                      | 10,535                     |
|   | <b>146,747</b>             | 216,454                    |

The aging of accounts receivable is as follows:

|                            | As at<br>December 31, 2022 | As at<br>December 31, 2021 |
|----------------------------|----------------------------|----------------------------|
|                            | \$                         | \$                         |
| Trade                      |                            |                            |
| Current                    | 135,189                    | 183,166                    |
| Aged between 61 – 119 days | 1,064                      | 996                        |
| Aged greater than 120 days | 1,144                      | 3,178                      |
| Total trade                | <b>137,397</b>             | 187,340                    |

As at December 31, 2022, there was a provision for expected credit losses of \$1,836 (2021 – \$1,178).



# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 10. Goodwill and intangible assets

|   | Goodwill | Indefinite life            |                            | Finite-life            |          | Total     |
|---|----------|----------------------------|----------------------------|------------------------|----------|-----------|
|   |          | Asset management contracts | Asset management contracts | Customer relationships | Other    |           |
|   | \$       | \$                         | \$                         | \$                     | \$       | \$        |
| <b>For the year ended December 31, 2022</b> |          |                            |                            |                        |          |           |
| Opening carrying amount                     | 641,314  | 1,676                      | 39,268                     | 242,586                | 9,738    | 293,268   |
| Additions                                   | —        | —                          | —                          | —                      | 1,074    | 1,074     |
| Additions – internally developed            | —        | —                          | —                          | —                      | 1,455    | 1,455     |
| Change in accounting policy (Note 2)        | —        | —                          | —                          | —                      | (4,561)  | (4,561)   |
| Dispositions                                | —        | —                          | —                          | —                      | (32)     | (32)      |
| Amortization for the period                 | —        | —                          | (10,506)                   | (24,716)               | (3,225)  | (38,447)  |
| Foreign currency translation                | 9,667    | 32                         | 933                        | 6,090                  | 243      | 7,298     |
| Closing carrying amount                     | 650,981  | 1,708                      | 29,695                     | 223,960                | 4,692    | 260,055   |
| <b>Balance, December 31, 2022</b>           |          |                            |                            |                        |          |           |
| Cost  | 633,323  | 1,695                      | 152,747                    | 406,776                | 37,488   | 598,706   |
| Accumulated amortization and impairment     | (1,918)  | —                          | (123,428)                  | (185,698)              | (32,419) | (341,545) |
| Foreign currency translation                | 19,576   | 13                         | 376                        | 2,882                  | (377)    | 2,894     |
| Closing carrying amount                     | 650,981  | 1,708                      | 29,695                     | 223,960                | 4,692    | 260,055   |
| <b>For the year ended December 31, 2021</b> |          |                            |                            |                        |          |           |
| Opening carrying amount                     | 645,411  | 12,508                     | 55,683                     | 260,452                | 10,011   | 338,654   |
| Additions                                   | —        | —                          | —                          | 6,701                  | 59       | 6,760     |
| Additions – internally developed            | —        | —                          | —                          | —                      | 2,952    | 2,952     |
| Reclassification to assets held for sale    | (1,995)  | (7,293)                    | —                          | —                      | —        | (7,293)   |
| Dispositions                                | —        | —                          | (79)                       | —                      | (52)     | (131)     |
| Amortization for the year                   | —        | (3,395)                    | (16,208)                   | (23,733)               | (3,036)  | (46,372)  |
| Foreign currency translation                | (2,102)  | (144)                      | (128)                      | (834)                  | (196)    | (1,302)   |
| Closing carrying amount                     | 641,314  | 1,676                      | 39,268                     | 242,586                | 9,738    | 293,268   |
| <b>Balance, December 31, 2021</b>           |          |                            |                            |                        |          |           |
| Cost  | 633,323  | 1,695                      | 152,747                    | 406,776                | 41,987   | 603,205   |
| Accumulated amortization and impairment     | (1,918)  | —                          | (112,921)                  | (160,980)              | (31,629) | (305,530) |
| Foreign currency translation                | 9,909    | (19)                       | (558)                      | (3,210)                | (620)    | (4,407)   |
| Closing carrying amount                     | 641,314  | 1,676                      | 39,268                     | 242,586                | 9,738    | 293,268   |

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

*(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)*

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### 10. Goodwill and intangible assets (continued)

Goodwill is monitored by management based on the Company's only operating segment: asset management services. In assessing goodwill for impairment during the years ended December 31, 2022 and 2021, the Company compared the aggregate recoverable amount of the operating segment to the carrying amount. The recoverable amount has been determined based on the higher of value-in-use and fair value less cost of disposal using three-year cash flow budgets and forecasts approved by management and the Board. These make use of observable market inputs when available. Cash flows beyond the three-year budget are determined using an expected long-term growth rate of 2.2%. Key assumptions included the following:

|                                      | 2022 | 2021 |
|--------------------------------------|------|------|
|                                      | %    | %    |
| Weighted average revenue growth rate | 4.6  | 6.5  |
| Discount rate                        | 12.5 | 13.3 |

Reasonable changes in key assumptions would not cause the recoverable amount of goodwill to fall below the carrying value.

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 11. Property and equipment

|   | Office furniture & equipment | Computer equipment | Leasehold improvements | Total    |
|---|------------------------------|--------------------|------------------------|----------|
|   | \$                           | \$                 | \$                     | \$       |
| <b>For the year ended December 31, 2022</b> |                              |                    |                        |          |
| Opening carrying amount                     | 4,469                        | 2,448              | 19,356                 | 26,273   |
| Additions                                   | 212                          | 732                | 1,363                  | 2,307    |
| Dispositions                                | (29)                         | —                  | —                      | (29)     |
| Depreciation                                | (1,357)                      | (1,457)            | (2,214)                | (5,028)  |
| Foreign currency translation                | 25                           | 16                 | 162                    | 203      |
| Closing carrying amount                     | 3,320                        | 1,739              | 18,667                 | 23,726   |
| <b>Balance, December 31, 2022</b>           |                              |                    |                        |          |
| Cost  | 12,681                       | 12,062             | 30,305                 | 55,048   |
| Accumulated depreciation                    | (9,057)                      | (10,414)           | (12,202)               | (31,673) |
| Foreign currency translation                | (304)                        | 91                 | 564                    | 351      |
| Closing carrying amount                     | 3,320                        | 1,739              | 18,667                 | 23,726   |
| <b>For the year ended December 31, 2021</b> |                              |                    |                        |          |
| Opening carrying amount                     | 4,279                        | 2,804              | 19,677                 | 26,760   |
| Additions                                   | 1,553                        | 1,463              | 2,084                  | 5,100    |
| Dispositions                                | (119)                        | (23)               | (88)                   | (230)    |
| Depreciation                                | (1,237)                      | (1,789)            | (2,282)                | (5,308)  |
| Foreign currency translation                | (7)                          | (7)                | (35)                   | (49)     |
| Closing carrying amount                     | 4,469                        | 2,448              | 19,356                 | 26,273   |
| <b>Balance, December 31, 2021</b>           |                              |                    |                        |          |
| Cost  | 12,499                       | 11,330             | 28,941                 | 52,770   |
| Accumulated depreciation                    | (7,700)                      | (8,957)            | (9,971)                | (26,628) |
| Foreign currency translation                | (330)                        | 75                 | 386                    | 131      |
| Closing carrying amount                     | 4,469                        | 2,448              | 19,356                 | 26,273   |

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 12. Leases

The Company mainly leases offices. Rental contracts are typically entered into for fixed periods but may have extension options. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but right-of-use assets may not be used as security for borrowing purposes.

#### Right-of-use assets

|  | Right-of-use assets |
|--|---------------------|
|  | \$                  |
| <b>For the year ended December 31, 2022</b>          |                     |
| Open carrying amount                                 | 77,763              |
| Additions  | 1,485               |
| Depreciation   | (14,147)            |
| Derecognition  | (386)               |
| Foreign currency translation                         | 2,435               |
| Closing carrying amount                              | 67,150              |
| <b>Balance, December 31, 2022</b>                    |                     |
| Cost   | 131,356             |
| Accumulated depreciation                             | (63,553)            |
| Foreign currency translation                         | (653)               |
| Closing carrying amount                              | 67,150              |
| <b>For the year ended December 31, 2021</b>          |                     |
| Right-of-use assets recognized as at January 1, 2021 | 90,612              |
| Additions  | 3,503               |
| Depreciation   | (15,942)            |
| Foreign currency translation                         | (410)               |
| Closing carrying amount                              | 77,763              |
| <b>Balance, December 31, 2021</b>                    |                     |
| Cost   | 130,213             |
| Accumulated depreciation                             | (49,363)            |
| Foreign currency translation                         | (3,087)             |
| Closing carrying amount                              | 77,763              |

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 12. Leases (continued)

#### *Lease liabilities*

The Company's lease agreements expire at different dates until 2035. Total lease payments for each of the next five years, and thereafter, are as follows:

|                                | \$             |
|--------------------------------|----------------|
| 2023                           | 18,816         |
| 2024                           | 15,683         |
| 2025                           | 13,949         |
| 2026                           | 10,057         |
| 2027                           | 8,533          |
| Thereafter                     | 44,000         |
|                                | <u>111,038</u> |
| Less : interest                | (16,350)       |
| <b>Total lease liabilities</b> | <b>94,688</b>  |

#### *Extension options*

Some leases contain extension options exercisable by the Company. The Company assesses at the lease commencement date whether it is reasonably certain to exercise the extension options. Extension options are only included in the lease term if the lease is reasonably certain to be extended. Potential future cash outflows of \$66,474 from 2023 to 2044 have not been included in the lease liability because it is not reasonably certain that these extension options will be exercised.

### 13. Financial instruments

The Company, through its financial assets and liabilities, has exposure to the following risks from its financial instruments: market risk, credit risk, interest rate risk, currency risk and liquidity risk. The following analysis provides a measurement risk as at December 31, 2022 and 2021.

The Company's business is the management of investment assets. The key performance driver of the Company's ongoing results is the level of AUM. The level of AUM is directly linked to investment returns and the Company's ability to attract and retain clients.

The Company's consolidated statements of financial position includes a portfolio of investments. The value of these investments is subject to a number of risk factors.

#### *Market risk*

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, equity market fluctuations and other relevant market rate or price changes. Market risk is directly influenced by the volatility and liquidity in the markets in which the related underlying assets are traded. Below is a discussion of the Company's primary market risk exposures and how these exposures are managed.

Appreciation or depreciation in the fair value of equity securities affect the amount and timing of recognition of gains and losses on equity securities and investment funds in the Company's portfolio resulting in changes in realized and unrealized gains and losses. General economic conditions, political conditions and many other factors can also adversely affect the stock and bond markets and, consequently, the fair value of the equity, investment fund and fixed income financial assets held.

The Company's portfolio managers monitor the risks of the portfolio as part of its daily operations. The Company's portfolio of equity and equity-related securities as at December 31, 2022 and 2021 is comprised of investment funds and other securities with a fair value of \$12,588 as at December 31, 2022 and \$15,128 as at December 31, 2021. Investment funds are primarily comprised of a well-diversified portfolio of investments in equities and bonds.

A 10% change in the fair value of the Company's equity and equity-related holdings as at December 31, 2022 and 2021 would have an impact of increasing or decreasing comprehensive income by \$1,259 and \$1,513 respectively.

#### *Credit risk*

Credit risk is the risk that one party to a financial instrument fails to discharge an obligation and causes financial loss to another party. The Company's principal financial assets which are subject to credit risk are cash and cash equivalents, restricted cash and cash equivalents, investments, trade and other receivables and other current and non-current assets. The carrying amounts of financial assets on the consolidated statements of financial position, other than derivative financial instruments represent the Company's maximum exposure to credit risk at the consolidated statements of financial position dates.

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 13. Financial instruments (continued)

The credit risk on cash and cash equivalents and restricted cash and cash equivalents is limited because the counterparties are commercial banks or financial institutions with high credit ratings assigned by independent credit-rating agencies.

The Company's credit risk is attributable primarily to its trade and other receivables and other current and non-current assets. The amounts disclosed in the consolidated statements of financial position are net of expected credit losses, estimated by the Company's management based on previous experience and its assessment of the current economic environment and financial condition of the counterparties. In order to reduce its risk, management has adopted credit policies that include regular review of client balances. No customer represents more than 10% of the Company's accounts receivable as at December 31, 2022 and 2021.

#### *Interest rate risk*

The Company is exposed to interest rate risk through its cash and cash equivalents and long-term debt. The interest rates on the long-term debt are variable and expose the Company to cash flow interest rate risk.

The Company manages its cash flow interest rate risk by using floating-to-fixed interest rate swaps. Such interest rate swaps have the economic effect of converting debt from floating rates to fixed rates. The Company obtained its long-term debt at a floating rate and swapped a portion of it into fixed rates that were lower than those available if the Company borrowed at fixed rates directly. Under the interest rate swap contracts, the Company agrees with the counterparty to exchange, at specified intervals, the difference between the fixed contract rate and floating-rate interest amounts calculated by reference to the agreed notional amounts.

#### *Currency risk*

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure relates to cash and cash equivalents, restricted cash, accounts receivable, investments, derivative financial instruments, other current and non-current assets, accounts payable and accrued liabilities, puttable financial instrument liability, purchase price obligations and long-term debt. The Company manages a portion of its exposure to foreign currency by matching asset and liability positions and through cross currency swaps. More specifically, the Company matches the long-term debt in foreign currency with long-term assets in the same currency.

The consolidated statements of financial position as at December 31, 2022 and 2021 include the following amounts expressed in Canadian dollars with respect to the net financial assets (liabilities) for which cash flows are denominated in the following currencies:

|          | 2022      | 2021      |
|----------|-----------|-----------|
| Currency | \$        | \$        |
| USD      | (461,808) | (382,217) |
| GBP      | (11,856)  | (17,545)  |
| EUR      | 7,892     | 18,198    |
| AUD      | 163       | 583       |

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 13. Financial instruments (continued)

The Company uses derivative instruments in the form of cross currency swaps and a long-term intercompany asset denominated in the same currency to manage \$376,969 (2021 - \$369,959) of the Company's \$461,808 (2021 - \$382,217) US dollar currency exposure. A 5% strengthening or weakening of the US dollar versus the Canadian dollar on the remaining balance would result in an increase or decrease in total net earnings of \$4,134 (2021 - \$805) as at December 31, 2022.

A 5% strengthening or weakening of the GBP versus the Canadian dollar would result in an increase or decrease in total net earnings of \$593 (2021 - \$877). A 5% strengthening or weakening of the EUR versus the Canadian dollar would result in an increase or decrease in total net earnings of \$395 (2021 - \$910). A 5% strengthening or weakening of the AUD versus the Canadian dollar would result in an increase or decrease in total net earnings of \$8 (2021 - \$29).

#### Liquidity risk

The Company's objective is to have sufficient liquidity to meet its liabilities when they become due. The Company monitors its cash and cash equivalents balance and cash flows generated from operations to meet its requirements.

The Company generates enough cash from its operating activities and has sufficient available financing through its long-term debt to finance its activities and to respect its obligations as they become due.

The Company has the following financial instrument liabilities and contractual cash flow commitments as at December 31, 2022:

|  | Carrying amount | Contractual cash flow commitments |         |       |         |         |       | Total   |
|--|-----------------|-----------------------------------|---------|-------|---------|---------|-------|---------|
|  |                 | 2023                              | 2024    | 2025  | 2026    | 2027    | Other |         |
|  | \$              | \$                                | \$      | \$    | \$      | \$      | \$    | \$      |
| Accounts payable and accrued liabilities | 168,419         | 168,419                           | —       | —     | —       | —       | —     | 168,419 |
| Long-term debt <sup>(1)</sup>            | 445,490         | —                                 | —       | —     | 445,490 | —       | —     | 445,490 |
| Debentures                               | 207,611         | —                                 | 110,000 | —     | —       | 100,000 | —     | 210,000 |
| Purchase price obligations               | 26,944          | 15,050                            | 11,556  | 1,750 | —       | —       | —     | 28,356  |
|  | 848,464         | 183,469                           | 121,556 | 1,750 | 445,490 | 100,000 | —     | 852,265 |

<sup>(1)</sup> Excluding deferred financing charges of \$1,492 (Note 16).



# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 13. Financial instruments (continued)

#### Debentures

The fair value of the 5.6% Hybrid debentures (Note 17) based on market quotes is \$108,900 as at December 31, 2022 (\$112,750 as at December 31, 2021). The fair value of the 6.0% Hybrid debenture (Note 17), issued on June 23, 2022 approximates its face value plus accrued and unpaid interest.

#### Long-term debt

The fair value of long-term debt approximates its carrying amount, given that it is subject to terms and conditions, including variable interest rates, similar to those available to the Company for instruments with comparable terms.

#### Derivative financial instruments

The Company's derivative financial instruments consist of cross currency swaps, currency swaps, interest rate swaps and foreign exchange forward contracts, which are presented at fair value on the consolidated statements of financial position.

The fair value of derivatives that are not traded on an active market are determined using valuation techniques which maximize the use of observable market inputs such as interest rate yield curves as well as available information on market transactions involving other instruments that are substantially the same, discounted cash flows analysis or other techniques, where applicable. To the extent practicable, valuation techniques incorporate all factors that market participants would consider in setting a price and are consistent with accepted economic methods for valuing financial instruments.

Net gains (losses), fair value and the notional amount of derivatives by term to maturity are as follows:

|  | For the                        | As at December 31, 2022 |             |                                   |                   |              |
|--|--------------------------------|-------------------------|-------------|-----------------------------------|-------------------|--------------|
|  | year ended                     | Fair value              |             | Notional amount: term to maturity |                   |              |
|  | December 31, 2022              | Asset                   | (Liability) | Less than 1 year                  | From 1 to 5 years | Over 5 years |
|  | Net gain (loss) on derivatives |                         |             |                                   |                   |              |
|  | \$                             | \$                      | \$          | \$                                | \$                | \$           |
| <b>Foreign exchange contracts</b>  |                                |                         |             |                                   |                   |              |
| a) Forward foreign exchange and currency swap contracts – held for trading | (133)                          | —                       | —           | —                                 | —                 | —            |
| b) Cross currency swaps – held for trading                                 | 26,115                         | 2,510                   | (359)       | 276,000                           | —                 | —            |
| <b>Interest rate contracts</b>   |                                |                         |             |                                   |                   |              |
| c) Swap contracts – held for trading                                       | 1,613                          | —                       | —           | —                                 | —                 | —            |

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 13. Financial instruments (continued)

|  | For the                        | As at December 31, 2021 |             |                                   |                   |              |
|--|--------------------------------|-------------------------|-------------|-----------------------------------|-------------------|--------------|
|  | year ended                     | Fair value              |             | Notional amount: term to maturity |                   |              |
|  | December 31, 2021              | Asset                   | (Liability) | Less than 1 year                  | From 1 to 5 years | Over 5 years |
|  | Net gain (loss) on derivatives |                         |             |                                   |                   |              |
|  |                                | \$                      | \$          | \$                                | \$                | \$           |
| <b>Foreign exchange contracts</b>                        |                                |                         |             |                                   |                   |              |
| a) Forward foreign exchange contracts – held for trading | (859)                          | —                       | (250)       | 10,989                            | —                 | —            |
| b) Cross currency swaps – held for trading               | (2,930)                        | —                       | (3,877)     | 228,000                           | —                 | —            |
| <b>Interest rate contracts</b>                           |                                |                         |             |                                   |                   |              |
| c) Swap contracts – held for trading                     | 4,628                          | —                       | (1,613)     | 250,000                           | —                 | —            |
| d) Swap contracts – cash flow hedges                     | —                              | —                       | (1,469)     | 213,472                           | —                 | —            |

#### a) Forward foreign exchange and currency swap contracts — held for trading

The Company enters into month-end spot rate forward exchange and currency swap contracts with various terms to maturity that aim to manage the currency fluctuation risk associated with up to twelve months of estimated future revenues in US dollars and financial assets and liabilities for which cash flows are denominated in foreign currencies.

These contracts are recognized at fair value at the date the contracts are entered into and are subsequently remeasured to fair value through profit or loss at the end of each reporting period. The gain or loss on these derivative financial instruments is recognized in other revenues or interest on lease liabilities, foreign exchange revaluation and other financial charges in the consolidated statement of earnings (loss) in accordance with the nature of the hedged item.

The Company paid \$2,163 as settlement of contracts that matured during the year (paid \$609 during the year ended December 31, 2021).

#### b) Cross currency swaps – held for trading

Under the terms of the Company's revolving Facility (Note 16), the Company can borrow either in US dollars based on the US base rate plus a spread varying from 0.0% to 1.5%, Adjusted term SOFR rate plus a spread varying from 1.0% to 2.5%, or in Canadian dollars based on the Canadian prime rate plus a spread varying from 0.0% to 1.5% or based on the bankers' acceptances plus a spread varying from 1.0% to 2.5%. To benefit from interest cost savings, the Company has effectively created, until January 30, 2023, a synthetic equivalent to a Canadian dollar revolving facility at CDOR plus 1.42% on \$51,000 (CDOR plus 1.39% on \$228,000 as at December 31, 2021) by borrowing against the US dollar tranche of the Facility, the equivalent of \$51,000 (US\$37,375) (\$228,000 (US\$177,432) as at December 31, 2021) at SOFR plus 1.85%, and swapping it into CDOR plus 1.42% with a one-month cross currency swap.

### 13. Financial instruments (continued)

Furthermore, the Company has effectively created, until February 27, 2023, a synthetic equivalent to a Canadian dollar revolving facility at CDOR plus 1.11% on \$225,000 (nil as at December 31, 2021) by borrowing against the US dollar tranche of the Facility, the equivalent of \$225,000 (US\$167,910) (nil as at December 31, 2021) at SOFR plus 1.90%, and swapping it into CDOR plus 1.11% with a three-month cross currency swap.

The objective of this strategy is to provide cost savings without currency risk since the terms of the US SOFR financing and the cross currency swap are exactly matched (US dollar notional amount, SOFR rate, trade and maturity dates). Losses (gains) on cross currency swaps are offset by equivalent gains (losses) on the translation of the US denominated economically hedged portion of the Facility since the financing terms are exactly matched.

The net gain or loss on these derivative financial instruments is recognized in the consolidated statement of earnings (loss) in accordance with the nature of the economically hedged item, the Facility (Note 16), and therefore is presented in interest on lease liabilities, foreign exchange revaluation and other financial charges.

A total of \$20,087 was received during the year ended December 31, 2022 as settlement of these contracts (\$117 was paid during the year ended December 31, 2021) presented in long-term debt, net in the consolidated statements of cash flow.

#### c) Interest rate swap contract – held for trading

The Company entered into interest rate swap contracts to manage the impact of the interest rate fluctuations on its Facility denominated in Canadian dollars. Interest was settled on a monthly basis.

The interest rate swap contracts consisted of exchanging the variable interest rate based on a one-month CDOR rate for a fixed rate applied to the notional of each contract. The interest rate swap contracts that matured in the three months ended June 30, 2022 have not been renewed.

The net gain or loss on these derivative financial instruments is recognized in the consolidated statement of earnings (loss) with interest on long-term debt, lease liabilities and other financial charges.

#### d) Interest rate swap contracts – Cash flow hedges

The Company held interest rate swap contracts designated as cash flows hedges and which satisfied the requirements for hedge accounting. The interest rate swap contracts that matured in the three months ended June 30, 2022 have not been renewed.

The effective portion of changes in the fair value of these contracts is recognized in other comprehensive income and accumulated in a hedging reserve. The Company recorded an other comprehensive gain of \$1,065 (net of income taxes of \$406) during the year ended December 31, 2022 (gain of \$2,791 (net of income taxes of \$1,006) during the year ended December 31, 2021).

### 13. Financial instruments (continued)

The ineffective portion of changes in fair value is recognized immediately in profit or loss in the consolidated statement of earnings (loss). There was no ineffective portion on these contracts for the years ended December 31, 2022 and 2021.

e) Contingent value rights related to Integrated Asset Management Corp. ("IAM")

Through the acquisition of IAM during the year ended December 31, 2019, IAM shareholders received Contingent Value Rights ("CVRs"). The Company accounted for the CVR asset at fair value on the acquisition date, and subsequently revalued the instrument at amortized cost. The short-term portion of the CVR asset is recorded within Trade and other receivables, while the long-term portion is recorded in Other non-current assets. The CVR liability represents the residual amount of the CVR asset after the deduction for bonus, payroll taxes and corporate taxes. The CVR liability, on the acquisition date, was recorded at fair value and subsequently revalued at fair value through profit and loss. The short-term portion of the CVR liability is recorded in Trade accounts payable and accrued liabilities, while the long-term portion was recorded in Other non-current liabilities. During the year ended December 31, 2022, \$16,935 of incentive fees were received by the Company. Payment of the incentive fees to CVR holders, net of bonus, payroll taxes and corporate taxes of \$15,598 occurred during the year ended December 31, 2022. As at December 31, 2022, the short-term CVR liability was \$1,604 which included \$892 recorded at fair value through profit and loss and \$712 recorded at amortized cost.

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

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### 13. Financial instruments (continued)

#### Fair value hierarchy

The financial assets and liabilities that are recognized on the consolidated statements of financial position at fair value are classified using a hierarchy that is based on the significance of the inputs used in making the measurements. The levels in the hierarchy are:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The following table presents the financial instruments recorded at amortized cost and fair value in the consolidated statements of financial position, classified using the fair value hierarchy:

|   | As at December 31, 2022 |                                   |               |                |
|---|-------------------------|-----------------------------------|---------------|----------------|
|   | Amortized cost          | Fair value through profit or loss |               | Total          |
|   | Level 2                 | Level 3                           |               |                |
|   | \$                      | \$                                | \$            | \$             |
| <b>Assets</b>   |                         |                                   |               |                |
| Cash and cash equivalents                               | 62,199                  | —                                 | —             | 62,199         |
| Restricted cash and cash equivalents                    | 2,404                   | —                                 | —             | 2,404          |
| Investments   | —                       | 6,014                             | —             | 6,014          |
| Trade and other receivables                             | 141,558                 | —                                 | —             | 141,558        |
| Promissory note <sup>(1)</sup>                          | —                       | —                                 | 26,348        | 26,348         |
| Long-term investments                                   | —                       | —                                 | 6,574         | 6,574          |
| Derivative financial instruments <sup>(2)</sup>         | —                       | 2,510                             | —             | 2,510          |
| <b>Total</b>  | <b>206,161</b>          | <b>8,524</b>                      | <b>32,922</b> | <b>247,607</b> |
| <b>Liabilities</b>                                      |                         |                                   |               |                |
| Accounts payable and accrued liabilities <sup>(3)</sup> | 167,527                 | —                                 | 892           | 168,419        |
| Purchase price obligations                              | —                       | —                                 | 26,944        | 26,944         |
| Derivative financial instruments                        | —                       | 359                               | —             | 359            |
| Client deposits and deferred revenues                   | 749                     | —                                 | —             | 749            |
| Long-term debt  | 443,998                 | —                                 | —             | 443,998        |
| Debentures  | 207,611                 | —                                 | —             | 207,611        |
| <b>Total</b>  | <b>819,885</b>          | <b>359</b>                        | <b>27,836</b> | <b>848,080</b> |

<sup>(1)</sup> Includes \$5,189 presented in trade and other receivables and \$21,159 presented in other non-current assets on the consolidated statements of financial position.

<sup>(2)</sup> Presented in prepaid expenses and other assets on the consolidated statements of financial position.

<sup>(3)</sup> \$892 represents the short-term portion of the CVR liability.

# Fiera Capital Corporation

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For the years ended December 31, 2022 and 2021

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### 13. Financial instruments (continued)

|   | As at December 31, 2021 |                                   |               |                |
|---|-------------------------|-----------------------------------|---------------|----------------|
|   | Amortized cost          | Fair value through profit or loss |               | Total          |
|   |                         | Level 2                           | Level 3       |                |
|   | \$                      | \$                                | \$            | \$             |
| <b>Assets</b>   |                         |                                   |               |                |
| Cash and cash equivalents                               | 102,594                 | —                                 | —             | 102,594        |
| Restricted cash and cash equivalents                    | 4,484                   | —                                 | —             | 4,484          |
| Investments   | —                       | 9,389                             | —             | 9,389          |
| Trade and other receivables                             | 216,454                 | —                                 | —             | 216,454        |
| Promissory note <sup>(1)</sup>                          | —                       | —                                 | 28,198        | 28,198         |
| Long-term investments                                   | —                       | —                                 | 5,739         | 5,739          |
| Other non-current assets <sup>(2)</sup>                 | 462                     | —                                 | —             | 462            |
| <b>Total</b>  | <b>323,994</b>          | <b>9,389</b>                      | <b>33,937</b> | <b>367,320</b> |
| <b>Liabilities</b>                                      |                         |                                   |               |                |
| Accounts payable and accrued liabilities <sup>(3)</sup> | 208,126                 | —                                 | 9,120         | 217,246        |
| Purchase price obligations                              | —                       | —                                 | 33,359        | 33,359         |
| Puttable financial instrument liability                 | —                       | —                                 | 23,485        | 23,485         |
| Other non-current liabilities <sup>(4)</sup>            | 118                     | —                                 | 253           | 371            |
| Derivative financial instruments                        | —                       | 7,209                             | —             | 7,209          |
| Amounts due to related parties                          | 4,723                   | —                                 | —             | 4,723          |
| Client deposits and deferred revenues                   | 382                     | —                                 | —             | 382            |
| Long-term debt  | 412,800                 | —                                 | —             | 412,800        |
| Debentures  | 190,853                 | —                                 | —             | 190,853        |
| <b>Total</b>  | <b>817,002</b>          | <b>7,209</b>                      | <b>66,217</b> | <b>890,428</b> |

<sup>(1)</sup> Presented in other non-current assets on the consolidated statements of financial position.

<sup>(2)</sup> Represents the long-term portion of the CVR asset.

<sup>(3)</sup> \$9,120 represents the the short-term portion of the CVR liability.

<sup>(4)</sup> Represents the long-term portion of the CVR liability.

### 13. Financial instruments (continued)

#### Level 3

The fair value of the promissory note, purchase price obligations, the puttable financial instrument liability and the CVRs are Level 3 financial instruments and are determined using a discounted cash flow analysis which makes use of unobservable inputs such as expected cash flows and risk adjusted discount rates. Expected cash flows are estimated based on the terms of the contractual arrangements and the Company's knowledge of the business and how the current economic environment is likely to impact it.

Purchase price obligation – Clearwater Capital Partners, LLC ("Clearwater"):

The discounted cash flow method was used to measure the present value of the expected future cash flows to be paid to the sellers as contingent consideration. The main Level 3 inputs used by the Company to value the Clearwater purchase price obligations are derived from unobservable inputs of revenue and EBITDA (as defined in the share purchase agreement) forecasts, management's estimates of revenue generated from inflows of AUM from the Asia region, and the risk-adjusted discount rate.

The Company reduced the fair value of the purchase price obligation and recorded an adjustment of \$6,351 (US\$4,661) during the year ended December 31, 2022 (reduction of \$4,203 (US\$3,331) during the year ended December 31, 2021). The adjustment was driven by revised forecasts related to revenue generated from inflows of assets under management from the Asia region. The fair value of the Clearwater purchase price obligation as at December 31, 2022 was \$23,298 (US\$17,195) and \$28,574 (US\$22,621) as at December 31, 2021.

Due to the unobservable nature of the inputs, there may be uncertainty about the valuation of these Level 3 financial instruments and using reasonably possible alternative assumptions would change the fair value. Moreover, the relationship between the risk-adjusted discount rate and the other unobservable inputs is not necessarily a direct relationship and different inter-relationships could be reasonably applied. The Company used discount rates ranging between 10.0% and 15.0% (2021 – Between 15.0% and 20.0%). The Company varied the significant unobservable inputs such as the risk-adjusted discount rate, revenue, EBITDA, and revenue forecasts from inflows of AUM from the Asia region, and established a reasonable fair value range between \$15,973 (US\$11,625) and \$23,821 (US\$17,336) for its purchase price obligation as at December 31, 2022 compared to \$23,406 (US\$18,530) and \$29,204 (US\$23,120) as at December 31, 2021 .

Puttable financial instrument liability and call option – Fiera Real Estate UK Limited ("Fiera Real Estate UK"):

During the year ended December 31, 2022, Fiera Properties (Europe) Limited acquired the remaining outstanding 20% of Fiera Real Estate UK's shares, resulting in Fiera Real Estate UK becoming an indirect wholly-owned subsidiary of the Company. The purchase price of the shares acquired was \$21,659 (GBP13,493).

Promissory Note – Wilkinson Global Asset Management LLC ("WGAM"):

On December 31, 2020, the Company completed the sale of all its equity interest in WGAM, in exchange for a promissory note issued by WGAM, for a notional amount of \$35,655 (US\$27,987). Under the terms of the agreement, the promissory note will earn interest at EURIBOR plus a premium of 3%. The principal and interest related to the promissory note will be reimbursable to the Company through quarterly payments based on a specified revenue amount for each fiscal quarter with a minimum annual repayment of US\$1,750. The promissory note is secured by units of membership interests and the assets of WGAM.

### 13. Financial instruments (continued)

The promissory note is a financial asset recorded at fair value through profit and loss and has been categorized as a Level 3 fair value instrument. The discounted cash flow method was used to measure the present value of the promissory note. The main Level 3 inputs used by the Company to value the promissory note are derived from unobservable inputs of assets under management forecasts, revenue forecasts and the credit-adjusted discount rate reflecting the estimated maturity of the promissory note. The Company used a discount rate of 9.5% (2021 – 5.0%). The fair value of the instrument was \$26,348 (US\$19,445) as at December 31, 2022, (\$28,198 (US\$22,322) as at December 31, 2021).

Due to the unobservable nature of the inputs, there may be uncertainty about the valuation of this Level 3 financial instrument and using reasonably possible alternative assumptions would change the fair value. Moreover, the relationship between the credit-adjusted discount rate and the other unobservable inputs does not necessarily have a direct relationship and different inter-relationships could be reasonably applied. The Company varied the significant unobservable inputs such as the credit-adjusted discount rate, assets under management and revenue forecasts and established a reasonable fair value range between \$25,190 (US\$18,590) and \$26,668 (US\$19,681) as at December 31, 2022, (\$27,614 (US\$21,860) and \$28,781 (US\$22,784) as at December 31, 2021).



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### 13. Financial instruments (continued)

The reconciliation of Level 3 fair value measurements is presented as follows:

|   | Promissory note | Long-term investments | Accounts payable and accrued liabilities | Purchase price obligations | Puttable financial instrument liability | Other non-current liabilities | Total        |
|---|-----------------|-----------------------|--|----------------------------|---|-------------------------------|--------------|
|   | \$              | \$                    | \$                                       | \$                         | \$                                      | \$                            | \$           |
| Fair value as at December 31, 2021  | 28,198          | 5,739                 | (9,120)                                  | (33,359)                   | (23,485)                                | (253)                         | (32,280)     |
| Additional investments  | —               | 2,418                 | —  | —                          | —                                       | —                             | 2,418        |
| Disposition of investments  | —               | (1,273)               | —  | —                          | —                                       | —                             | (1,273)      |
| Proceeds received   | (5,661)         | —                     | —  | —                          | —                                       | —                             | (5,661)      |
| Loss on investments, net  | —               | (222)                 | —  | —                          | —                                       | —                             | (222)        |
| Settlement of purchase price obligations and puttable financial instruments liability | —               | —                     | —  | 5,718                      | 21,659                                  | —                             | 27,377       |
| Revaluation <sup>(1)</sup>  | (5,159)         | —                     | —  | 6,352                      | 566                                     | —                             | 1,759        |
| Accretion <sup>(1)</sup>  | 7,214           | —                     | —  | (3,623)                    | (228)                                   | —                             | 3,363        |
| Revaluation and settlement of CVRs  | —               | —                     | 8,534                                    | —                          | —                                       | (53)                          | 8,481        |
| Reclassification  | —               | —                     | (306)                                    | —                          | —                                       | 306                           | —            |
| Foreign currency translation  | 1,756           | (88)                  | —  | (2,032)                    | 1,488                                   | —                             | 1,124        |
| <b>Fair value as at December 31, 2022</b>   | <b>26,348</b>   | <b>6,574</b>          | <b>(892)</b>                             | <b>(26,944)</b>            | <b>—</b>                                | <b>—</b>                      | <b>5,086</b> |

<sup>(1)</sup> Accounted in Accretion and change in fair value of purchase price obligations and other in the consolidated statements of Earnings (loss)

|  | Promissory note | Long-term investments | Accounts payable and accrued liabilities | Purchase price obligations | Puttable financial instrument liability | Other non-current liabilities | Total    |
|--|-----------------|-----------------------|--|----------------------------|---|-------------------------------|----------|
|  | \$              | \$                    | \$                                       | \$                         | \$                                      | \$                            | \$       |
| Fair value as at December 31, 2020       | 33,659          | 7,521                 | —  | (45,874)                   | (14,945)                                | (1,851)                       | (21,490) |
| Additional investments                   | —               | 1,600                 | —  | —                          | —                                       | —                             | 1,600    |
| Disposition of investments               | —               | (5,553)               | —  | —                          | —                                       | —                             | (5,553)  |
| Proceeds received                        | (4,852)         | —                     | —  | —                          | —                                       | —                             | (4,852)  |
| Gain on investments, net                 | —               | 2,247                 | —  | —                          | —                                       | —                             | 2,247    |
| Settlement of purchase price obligations | —               | —                     | —  | 11,632                     | —                                       | —                             | 11,632   |
| Revaluation <sup>(1)</sup>               | —               | —                     | —  | 4,934                      | (8,090)                                 | —                             | (3,156)  |
| Accretion <sup>(1)</sup>                 | (313)           | —                     | —  | (4,434)                    | (758)                                   | —                             | (5,505)  |
| Revaluation of CVRs                      | —               | —                     | —  | —                          | —                                       | (7,313)                       | (7,313)  |
| Reclassification                         | —               | —                     | (9,120)                                  | —                          | —                                       | 9,120                         | —        |
| Foreign currency translation             | (296)           | (76)                  | —  | 383                        | 308                                     | (209)                         | 110      |
| Fair value as at December 31, 2021       | 28,198          | 5,739                 | (9,120)                                  | (33,359)                   | (23,485)                                | (253)                         | (32,280) |

<sup>(1)</sup> Accounted in Accretion and change in fair value of purchase price obligations and other in the consolidated statements of Earnings (loss)

# Fiera Capital Corporation

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### 14. Accounts payable and accrued liabilities

|  | As at<br>December 31, 2022 | As at<br>December 31, 2021 |
|--|----------------------------|----------------------------|
|  | \$                         | \$                         |
| Trade accounts payable and accrued liabilities | 65,604                     | 56,501                     |
| Provision for claims (Note 26)                 | 15,994                     | —                          |
| Contingent value rights payable                | 892                        | 9,120                      |
| Wages and vacation payable                     | 6,432                      | 6,874                      |
| Bonuses and commissions payable                | 68,256                     | 134,349                    |
| Income taxes payable                           | 9,608                      | 9,717                      |
| Sales taxes payable                            | 1,633                      | 685                        |
|  | <b>168,419</b>             | <b>217,246</b>             |

### 15. Income taxes

Income tax expense for the years ended December 31, is as follows:

|                                  | 2022          | 2021          |
|----------------------------------|---------------|---------------|
|                                  | \$            | \$            |
| Current income taxes             | 14,501        | 16,129        |
| Deferred income taxes (recovery) | (4,378)       | 6,085         |
|                                  | <b>10,123</b> | <b>22,214</b> |

The Company's income tax expense differs from the amounts that would have been obtained using the combined Canadian federal and provincial statutory tax rates for the years ended December 31, as follows:

|  | 2022          | 2021          |
|--|---------------|---------------|
|  | \$            | \$            |
| Earnings before income taxes                                 | 41,645        | 98,835        |
| Combined federal and provincial statutory tax rates          | 26.4 %        | 26.4 %        |
| Income tax expense based on combined statutory tax rate      | 10,994        | 26,082        |
| Difference between Canadian and foreign statutory rates      | (2,346)       | (2,563)       |
| Non-deductible and non-taxable items <sup>(1)</sup>          | 729           | (2,593)       |
| Unrecognized deferred income taxes variation                 | —             | 1,725         |
| Impact on deferred taxes as a result of changes in tax rates | —             | 546           |
| Prior years' tax adjustments                                 | 746           | (983)         |
|  | <b>10,123</b> | <b>22,214</b> |

<sup>(1)</sup> Includes accretion and change in fair value of purchase price obligations and other of \$956 (2021 – \$2,266), share-based compensation of \$166 (2021 – \$124), acquisition costs of nil (2021 – \$63) and non taxable portion of foreign currency translation realized on the sale of Bel Air (Note 4) of nil (2021 – \$(7,975)).

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## Notes to the Consolidated Financial Statements

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### 15. Income taxes (continued)

The movement in deferred income tax assets and liabilities during the years, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

|  | IFRS 16<br>Assets &<br>Obligations | Restructuring<br>provisions | Carry<br>forward<br>losses | Intangible<br>assets | Property and<br>equipment | Other         | Total         |
|--|------------------------------------|-----------------------------|----------------------------|----------------------|---------------------------|---------------|---------------|
|  | \$                                 | \$                          | \$                         | \$                   | \$                        | \$            | \$            |
| Balance, December 31, 2021             | 5,831                              | 47                          | 31,399                     | (28,953)             | (3,370)                   | 10,708        | 15,662        |
| Change in accounting policy (Note 2)   | —                                  | —                           | —                          | 1,062                | —                         | —             | 1,062         |
| Charged to earnings (loss)             | 438                                | (47)                        | 2,024                      | (213)                | 552                       | 1,624         | 4,378         |
| Charged to other comprehensive income  | —                                  | —                           | —                          | —                    | —                         | (406)         | (406)         |
| Reclassification to income tax payable | —                                  | —                           | 53                         | —                    | —                         | (165)         | (112)         |
| Charged to contributed surplus         | —                                  | —                           | —                          | —                    | —                         | (234)         | (234)         |
| Foreign currency translation           | —                                  | —                           | 1,672                      | 826                  | —                         | (5)           | 2,493         |
| <b>Balance, December 31, 2022</b>      | <b>6,269</b>                       | <b>—</b>                    | <b>35,148</b>              | <b>(27,278)</b>      | <b>(2,818)</b>            | <b>11,522</b> | <b>22,843</b> |
| Balance, December 31, 2020             | 5,699                              | 815                         | 7,090                      | (6,129)              | (3,651)                   | 20,153        | 23,977        |
| Charged to earnings (loss)             | 133                                | (768)                       | 24,387                     | (22,761)             | 281                       | (7,357)       | (6,085)       |
| Charged to other comprehensive income  | —                                  | —                           | —                          | —                    | —                         | (1,006)       | (1,006)       |
| Reclassification to income tax payable | —                                  | —                           | —                          | —                    | —                         | (2,687)       | (2,687)       |
| Charged to contributed surplus         | —                                  | —                           | —                          | —                    | —                         | 1,571         | 1,571         |
| Foreign currency translation           | (1)                                | —                           | (78)                       | (63)                 | —                         | 34            | (108)         |
| Balance, December 31, 2021             | 5,831                              | 47                          | 31,399                     | (28,953)             | (3,370)                   | 10,708        | 15,662        |

Financial statement presentation as at December 31:

|   | 2022          | 2021          |
|---|---------------|---------------|
|   | \$            | \$            |
| Non-current deferred income tax assets      | 32,164        | 31,179        |
| Non-current deferred income tax liabilities | (9,321)       | (15,517)      |
| <b>Total</b>                                | <b>22,843</b> | <b>15,662</b> |

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 16. Long-term debt

|                            | As at<br>December 31, 2022 | As at<br>December 31, 2021 |
|----------------------------|----------------------------|----------------------------|
|                            | \$                         | \$                         |
| Revolving credit facility  | 445,490                    | 413,621                    |
| Deferred financing charges | (1,492)                    | (821)                      |
| Non-current portion        | 443,998                    | 412,800                    |

#### Credit facility

On April 20, 2022, the Company entered into the Seventh Amended and Restated Credit Agreement (“Credit Agreement”) comprised of a \$700,000 senior unsecured revolving facility (“Facility”) which can be drawn in Canadian or US dollars at the discretion of the Company.

Under the terms of the Credit Agreement, the maturity date is April 20, 2026. A one-year extension can be requested annually subject to the acceptance of a group of lenders within the banking syndicate whose commitments amount to more than 66 2/3% of the Facility. The Company may request an increase in the available Facility by an amount of up to \$200,000 subject to the acceptance by the lenders.

The Facility bears interest, payable monthly, at variable rates based on the currency in which an amount is drawn. The interest rates are based on either the Canadian prime rate, bankers’ acceptances, the US base rate or Adjusted term SOFR rate, plus a spread as a function of the quarterly Funded Debt to EBITDA ratio as defined in the Credit Agreement.

As at December 31, 2022, the total amount drawn on the Facility was \$445,490 which was entirely drawn in US dollars of US\$328,787. As at December 31, 2021, the total amount drawn on the facility was \$413,621, of which \$395,912 (US\$313,432) was denominated in US dollars.

Under the terms of the Credit Agreement, the Company must satisfy certain restrictive covenants including minimum financial ratios. All restrictive covenants under the Credit Agreement were met as at December 31, 2022 and December 31, 2021.

Reconciliation of long-term debt arising from financing activities for the years ended December 31:

|  | 2022    | 2021     |
|--|---------|----------|
|  | \$      | \$       |
| Balance, beginning of year                 | 412,800 | 444,992  |
| Cash flows                                 |         |          |
| Reimbursement from borrowings              | (6,673) | (28,752) |
| Capitalized borrowing costs                | (1,616) | —        |
| Non-cash changes                           |         |          |
| Amortization of deferred financing charges | 945     | 1,054    |
| Foreign currency translation               | 38,542  | (4,494)  |
| Balance, end of year                       | 443,998 | 412,800  |

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 17. Debentures

The balance of the debentures consists of the following:

|  | As at<br>December 31, 2022 | As at<br>December 31, 2021 |
|--|----------------------------|----------------------------|
|  | \$                         | \$                         |
| 5.6% Hybrid debentures – Due on July 31, 2024      | 108,260                    | 107,256                    |
| 6.0% Hybrid debenture – Due on June 30, 2027       | 99,351                     | —                          |
| 5.0% Convertible debentures – Due on June 30, 2023 | —                          | 83,597                     |
| Non-current portion                                | 207,611                    | 190,853                    |

a) 5.6% Hybrid debentures – Due on July 31, 2024

|   | As at<br>December 31, 2022 | As at<br>December 31, 2021 |
|---|----------------------------|----------------------------|
|   | \$                         | \$                         |
| Face value  | 110,000                    | 110,000                    |
| Less:   |                            |                            |
| Issuance costs                                      | (5,007)                    | (5,007)                    |
| Cumulative accretion expense on liability component | 3,267                      | 2,263                      |
| Non-current portion                                 | 108,260                    | 107,256                    |

On July 4, 2019, the Company issued 100,000 senior subordinated unsecured hybrid debentures maturing on July 31, 2024 and on July 9, 2019 the Company issued 10,000 senior subordinated unsecured hybrid debentures following the exercise of the over allotment option, maturing on July 31, 2024 (together, the “5.6% Hybrid debentures”) for total gross proceeds of \$110,000. The 5.6% Hybrid debentures bear interest at a rate of 5.6% per annum, payable semi-annually in arrears on January 31 and July 31 of each year, with the first interest payment on January 31, 2020. The 5.6% Hybrid debentures will not be redeemable before July 31, 2022, except upon the satisfaction of certain conditions after a change of control of the Company. On and after July 31, 2022 and prior to July 31, 2023, the 5.6% Hybrid debentures will be redeemable in whole or in part from time to time at the Company’s option, on not more than 60 days and not less than 30 days prior notice, at a redemption price equal to 102.80% of the principal amount redeemed plus accrued and unpaid interest. On and after July 31, 2023 and prior to the maturity date on July 31, 2024, the 5.6% Hybrid debentures will be redeemable, in whole or in part, and from time to time, at the Company’s option, on not more than 60 days and not less than 30 days prior notice, at a price of \$1 per 5.6% Hybrid debenture plus accrued and unpaid interest. The Company will have the option to repay the principal amount of the Hybrid debentures due at redemption or at maturity on July 31, 2024 either by paying in cash or by issuing Class A Shares in accordance with the terms of the trust indenture. The 5.6% Hybrid debentures will not be, at any time, convertible into Class A Shares at the option of the holders. The 5.6% Hybrid debentures are recorded at amortized cost, net of issuance costs, using the effective interest rate method.

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 17. Debentures (continued)

b) 6.0% Hybrid debenture – Due on June 30, 2027

|   | As at<br>December 31, 2022 | As at<br>December 31, 2021 |
|---|----------------------------|----------------------------|
|   | \$                         | \$                         |
| Face value  | 100,000                    | —                          |
| Less:   |                            |                            |
| Issuance costs                                      | (717)                      | —                          |
| Cumulative accretion expense on liability component | 68                         | —                          |
| Non-current portion                                 | 99,351                     | —                          |

On June 23, 2022, the Company completed a private placement of a \$100,000 senior subordinated unsecured hybrid debenture with the Fonds de solidarité FTQ maturing on June 30, 2027 (the "6.0% Hybrid debenture"). The 6.0% Hybrid debenture bears interest at a rate of 6.0% per annum, payable semi-annually in arrears on June 30 and December 31 of each year starting December 31, 2022. Prior to June 30, 2025, the 6.0% Hybrid debenture will be redeemable in whole or in part from time to time at the Company's option, on not more than 60 days and not less than 30 days prior notice, at a redemption price equal to the greater of a) 100% of the principal amount redeemed and b) the Canada Yield Price as defined in the debenture plus accrued and unpaid interest. On and after June 30, 2025 and prior to June 30, 2026, the 6.0% Hybrid debenture will be redeemable, in whole or in part, and from time to time, at the Company's option, on not more than 60 days and not less than 30 days prior notice, at a redemption price equal to 103% of the principal amount redeemed plus accrued and unpaid interest. On and after June 30, 2026 and prior to the maturity date on June 30, 2027, the 6.0% Hybrid debenture will be redeemable, in whole or in part, and from time to time, at the Company's option, on not more than 60 days and not less than 30 days prior notice, at a redemption price equal to 100% of the principal amount redeemed plus accrued and unpaid interest. The Company will have the option to repay the principal amount of the 6.0% Hybrid debenture due at redemption or at maturity on June 30, 2027 either by paying in cash or by issuing Class A Shares in accordance with the terms of the trust indenture. The 6.0% Hybrid debenture will not be, at any time, convertible into Class A Shares at the option of the holders. The 6.0% Hybrid debenture is recorded at amortized cost, net of issuance costs, using the effective interest rate method.

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 17. Debentures (continued)

c) 5.0% Convertible debentures – Due on June 30, 2023

|   | As at<br>December 31, 2022 | As at<br>December 31, 2021 |
|---|----------------------------|----------------------------|
|   | \$                         | \$                         |
| Face value  | —                          | 86,250                     |
| Less:   |                            |                            |
| Issuance costs                                      | —                          | (4,030)                    |
| Equity component (net of issuance costs of \$224)   | —                          | (4,568)                    |
| Cumulative accretion expense on liability component | —                          | 5,945                      |
| Non-current portion                                 | —                          | 83,597                     |

On December 21, 2017, the Company issued 86,250 5% convertible unsecured subordinated debentures maturing on June 30, 2023, with interest payable semi-annually in arrears on June 30 and December 31 of each year starting June 30, 2018, for gross proceeds of \$86,250. On June 30, 2022, the Company redeemed all issued and outstanding convertible debentures at a price of \$1 per convertible debenture, plus accrued and unpaid interest. On redemption, the convertible debentures equity component of \$3,339 was reclassified, within equity, to retained earnings (deficit) and unamortized deferred financing charges of \$1,819 were reclassified to net earnings within Interest on lease liabilities, foreign exchange revaluation and other financial charges.

### 18. Share capital and accumulated other comprehensive income (loss)

#### Authorized

The Company is authorized to issue an unlimited number of Class A Shares and an unlimited number of Class B Shares. The Class B Shares may only be issued to Fiera Capital L.P.

Except as described below, the Class A Shares and the Class B Shares have the same rights, are equal in all respects and are treated as if they were shares of one class only. The Class A Shares and Class B Shares rank equally with respect to the payment of dividends, return of capital and distribution of assets in the event of the liquidation, dissolution or winding up of the Company.

The holders of outstanding Class A Shares and Class B Shares are entitled to receive dividends out of assets legally available at such times, in such amounts and form as the Board may, from time to time, determine without preference or distinction between Class A Shares and Class B Shares.

Class A Shares and Class B Shares each carry one vote per share for all matters other than the election of directors. With respect to the election of directors, holders of Class A Shares are entitled to elect, voting separately as a class, one-third of the members of the Board while holders of Class B Shares are entitled to elect, voting separately as a class, two-thirds of the members of the Board of the Company.

The Class A Shares are not convertible into any other class of shares. Class B Shares are convertible into Class A Shares on a one-for-one basis, at the option of the holder as long as Fiera Capital L.P. is controlled by current shareholders of Fiera Capital L.P. or holds at least 20% of the total number of issued and outstanding Class A Shares and Class B Shares.

The shares have no par value.

#### Preferred Shares

The Company is authorized to issue an unlimited number of Preferred Shares. Preferred Shares are issuable in series and would rank, both in regard to dividends and return on capital, in priority to the holders of the Class A Shares, the holders of the Class B Shares and over any other shares ranking junior to the holders of the Preferred Shares. Other conditions could also be applicable to the holders of the Preferred Shares. The Company has not issued any Preferred Shares.



# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 18. Share capital and accumulated other comprehensive income (loss) (continued)

The following table provides details of the issued, fully paid and outstanding common shares:

|  | Class A shares    |                | Class B shares    |               | Total              |                |
|--|-------------------|----------------|-------------------|---------------|--------------------|----------------|
|  | Number            | \$             | Number            | \$            | Number             | \$             |
| As at December 31, 2021                        | 85,432,361        | 804,198        | 19,412,401        | 30,891        | 104,844,762        | 835,089        |
| Issuance of shares                             |                   |                |                   |               |                    |                |
| Performance and restricted share units settled | 1,305,127         | 11,928         | —                 | —             | 1,305,127          | 11,928         |
| Stock options exercised                        | 50,590            | 489            | —                 | —             | 50,590             | 489            |
| Share repurchase and cancellation              | (3,560,000)       | (33,626)       | —                 | —             | (3,560,000)        | (33,626)       |
| <b>As at December 31, 2022</b>                 | <b>83,228,078</b> | <b>782,989</b> | <b>19,412,401</b> | <b>30,891</b> | <b>102,640,479</b> | <b>813,880</b> |
| As at December 31, 2020                        | 84,299,775        | 798,697        | 19,412,401        | 30,891        | 103,712,176        | 829,588        |
| Issuance of shares                             |                   |                |                   |               |                    |                |
| Performance and restricted share units settled | 2,418,821         | 17,141         | —                 | —             | 2,418,821          | 17,141         |
| Stock options exercised                        | 359,550           | 3,911          | —                 | —             | 359,550            | 3,911          |
| Share repurchase and cancellation              | (1,645,785)       | (15,551)       | —                 | —             | (1,645,785)        | (15,551)       |
| As at December 31, 2021                        | 85,432,361        | 804,198        | 19,412,401        | 30,891        | 104,844,762        | 835,089        |

#### 2022

##### Share repurchase and cancellation

On January 12, 2022, the Company and Natixis Investment Managers (“Natixis IM”) announced Natixis IM’s intention to sell all of its 10,680,000 Class A Shares held in the Company through an indirect wholly-owned subsidiary. Fiera Capital and Natixis IM entered into an agreement for the repurchase for cancellation of 3,560,000 Class A Shares for an aggregate repurchase price of \$34,888. In addition, Natixis IM paid Fiera Capital a transaction fee. In a separate transaction, Natixis IM sold the remaining 7,120,000 Class A Shares indirectly held by it through a syndicate of underwriters by way of a prospectus-exempt bought deal block trade. These transactions closed on January 14, 2022. Immediately following the transactions, Natixis IM no longer held any shares of the Company.

The share repurchase counted towards the maximum number of Class A Shares that may be repurchased under the Company’s NCIB. In connection with the share repurchase, Fiera Capital amended the NCIB in order to increase the maximum number of Class A Shares that may be repurchased to 6,335,600 Class A Shares (representing 10% of the public float of the Class A shares on August 2, 2021), effective on January 17, 2022.

On August 11, 2022, the Toronto Stock Exchange approved the renewal of the Company’s normal course issuer bid (“NCIB”) to purchase for cancellation up to a maximum of 4,000,000 Class A Shares, representing approximately 4.8% of its issued and outstanding Class A Shares as at August 1, 2022. The NCIB began on August 16, 2022 and will end at the latest on August 15, 2023.

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 18. Share capital and accumulated other comprehensive income (loss) (continued)

During the year ended December 31, 2022, the Company paid \$33,998 to purchase and cancel 3,560,000 Class A Shares under the normal course issuer bid which reduced share capital by \$33,626 (including income taxes of \$117) and the excess paid of \$489 was charged to contributed surplus.

#### Dividends

During the year ended December 31, 2022, the Company declared dividends on Class A Shares and Class B Shares totaling \$87,984 (\$0.860 per share). During the year ended December 31, 2022, 337,900 Class A shares were purchased on the open market for \$3,108 to settle dividends under the dividend reinvestment plan.

#### 2021

#### Shares repurchase and cancellation

During the year ended December 31, 2021, the Company paid \$17,888, to purchase and cancel 1,645,785 Class A Shares under the normal course issuer bid which reduced share capital by \$15,551 and the excess paid of \$2,337 was charged to contributed surplus.

#### Dividends

During the year ended December 31, 2021, the Company declared dividends on Class A Shares and Class B shares totaling \$87,679 (\$0.845 per share). During the year ended December 31, 2021, 194,421 Class A shares were purchased on the open market for \$2,065 to settle dividends under the dividend reinvestment plan.

#### Dividend Reinvestment Plan ("DRIP")

The DRIP provides the Company's shareholders with the option to have cash dividends on their Class A Shares automatically reinvested into additional Class A Shares. At the Company's sole discretion, shares issued to settle the dividend payment under the DRIP may be either in the form of newly issued treasury shares, purchased on the open market or a combination of both. The company may also, from time to time, in its sole discretion, offer a discount of up to 5.0% of the average market price for shares purchased from treasury.

#### Accumulated other comprehensive income (loss)

The components of accumulated other comprehensive income (loss) include:

|   | As at<br>December 31, 2022 | As at<br>December 31, 2021 |
|---|----------------------------|----------------------------|
|   | \$                         | \$                         |
| Cash flow hedges  | —                          | (1,065)                    |
| Unrealized foreign currency translation on foreign operations | <b>(16,675)</b>            | (26,667)                   |
|   | <b>(16,675)</b>            | (27,732)                   |

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 19. Earnings per share

Basic and diluted earnings per share and the reconciliation of the number of shares used to calculate basic and diluted earnings per share are as follows:

|  | For the years ended December 31, |                    |
|--|----------------------------------|--------------------|
|  | 2022                             | 2021               |
|  | \$                               | \$                 |
| Net earnings attributable to shareholders  | 25,353                           | 73,532             |
| Weighted average shares outstanding – basic  | 102,447,711                      | 103,839,056        |
| Effect of dilutive share-based awards, purchase price obligations payable in shares and debentures | 1,742,602                        | 12,702,489         |
| <b>Weighted average shares outstanding – diluted</b>   | <b>104,190,313</b>               | <b>116,541,545</b> |
| Basic earnings per share   | 0.25                             | 0.71               |
| Diluted earnings per share   | 0.24                             | 0.68               |

For the year ended December 31, 2022, the share-based awards payable in 3,557,639 shares, the 6.0% Hybrid debenture with a face value of \$100,000, the 5.6% Hybrid debentures with a face value of \$110,000, the convertible debentures with a face value of \$86,250, and the Clearwater purchase price obligations, respectively, were all anti-dilutive.

For the year ended December 31, 2021, the 5.6% Hybrid debentures with a face value of \$110,000 were dilutive and accordingly, the net earnings attributable to shareholders was increased by its interest (net of tax) of \$5,222 for the purpose of calculating the diluted earnings per share. For the year ended December 31, 2021, the share-based awards payable in 3,242,763 shares, as well as the convertible debentures with a face value of \$86,250 were all anti-dilutive.

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 20. Share-based payments

#### a) Stock option plan

Under the Company's stock option plan, the exercise price of each stock option is equal to the volume weighted average trading price of the Company's shares on the TSX for the five trading days immediately preceding the date the stock option is granted. The Board may determine the maximum term for which options are granted and will become exercisable and whether the options will be exercisable in installments or pursuant to a vesting schedule.

A summary of the changes that occurred in the Company's stock option plans during the years ended December 31, 2022, and 2021, is presented below:

|                                   | 2022                            |                                 | 2021                            |                                 |
|-----------------------------------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
|                                   | Number of Class A Share options | Weighted-average exercise price | Number of Class A Share options | Weighted-average exercise price |
|                                   |                                 | \$                              |                                 | \$                              |
| Outstanding – beginning of year   | 4,361,095                       | 11.29                           | 3,901,645                       | 11.25                           |
| Granted                           | —                               | —                               | 975,000                         | 10.47                           |
| Exercised                         | (50,590)                        | 7.44                            | (359,550)                       | 8.23                            |
| Forfeited                         | —                               | —                               | (6,000)                         | 14.77                           |
| Expired                           | (445,000)                       | 11.40                           | (150,000)                       | 12.11                           |
| Outstanding – end of year         | 3,865,505                       | 11.33                           | 4,361,095                       | 11.29                           |
| Options exercisable – end of year | 1,089,255                       | 13.10                           | 1,121,095                       | 12.96                           |

The Company recorded an expense of \$767 for stock options during the year ended December 31, 2022 (an expense of \$518 during the year ended December 31, 2021).

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 20. Share-based payments (continued)

The following table summarizes the stock options outstanding and exercisable as at December 31, 2022:

| Range of exercise price | Options outstanding             |  |                                 | Options exercisable             |                                 |
|-------------------------|---------------------------------|--|---------------------------------|---------------------------------|---------------------------------|
|                         | Number of Class A Share options | Weighted-average remaining contractual life in years | Weighted-average exercise price | Number of Class A Share options | Weighted-average exercise price |
|                         |                                 |  | \$                              |                                 | \$                              |
| 5.75 to 8.50            | 500,000                         | 7.26   | 5.92                            | —                               | —                               |
| 10.01 to 11.00          | 1,075,000                       | 8.57   | 10.50                           | —                               | —                               |
| 11.01 to 12.00          | 145,000                         | 3.69   | 11.35                           | 115,000                         | 11.40                           |
| 12.01 to 13.00          | 728,000                         | 6.00   | 12.24                           | 98,000                          | 12.14                           |
| 13.01 to 14.00          | 1,387,505                       | 5.87   | 13.37                           | 846,255                         | 13.40                           |
| 14.01 to 15.00          | 30,000                          | 4.69   | 14.57                           | 30,000                          | 14.57                           |
| <b>Total</b>            | <b>3,865,505</b>                | <b>6.73</b>  | <b>11.33</b>                    | <b>1,089,255</b>                | <b>13.10</b>                    |

#### b) Deferred share unit (“DSU”) plan

In 2007, the Board adopted a Director DSU plan, which was subsequently cancelled on September 1, 2010. However, all existing rights and privileges were kept intact. The Board approved a new director DSU Plan on April 13, 2022. Under the DSU Plan, the Company may, at its discretion, settle the DSU awards in cash or in shares. The purpose of this plan is to provide participants with a form of compensation which promotes a greater alignment of the interests of the Participants and the shareholders of the Corporation in creating long-term shareholder value.

One DSU unit is equivalent to one Class A Share of the Company. The Company recorded an expense of \$230 for this plan during the year ended December 31, 2022 (an expense of \$7 during the year ended December 31, 2021).

The total award value granted under the Company's DSU plan was \$240 and nil during the years ended December 31, 2022 and 2021, respectively. As at December 31, 2022, the Company had a liability for an amount of \$342 for the 39,383 units outstanding under the DSU plan (\$112 for 10,663 units as at December 31, 2021).

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 20. Share-based payments (continued)

#### c) Restricted share unit (“RSU”) plan

RSU are awarded under the amended and restated RSU Plan approved by the Board on April 13, 2022. Under this Plan, the Company may, at its discretion, settle the RSU awards in cash or in shares. The purpose of this plan is to provide eligible employees with the opportunity to acquire RSUs in order to retain key employees and to permit them to participate in the growth and development of the Company and to better align the interests of participants with the long-term interests of shareholders of the Company.

The following table presents transactions that occurred in the Company’s RSU plan during the years ended December 31, 2022, and 2021:

|                                       | 2022      | 2021      |
|---------------------------------------|-----------|-----------|
| Outstanding units – beginning of year | 422,024   | 404,985   |
| Vested                                | (330,740) | (207,956) |
| Reinvested in lieu of dividends       | 15,843    | 23,932    |
| Granted                               | —         | 201,063   |
| Forfeited                             | (1,186)   | —         |
| Outstanding units– end of year        | 105,941   | 422,024   |

One RSU is equivalent to one Class A Share of the Company. The Company recorded an expense of \$2,131 and \$1,991 for these grants during the years ended December 31, 2022, and 2021, respectively.

During the year ended December 31, 2022, nil Class A Shares were issued and \$3,150 was paid in cash as settlement of vested RSUs (nil Class A Shares were issued and \$2,330 cash paid as settlement of vested RSUs during the year ended December 31, 2021). As at December 31, 2022, the Company had a liability in the amount of \$731 for the 105,941 units outstanding under the RSU plan (\$1,751 for 422,024 units as at December 31, 2021).

#### d) Restricted share unit plan — cash (“RSU cash”)

RSU cash are awarded under the amended and restated RSU cash Plan approved by the Board on April 13, 2022. The purpose of this plan is to provide eligible employees with the opportunity to acquire restricted share units in order to retain key employees and to permit them to participate in the growth and development of the Company and to better align the interests of participants with the long-term interests of shareholders of the Company. All RSUs granted under this plan will be settled in cash.

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 20. Share-based payments (continued)

The following table presents transactions that occurred in the Company's RSU cash plan during the years ended December 31, 2022, and 2021:

|                                       | 2022      | 2021      |
|---------------------------------------|-----------|-----------|
| Outstanding units – beginning of year | 2,310,885 | 2,104,224 |
| Vested                                | (605,972) | (94,002)  |
| Reinvested in lieu of dividends       | 207,237   | 175,771   |
| Granted                               | 181,807   | 124,892   |
| Outstanding units – end of year       | 2,093,957 | 2,310,885 |

RSU cash units are equivalent to one Class A Share of the Company. The Company recorded an expense of \$2,976 and \$7,671 for these grants during the years ended December 31, 2022, and 2021, respectively.

During the year ended December 31, 2022, 605,972 units vested (2021 – 94,002) and an amount of \$4,782 was paid as settlement of vested units (2021 – \$1,689). As at December 31, 2022, the Company had a liability in the amount of \$9,794 for the 2,093,957 units outstanding under the RSU cash plan (\$11,600 for the 2,310,885 units as at December 31, 2021).

#### e) PSU and UAR plan applicable to Business Units ("BU")

PSU applicable to BU are awarded under the amended and restated PSU and UAR applicable to BU Plan approved by the Board on April 13, 2022. Under this Plan, the Company may, at its discretion, settle the PSU and UAR applicable to BU awards in cash or in shares. PSU and UAR applicable to BU are provided to eligible employees at an award value which is determined by the Board as the original value of the award. The number of PSU and UAR applicable to BU awarded to a participant as of the award date is calculated by dividing the award value by the market value on the award date.

PSU and UAR applicable to BU are considered granted when the award notice is approved by the Board and is accepted by the employee. The vesting date is the date at which all vesting terms and conditions set forth in the PSU and UAR Plan applicable to BU and the employee's award notice have been satisfied.

Vested PSU and UAR applicable to BU are settled in accordance with the terms of the plan. The settlement date value is determined by the product of the number of PSU and UAR applicable to BU vested and the value of the units on the applicable vesting date.

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 20. Share-based payments (continued)

PSU applicable to BU

The Company recorded the following expense relating to the PSU plan applicable to BU during the years ended December 31, 2022 and 2021:

|                       | 2022   | 2021   |
|-----------------------|--------|--------|
|                       | \$     | \$     |
| Equity-settled grants | 12,822 | 2,197  |
| Cash-settled grants   | 1,187  | 19,847 |
| Total expense         | 14,009 | 22,044 |

The total award value granted under the Company's PSU plan applicable to BU was \$14,293 and \$10,829 during the years ended December 31, 2022 and 2021, respectively. During the year ended December 31, 2022, 1,201,799 Class A Shares were issued and \$21,257 was paid in cash as settlement of vested PSU applicable to BU (2,092,319 Class A Shares were issued and nil paid in cash during the year ended December 31, 2021).

On January 31, 2022, the Company closed a previously announced agreement to establish a sub-advisory partnership with StonePine Asset Management Inc. ("StonePine"), a new firm to be controlled and led by the former Head of Fiera Capital's Montreal-based Global Equity Team. Upon closing of the agreement, all PSU applicable to BU grants previously awarded to the Global Equity team vested immediately and were settled in cash. In addition, during the six-month period ended June 30, 2022, the Company granted additional PSU applicable to BU awards to the former Global Equity team for the remaining service period ending January 31, 2022, with immediate vesting. This was settled through the issuance of Class A Shares.

UAR applicable to BU

Under the UAR applicable to BU Plan, eligible employees are entitled to receive an amount equivalent to the difference between the business value per unit on the vesting date and the exercise price determined on the grant date. Depending on the grant, vested awards are settled in Class A Shares of the Company, or can be settled in Class A Shares or cash at the discretion of the Company.

The Company recorded the following expense relating to the UAR plan applicable to BU during the years ended December 31, 2022 and 2021:

|                       | 2022  | 2021  |
|-----------------------|-------|-------|
|                       | \$    | \$    |
| Equity-settled grants | 1,019 | 1,343 |
| Cash-settled grants   | 469   | —     |
| Total expense         | 1,488 | 1,343 |



# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 20. Share-based payments (continued)

The total award value granted under the Company's UAR plan applicable to BU was \$1,013 and nil during the years ended December 31, 2022 and 2021. The Company recorded an expense of \$1,488 and \$1,343 during the years ended December 31, 2022, and 2021, respectively. During the year ended December 31, 2022, 11,818 Class A Shares were issued as settlement of vested UAR applicable to BU (234,480 Class A Shares were issued during the year ended December 31, 2021).

#### f) PSU plan

PSU are awarded under the amended and restated PSU Plan approved by the Board on April 13, 2022. Under this Plan, the Company may, at its discretion, settle the PSU awards in cash or in shares. PSUs are provided to eligible employees at an award value which is determined by the Board as the original value of the award. The number of PSUs awarded to a participant as of the award date is calculated by dividing the award value by the market value on the award date. One PSU unit is equivalent to one Class A Share of the Company.

The Company recorded the following (recovery) expense relating to the PSU plan during the years ended December 31, 2022 and 2021:

|                       | 2022 | 2021 |
|-----------------------|------|------|
|                       | \$   | \$   |
| Equity-settled grants | 169  | 662  |
| Cash-settled grants   | 60   | 43   |
| Total expense         | 229  | 705  |

The total award value granted to eligible employees under the Company's PSU plan for the years ended December 31, 2022 and 2021 was nil and \$163, respectively. The Company issued 91,509 Class A Shares and nil was paid in cash during the year ended December 31, 2022 as settlement of vested PSUs (2021 - 92,021 Class A shares issued and nil paid in cash).

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 21. Revenues

The Company remains highly focused on the development of a Global Distribution function. The Company's client servicing activities are organized on a global basis and are distributed to clients based on three Distribution Channels: Institutional, Financial Intermediaries, and Private Wealth. Each channel represents a distinct subset of the client base and informs Management and investors of the current composition of its asset under management, and how it may change over time based on the Company's distribution efforts. The Distribution Channels are the primary categories to organize the Company's client servicing activities as it continues to be an efficient allocator of capital. Management believes that revenue by distribution channel provides additional insight into factors that could impact the nature, amount, timing and uncertainty of revenue from customers.

|  | For the years ended December 31, |         |
|--|----------------------------------|---------|
|  | 2022                             | 2021    |
|  | \$                               | \$      |
| Institutional  | 345,688                          | 360,875 |
| Financial Intermediaries   | 204,623                          | 263,661 |
| Private Wealth   | 108,519                          | 102,708 |
| Other revenues and Share of earnings in joint ventures and associates <sup>(1)</sup> | 22,609                           | 22,627  |
|  | 681,439                          | 749,871 |

(1) Other revenues and Share of earnings in joint ventures and associates are not allocated to a distribution channel

### 22. Expenses by nature

The details of selling, general and administration expense are as follows:

|                                       | For the years ended December 31, |         |
|---------------------------------------|----------------------------------|---------|
|                                       | 2022                             | 2021    |
|                                       | \$                               | \$      |
| Salaries, wages and employee benefits | 287,744                          | 412,924 |
| External managers                     | 116,343                          | 28,841  |
| Technical services                    | 42,441                           | 37,944  |
| Professional fees                     | 27,600                           | 25,038  |
| Travelling and marketing              | 9,827                            | 4,985   |
| Reference fees                        | 7,898                            | 8,063   |
| Rent related expenses                 | 4,591                            | 3,697   |
| Insurance, permits and taxes          | 4,987                            | 4,063   |
| Other                                 | 8,809                            | 9,378   |
|                                       | 510,240                          | 534,933 |

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 22. Expenses by nature (continued)

The details of salaries, wages and employee benefits are as follows:

|                                    | For the years ended December 31, |                |
|------------------------------------|----------------------------------|----------------|
|                                    | 2022                             | 2021           |
|                                    | \$                               | \$             |
| Salaries and wages                 | 239,606                          | 352,317        |
| Defined contribution pension costs | 5,114                            | 4,803          |
| Payroll deductions                 | 17,692                           | 19,083         |
| Share-based compensation           | 20,639                           | 32,764         |
| Other                              | 4,693                            | 3,957          |
|                                    | <b>287,744</b>                   | <b>412,924</b> |

Key management are those persons having authority and responsibility for planning, directing and controlling the activities of the Company and include the Company's directors and key officers. Compensation awarded to key management is as follows:

|  | For the years ended December 31, |        |
|--|----------------------------------|--------|
|  | 2022                             | 2021   |
|  | \$                               | \$     |
| Salaries and other short-term benefits | 25,681                           | 24,757 |
| Share-based payments                   | 5,118                            | 9,254  |
| Termination benefits                   | 2,515                            | —      |

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 23. Interest on long-term debt and debentures

|                            | For the years ended December 31, |        |
|----------------------------|----------------------------------|--------|
|                            | 2022                             | 2021   |
|                            | \$                               | \$     |
| Interest on long-term debt | 18,913                           | 13,487 |
| Interest on debentures     | 13,392                           | 13,047 |
|                            | 32,305                           | 26,534 |

### 24. Interest on lease liabilities, foreign exchange revaluation and other financial

|  | For the years ended December 31, |         |
|--|----------------------------------|---------|
|  | 2022                             | 2021    |
|  | \$                               | \$      |
| Interest on lease liabilities                            | 3,487                            | 3,906   |
| Interest on derivative financial instruments             | 1,619                            | 4,610   |
| Amortization of deferred financing charges               | 945                              | 1,054   |
| Other interest   | 2,808                            | 52      |
| Foreign exchange   | 28,436                           | (2,635) |
| Change in fair value of derivative financial instruments | (27,595)                         | (1,447) |
|  | 9,700                            | 5,540   |

### 25. Additional information relating to consolidated statements of cash flows

|   | For the years ended December 31, |          |
|---|----------------------------------|----------|
|   | 2022                             | 2021     |
|   | \$                               | \$       |
| <b>Changes in non-cash operating working capital items</b>        |                                  |          |
| Accounts receivable   | 62,400                           | (52,813) |
| Prepaid expenses and other assets                                 | (12,929)                         | (573)    |
| Accounts payable and accrued liabilities                          | (81,771)                         | (251)    |
| Current portion of cash-settled share based liabilities (Note 20) | (15,575)                         | 22,904   |
| Restructuring provisions  | 2,283                            | (8,974)  |
| Amounts due to related parties                                    | (4,723)                          | 2,165    |
| Client deposits and deferred revenues                             | 7,568                            | 327      |
|   | (42,747)                         | (37,215) |

Income taxes paid during the year ended December 31, 2022 were \$24,343 (\$12,085 for the year ended December 31, 2021). Prepaid expenses and other assets includes \$10,540 of Income taxes receivables as at December 31, 2022 (\$981 as at December 31, 2021).

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 26. Commitments, Contingent liabilities and Provisions for Claims

#### Commitments

The Company signed contracts for license, software services and other expiring at different dates until 2026.

The total payments for each of the next five years, and thereafter for commitments are as follows:

|                   | \$            |
|-------------------|---------------|
| 2023              | 10,481        |
| 2024              | 9,665         |
| 2025              | 7,430         |
| 2026              | 4,335         |
| 2027 & thereafter | —             |
|                   | <b>31,911</b> |

#### Contingent liabilities and provisions for claims

Given the nature of the Company's business, the Company may be involved in and potentially subject to claims, proceedings, and investigations, including, legal, regulatory and tax. There are a number of uncertainties involved in such matters, individually or in aggregate, and as such, it is not currently possible to predict the final outcome with certainty. Management believes that the defense or resolution of these matters, individually or in aggregate, will not have a material adverse effect on the Company's financial condition. Management regularly assesses its position on the adequacy of accruals or provisions related to such matters. In connection with this, during the year ended December 31, 2022, the company recognized a provision of \$15,994 (nil for the year ended December 31, 2021) based on current information and probable resolution related to certain claims.

The Company maintains insurance policies that may provide coverage against these claims, however these are not accrued unless realization of income is virtually certain. During the years ended December 31, 2022 and 2021, there were no insurance proceeds received related to the settlement of these claims.

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 27. Capital management

The Company's capital comprises share capital, retained earnings (deficit), long-term debt, hybrid debentures, less cash and cash equivalents. The Company manages its capital to ensure there are adequate capital resources while maximizing the return to shareholders through the optimization of the debt and equity balance and to maintain compliance with regulatory requirements and certain restrictive covenants required by the lender of the debt. The Company is required to maintain minimum working capital, calculated in accordance with National Instrument 31-103 *Registration Requirements and Exemptions*, on a non-consolidated basis. As at December 31, 2022 and 2021 it has complied with such requirements. The Company has also complied with the restrictive debt covenants under the terms of the credit facility.

In order to maintain or adjust its capital structure, the Company may issue shares, repurchase and cancel shares under the NCIB, proceed to the issuance or repayment of debt or issue shares to satisfy payment obligations of the 5.6% Hybrid debentures and 6.0% Hybrid debenture.

### 28. Related party transactions

In the normal course of business, the Company carries out transactions with related parties which include related shareholders or entities under the same common control as these related shareholders.

At December 31, 2022, a shareholder indirectly owns Class B Shares representing approximately 7.1% of the Company's issued and outstanding shares (6.9% as at December 31, 2021). This shareholder is the administrative agent and is part of the syndicate of lenders to the Company's Facility. Prior to April 13, 2022, the shareholder had the right to appoint two representatives of the eight directors of the Company that the holders of Class B Shares are entitled to elect. Since April 13, 2022, this shareholder no longer has the right to appoint any representative on the Board of Directors and therefore is no longer considered a related party.

Following the Natixis IM transaction in January 2022 (note 18), this shareholder was no longer considered a related party as it no longer held any shares of the Company. The shareholder owned 10.2% of Class A Shares as of December 31, 2021.

The following table presents transactions with related parties:

|  | For the years ended December 31, |        |
|--|----------------------------------|--------|
|  | 2022                             | 2021   |
|  | \$                               | \$     |
| Base management fees   | 2,150                            | 13,596 |
| Other revenues   | 27                               | (114)  |
| Selling, general & administrative expenses   |                                  |        |
| Other  | —                                | 6      |
| Interest on long-term debt   | 2,423                            | 9,878  |
| Net loss in fair value of derivative financial instruments included in interest on lease liabilities, foreign exchange revaluation and other financial charges | 658                              | 3,086  |

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)

### 29. Segment reporting

The Company has determined that there is one reportable segment, asset management services. Geographical information for the Company is provided in the following table:

Revenues:

|                          | For the years ended December 31, |         |
|--------------------------|----------------------------------|---------|
|                          | 2022                             | 2021    |
|                          | \$                               | \$      |
| Canada                   | 415,856                          | 400,448 |
| United States of America | 152,866                          | 194,456 |
| Europe and other         | 112,717                          | 154,967 |
|                          | 681,439                          | 749,871 |

Comparative amounts in the above table have been reclassified in order to conform to the 2022 financial statement presentation.

Non-current assets:

|                          | As at             | As at             |
|--------------------------|-------------------|-------------------|
|                          | December 31, 2022 | December 31, 2021 |
|                          | \$                | \$                |
| Canada                   | 680,532           | 711,242           |
| United States of America | 189,832           | 191,791           |
| Europe and other         | 148,793           | 154,168           |
|                          | 1,019,157         | 1,057,201         |

Revenues are attributed to countries on the basis of the client's location. As at December 31, 2022, non-current assets presented above exclude long-term investments of \$6,574, deferred income taxes of \$32,164 and other non-current assets of \$21,159 (\$5,739, \$31,179 and \$28,660 respectively as at December 31, 2021).

### 30. Subsequent events

#### Leadership Change

On January 23, 2023, Jean-Guy Desjardins, Chairman of the Board of Directors of Fiera Capital, was re-appointed as Chief Executive Officer, effective immediately.

#### Dividends declared

On February 23, 2023, the Board declared a quarterly dividend of \$0.215 per Class A Share and Class B Share, payable on April 5, 2023 to shareholders of record at the close of business on March 8, 2023. The dividend is an eligible dividend for income tax purposes.

# Fiera Capital Corporation

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

*(In thousands of Canadian dollars, unless noted otherwise - except share and per share information)*

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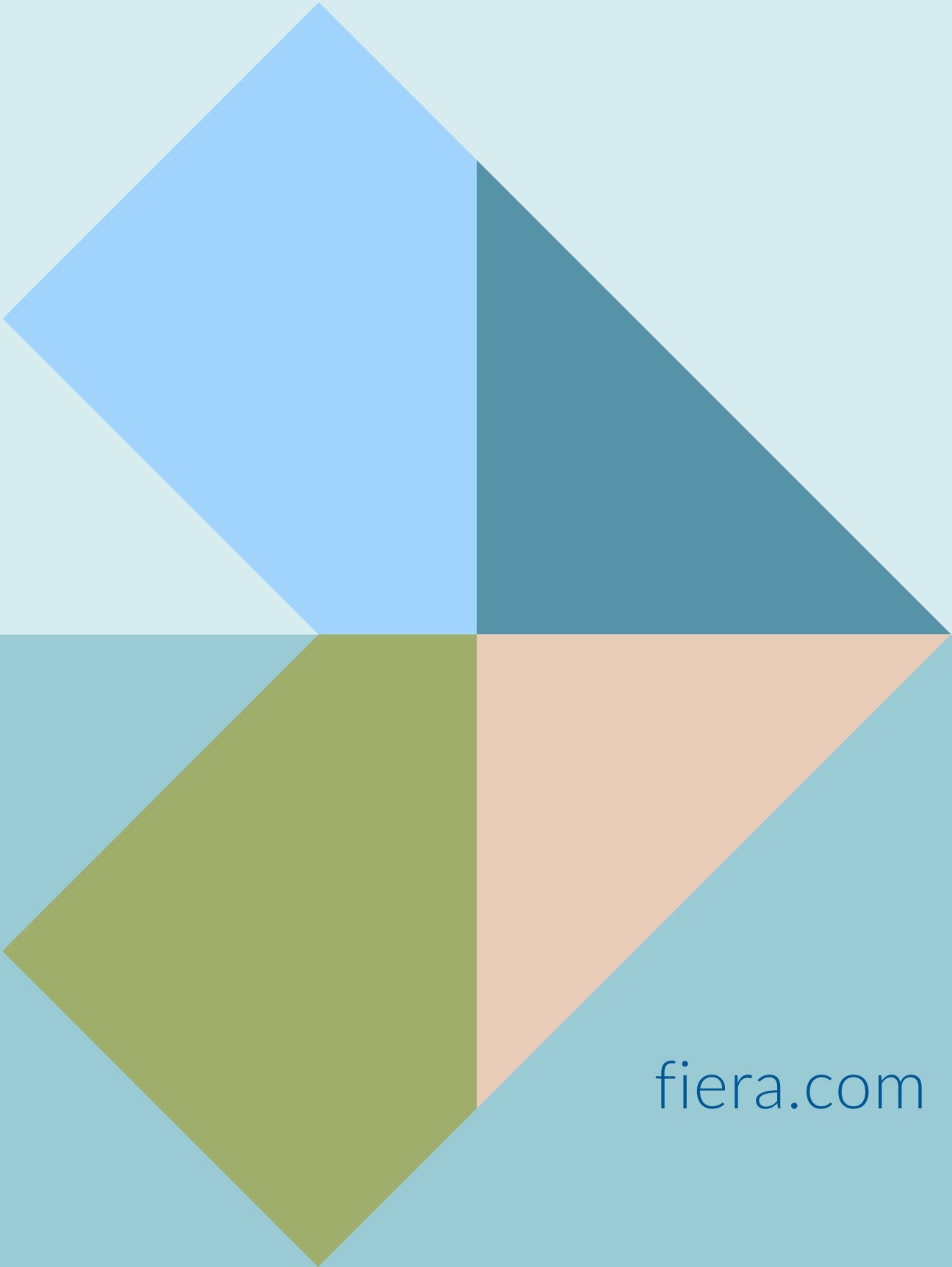
### 31. Comparative information

Certain comparative amounts in the consolidated financial statements have been reclassified in order to conform to the 2022 financial statement presentation.



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