

# 407 International Inc.

Management's Discussion and Analysis

December 31, 2019

**407 ETR**  
Express Toll Route  
FAST. SAFE. RELIABLE.



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## Management's Discussion and Analysis

The following is a discussion of the consolidated financial condition and results of operations of 407 International Inc. and its subsidiaries (the "Company") for the years ended December 31, 2019 and 2018 (the "MD&A"). The MD&A should be read in conjunction with the Consolidated Financial Statements of the Company and the notes thereto for the years ended December 31, 2019 and 2018 (the "Financial Statements"). The Financial Statements were prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts in the Financial Statements and the MD&A are shown in millions of Canadian dollars unless otherwise indicated. Additional information relating to the Company, including the Company's 2019 Annual Information Form dated February 19, 2020 (the "AIF"), can also be accessed on the System for Electronic Document Analysis and Retrieval ("SEDAR") ([www.sedar.com](http://www.sedar.com)).

### Forward-Looking Statements

The MD&A includes statements about expected future events and financial and operating results that are forward-looking. Forward-looking statements may include words such as anticipate, believe, could, expect, goal, intend, may, outlook, plan, strive, target and will. These forward-looking statements, including those set out in the "Outlook" sections of the MD&A, reflect the internal projections, expectations, future growth, performance and business prospects and opportunities of the Company and are based on information currently available to the Company. Actual results and developments may differ materially from results and developments discussed in the forward-looking statements as they are subject to a number of risks and uncertainties discussed under the section entitled "Risks and Uncertainties" and are made based on certain assumptions including those relating to traffic and the operation and maintenance of Highway 407 ETR (as defined below). These forward-looking statements are also subject to the risks described in the AIF under the heading "Risk Factors". Readers are cautioned not to place undue reliance on the Company's forward-looking statements and assumptions as management of the Company and its subsidiaries ("Management") cannot provide assurance that actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company. These forward-looking statements are made as of February 19, 2020, the date of the MD&A, and are subject to change as a result of new information, future events or other circumstances, as discussed above, in which case they will be updated by the Company as required by law.

### Non-IFRS Financial Measures

Earnings Before Interest and Other, Taxes, Depreciation and Amortization ("EBITDA") is not a recognized measure under IFRS and investors are cautioned that EBITDA should not be construed as an alternative to net income (loss) or cash flows from operating activities as an indicator of the Company's performance or cash flows. The Company's method of calculating EBITDA may differ from other companies' methods and may not be comparable to measures used by other companies. Management uses EBITDA to assist in identifying underlying operating trends and allows for a comparison of the Company's operating performance on a consistent basis. Investors may also use EBITDA, amongst other financial measures, to assist in the valuation of the Company.

The earnings coverage and the earnings coverage ratio are not recognized measures under IFRS and investors are cautioned that the earnings coverage and earnings coverage ratio should not be construed as alternatives to net income (loss) or cash from operating activities as an indicator of the Company's performance or cash flows. Earnings coverage, as defined by the Company, is income before income tax expenses and interest expense on long-term debt less interest expense on long-term debt. Earnings coverage ratio, as defined by the Company, is income before income tax expenses and interest expense on long-term debt, divided by interest expense on long-term debt. The earnings coverage and the earnings coverage ratio are provided pursuant to and in compliance with National Instrument 44-102 *Shelf Distributions* of the Canadian Securities Administrators.

## Corporate Background

407 International Inc. was incorporated on March 17, 1999 under the *Business Corporations Act* (Ontario) (the "OBCA"). The Company was established for the purpose of submitting a bid to the Government of the Province of Ontario (the "Province") to acquire all of the issued and outstanding shares of 407 ETR Concession Company Limited ("407 ETR"). On May 5, 1999, the Company completed the acquisition of all of the issued and outstanding shares of 407 ETR. Currently, the principal business of the Company is the ownership of 407 ETR and, through 407 ETR, the operation, maintenance, management and expansion of Highway 407 ETR (see "Our Business" section below). On October 10, 2003, the Company was continued under the *Canada Business Corporations Act* (the "CBCA").

On December 6, 2001, 2007466 Ontario Inc. was incorporated under the OBCA. On October 10, 2003, 2007466 Ontario Inc. was continued under the CBCA under the name Canadian Tolling Company International Inc. ("Cantoll"). Cantoll owns and is responsible for the development of the integrated automation systems, the implementation and management of road-side tolling technologies and back-office systems and transponder management. 9665641 Canada Inc. ("9665641 Inc.") and 11783378 Canada Inc. ("11783378 Inc.") were incorporated under the CBCA on March 11, 2016 and December 11, 2019, respectively, to assist in the implementation of the Company's tax planning strategies.

The Company has no direct or indirect subsidiaries other than 407 ETR, Cantoll, 9665641 Inc. and 11783378 Inc. The registered and principal executive office of the Company, and the head office of 407 ETR, are located at 6300 Steeles Avenue West, Woodbridge, Ontario, L4H 1J1.

The current shareholders of the Company are 11200232 Canada Inc. and 4352238 Canada Inc., wholly-owned subsidiaries of Cintra Global S.E. ("Cintra"), MICI Inc. , 7577702 Canada Inc., Ramp Canada Roads LP and CPPIB Ramp Canada Roads Inc., subsidiaries of Canada Pension Plan Investment Board ("CPPIB"), and SNC-Lavalin Highway Holdings Inc., a wholly-owned subsidiary of SNC-Lavalin Group Inc.

## Our Business

The Company, through its wholly-owned subsidiary 407 ETR, operates, maintains and owns the right to toll the world's first all-electronic, open-access toll highway ("Highway 407 ETR") which is situated just north of Toronto and runs from Burlington to Pickering. The Company's mission is to serve the Greater Toronto and Hamilton Area (the "GTA") by providing customers a fast, safe, reliable travel alternative, maximizing both customer satisfaction and shareholder value. Highway 407 ETR consists of four, six, eight and ten-lane sections (expandable to eight and ten lanes) from Highway 403/ Queen Elizabeth Way ("QEW") in Burlington in the west, to Brock Road in Pickering in the east for a distance of 108 kilometres. The Company, through its wholly-owned subsidiary, Cantoll, is also responsible for the development and operation of its integrated automation systems and the implementation and management of roadside tolling technologies and back-office systems.

The Company's ability to create economic value depends largely on its ability to sustain revenue growth as well as to generate earnings and cash flows from operations growth by controlling the level of its operating expenditures while maintaining a safe highway and a high standard of customer service. Revenue growth depends mostly on the future demand for this alternate transportation route in the GTA and the levels of toll rates. The Company has continued to expand Highway 407 ETR to meet increasing demand and maintain a congestion-free experience for customers. Factors that could affect future demand include residential and commercial construction along the Highway 407 ETR corridor, economic conditions and the relative congestion of traditional alternative routes, such as Highway 401 and the QEW, the addition of lanes on Highway 407 ETR and additional traffic resulting from the opening of Highway 407 (as defined below on page 12), which begins at the eastern terminus of Highway 407 ETR and runs from Pickering to Oshawa.

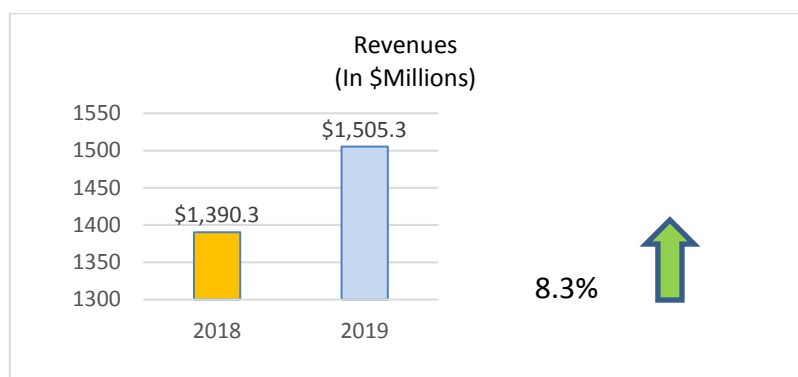
The Company's ability to remain profitable and improve cash flow from operating activities also depends largely upon other factors, such as its ability to widen Highway 407 ETR and the availability of funds on commercially reasonable terms to finance such expansions as well as its ability to finance operating and capital expenditures, interest to bondholders and income tax payments. Management is confident of the Company's current ability to access sufficient financial resources to finance such future amounts on commercially reasonable terms.

## Annual Financial Highlights

(In \$Millions, except per share amounts)

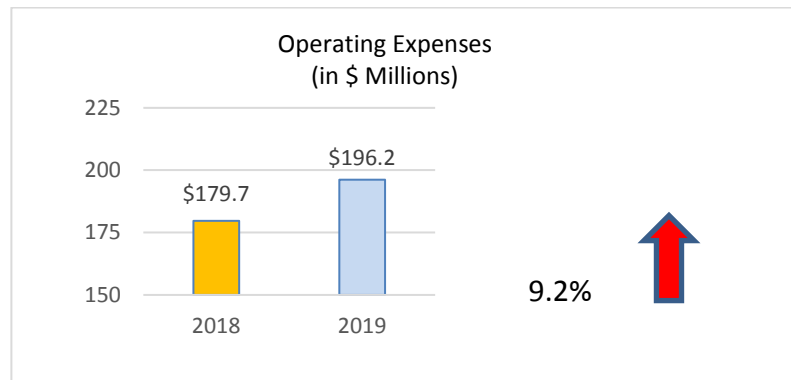
	Selected Financial Information		
	2019	2018	2017
Revenues	1,505.3	1,390.3	1,267.7
Operating Expenses	196.2	179.7	163.9
EBITDA	1,309.1	1,210.6	1,103.8
Depreciation and Amortization	105.5	107.3	105.8
Interest and Other Expenses	420.4	370.3	358.4
Income Tax Expense	207.5	194.0	169.5
<b>Net Income</b>	<b>575.7</b>	<b>539.0</b>	<b>470.1</b>
Dividend paid	1,050.0	920.0	845.0
Dividend per share	1.355	1.187	1.090
	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>December 31, 2019</b>	<b>December 31, 2018</b>	<b>December 31, 2017</b>
Total Current Assets	811.8	791.6	1,219.0
Total Non-current Assets	4,538.6	4,469.5	4,409.0
Total Current Liabilities	241.9	209.4	698.0
Total Non-current Liabilities	9,396.3	8,864.5	8,364.9

### Revenues



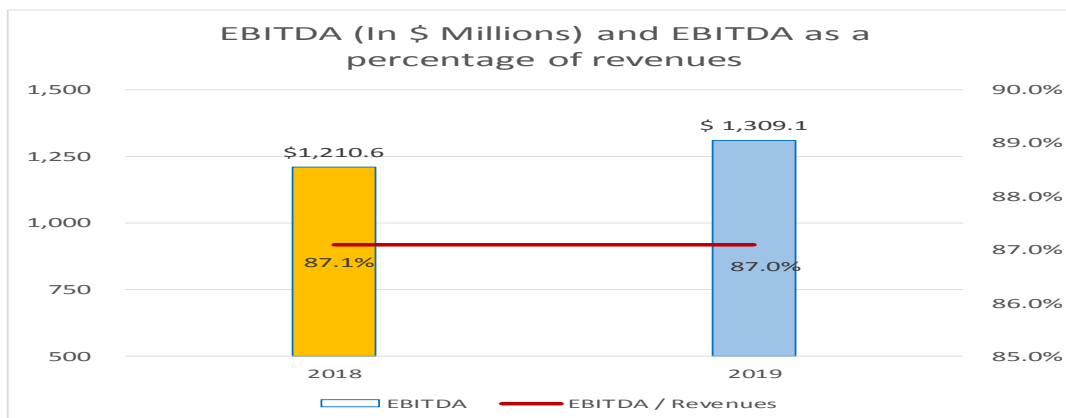
Total revenues were higher when compared to 2018, primarily due to higher tolling revenues attributed to a toll rate increase coupled with higher contract revenue and higher transponder lease fees and account fees. Average revenue per trip (defined as total toll and fee revenues over total trips) increased by 9.4% when compared to 2018.

## Operating Expenses



Total operating expenses were higher when compared to 2018 due to higher general and administration expenses resulting from a one-time recovery of certain indirect taxes in 2018, higher customer operations expenses due to a higher provision for doubtful accounts, higher billing costs and bank charges coupled with higher contract expenses relating to the completion of Highway 407 - Phase 2b.

## EBITDA

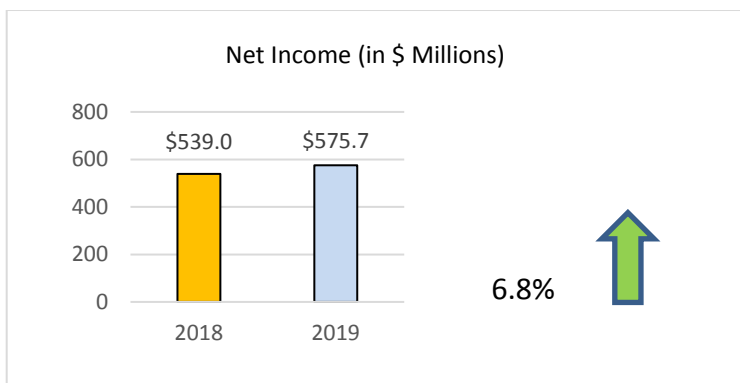


(in \$ Millions)	2019	2018
Net Income	575.7	539.0
Current income tax expense	200.9	179.8
Deferred income tax expense	6.6	14.2
Interest and other expenses	420.4	370.3
Depreciation and amortization	105.5	107.3
<b>EBITDA</b>	<b>1,309.1</b>	<b>1,210.6</b>

EBITDA increased by 8.1% or \$98.5 million to \$1,309.1 million in 2019 when compared to \$1,210.6 million in 2018. The improvement in EBITDA was a result of revenue growth, offset by higher operating expenses. EBITDA as a percentage of revenues

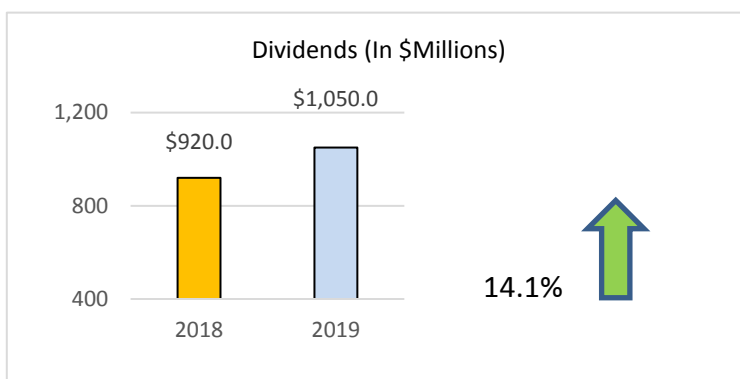
was 87.0% in 2019 and was comparable to 87.1% in 2018. Excluding contract revenues and expenses, EBITDA as a percentage of revenues was 87.3% in 2019 and was comparable to 87.4% in 2018. See “Non-IFRS Financial Measures”.

### Net Income



Net income in 2019 was higher when compared to 2018 mainly due to higher EBITDA and slightly lower depreciation and amortization expense, offset by higher interest and other expenses and higher income taxes.

### Dividends



Dividends paid to shareholders in 2019 amounted to \$1,050.0 million compared to \$920.0 million in 2018.

The share capital and contributed surplus remained unchanged at December 31, 2019 at \$775.0 million (775,000,003 common shares issued and outstanding) and \$29.6 million, respectively, as compared to December 31, 2018.



## Statement of Financial Position Items

### Current Assets

Total current assets were \$811.8 million at December 31, 2019, compared to \$791.6 million at December 31, 2018, and are comprised of cash and cash equivalents, restricted cash and investments, trade receivables and other and contract assets. The increase was primarily due to higher restricted cash and investments primarily due to the timing of debt service contributions and interest payments, higher trade receivables and other balances due to higher revenues, offset by lower cash and cash equivalents resulting from payment of dividends and additions to plant, property and equipment.

### Current Liabilities

Total current liabilities were \$241.9 million at December 31, 2019, compared to \$209.4 million at December 31, 2018, and are comprised of trade and other payables, income tax payable, contract liabilities, lease obligations and accrued interest on long-term debt. The increase was mainly due to an increase in accrued interest on long-term debt, an increase in the current portion of long term debt due to outstanding balance on syndicated credit facility and lease obligations due to the new lease assets addition, partially offset by a decrease in income tax payable due to timing of payments.

### Non-current Assets

Total non-current assets were \$4,539.7 million at December 31, 2019, compared to \$4,469.5 million at December 31, 2018, and are comprised of restricted cash and investments, deferred tax assets, intangible assets and property, plant and equipment. The increase was primarily due to higher restricted cash and investments resulting from the establishment of debt service reserve funds on new bond issuances, partially offset by the release of debt service reserve funds upon the redemption of Senior Bonds, Series 10-A2 and additions to property, plant and equipment.

### Non-current Liabilities

Total non-current liabilities were \$9,397.4 million at December 31, 2019, compared to \$8,864.5 million at December 31, 2018, and are comprised of lease obligations, deferred tax liabilities and long-term debt. The increase in long-term debt is due to the issuance of \$300.0 million Senior Bonds, Series 19-A1 and \$500.0 million Senior Bonds, Series 19-A2, an increase in the non-cash inflation compensation component of Senior Bonds, Series 99-A5, Series 99-A6 and Series 99-A7 (collectively, the "RRBs") and non-cash accretion of Senior Bonds, Series 04-A2 due to an increase in the Consumer Price Index ("CPI") and an unfavourable non-cash fair value adjustment of Senior Bonds, Series 04-A2. These increases were offset by the early redemption of \$300.0 million of Senior Bonds, Series 10-A2 on April 3, 2019.

## Traffic Results

	Q4			Annual		
	2019	2018	% change	2019	2018	% change
Traffic/Trips (in millions) <sup>1</sup>	31.642	32.100	(1.4%)	125.141	126.625	(1.2%)
Vehicle Kilometers Travelled ("VKTs") (in millions) <sup>2</sup>	692.296	691.789	0.1%	2,741.564	2,747.482	(0.2%)
Average Workday Trips (in thousands)	410.103	417.565	(1.8%)	408.232	415.429	(1.7%)
Average Trip Length ("ATL") (kilometres) <sup>3</sup>	21.88	21.55	1.5%	21.91	21.70	1.0%
Unbillable Trips (percent) <sup>4</sup>	1.99	2.07	(3.9%)	2.19	2.36	(7.2%)
Average Revenue per Trip (\$) <sup>5</sup>	11.83	10.86	8.9%	11.88	10.86	9.4%
Transponder Penetration Rate (percent) <sup>6</sup>	82.2	82.4	(0.2%)	81.8	82.1	(0.4%)
Transponders in Circulation at December 31 <sup>7</sup>				1,598,058	1,525,396	4.8%

1. Trips are measured during the reporting period based on the number of vehicle transactions recorded on Highway 407 ETR.

2. VKTs refer to the sum of distances travelled on Highway 407 ETR during the reporting period.

3. ATL is calculated as the total VKTs divided by the total number of trips in the reporting period.

4. Unbillable Trips represents the number of trips that were not billed divided by the number of trips in the reporting period. Unbillable Trips includes unreadable transactions where a licence plate image was not captured, trips taken by vehicles from jurisdictions in which 407 ETR is unable to bill and trips taken by certain toll-exempt vehicles (such as emergency and 407 ETR service vehicles and vehicles with diplomatic plates).

5. Average Revenue per Trip is calculated as total tolls and fee revenue over total number of trips in the reporting period.

6. Transponder Penetration Rate is the ratio of transponder trips to total trips in the reporting period.

7. Transponders in Circulation are measured at the end of the reporting period based on the number of transponders registered to customers.

### Fourth Quarter Performance

Total trips for the fourth quarter of 2019 were lower by 1.4% while VKTs were comparable to the same period of 2018. Lower trips were mainly due to unfavourable weather conditions, coupled with lower incidents on alternate routes. Average workday trips were lower by 1.8% mainly due to inclement weather conditions, coupled with lower incidents on alternate routes. Unbillable trips decreased by 3.9% in the fourth quarter of 2019 when compared to the same period in 2018 mainly due to lower unreadable transactions resulting from tolling system enhancements.

### 2019 vs 2018

Total trips for 2019 were lower by 1.2% and VKTs were lower by 0.2% primarily due to unfavourable weather conditions and fewer incidents on alternate routes, offset by higher economic growth and higher construction activity on alternate roads when compared to 2018. Average workday trips were also lower by 1.7% when compared to 2018 mainly due to inclement weather in the first quarter of 2019, which resulted in an unusually higher number of school closures and school bus cancellations coupled with cooler temperatures and higher precipitation in the second quarter, impacting workday traffic. The increase in ATL of 1.0% was mainly due to longer trips by customers due to construction on alternate routes. Unbillable trips decreased by 7.2% in 2019 when compared to 2018 mainly due to lower unreadable transactions resulting from tolling system enhancements, partly offset by travel related to unbillable jurisdictions.

## Overview of Current Operations

### Construction

The Company continues to improve Highway 407 ETR through construction projects designed to increase capacity and improve traffic flow and customer convenience, including investments in widening bridge structures and adding new lanes to Highway 407 ETR. The Company also regularly undertakes various rehabilitation initiatives designed to improve and replace existing elements of the infrastructure, such as resurfacing the asphalt pavement, replacing concrete pavement, replacing and relining culverts under and along Highway 407 ETR and rehabilitating various bridge structures in order to continue to provide customers with fast, safe and reliable travel.

The Company completed the construction work relating to the inside widening of Highway 407 ETR from Markham Road to York Durham Line, with additional lanes in each direction of 14.3 total lane kilometres opened to traffic on September 13, 2019.

Construction work for the Sideline 26 interchange on behalf of the Province of Ontario (the “Province”) has been deferred pending commencement of the construction of Whites Road by the Region of Durham. The work is expected to be completed in later part of 2020.

In 2019, the Company commenced construction work for the inside widening of Highway 407 ETR between Derry Road and Highway 410. The work is on schedule and additional lanes in each direction are expected to be opened to traffic in the second half of 2020.

The Company substantially completed the detailed design of the inside widening of Highway 407 ETR between Highway 404 and Markham Road.

### Information Technology

The Company continues to maintain and enhance its back-office systems. Formal processes are in place to identify, evaluate and implement potential system enhancements to ensure continued alignment with business strategies. The Company continues to focus on enhancing the core capabilities of capturing and processing vehicle information with continued investments in roadside network equipment, camera technology using complementary metal-oxide semi-conductor (CMOS) technology, and the operation of front-image capture system. The Company continues to enhance the security, functionality, scalability and usability of its self-service (website and interactive voice response) systems.

Upon successful completion of the planning, preparation and business process optimization efforts to support the new Enterprise Resource Planning (“ERP”) and Customer Relationship Management (“CRM”) solutions, the Company commenced the development and implementation phase of the project. A phased approach has been undertaken to manage implementation risks and 407 ETR has developed a release strategy that will balance the demands of introducing functionality while assuring quality and stability of business operations.

The Company successfully released a beta version of a mobile application and will continue to develop new functionalities during 2020 that will enhance the driver and customer experience.

## Customer Service

The Company offers customers a broad range of services through its website, operations centre and automated telephone attendant and is committed to increasing customer awareness and customer service. The Company engages an external call centre specialist in benchmarking customer satisfaction to continually survey its customers. The results of recent surveys continue to show high levels of customer satisfaction and are consistent with other market research studies commissioned by the Company. In addition, the Company conducts email-based communications from the President and Chief Executive Officer thanking customers and seeking their feedback on the services provided by the Company.

Many 407 ETR customers continue to enjoy the 407 ETR Rewards Program. The program provides free kilometres on Highway 407 ETR and gas savings to qualified 407 ETR customers. Since February 2006, the program has offered more than \$202.6 million in benefits and savings to over 100,000 frequent light-vehicle transponder users.

## 407 ETR in the Community

407 ETR and its employees continue to serve the communities surrounding the Highway 407 ETR corridor and support its corporate social responsibility goals in the GTA. The Company is focused on making life better for customers and surrounding communities. 407 ETR directly supports 13 local hospitals and rehabilitation centres across the GTA and sponsors over 170 children and youth sports teams.

As part of 407 for our Communities program, a corporate-wide, year-round volunteering initiative, the Company held its third annual "One Big Day" event on July 17, 2019, which saw a record turn-out of almost 400 employees lending a helping hand to 28 not-for-profit organizations across the Highway 407 ETR corridor.

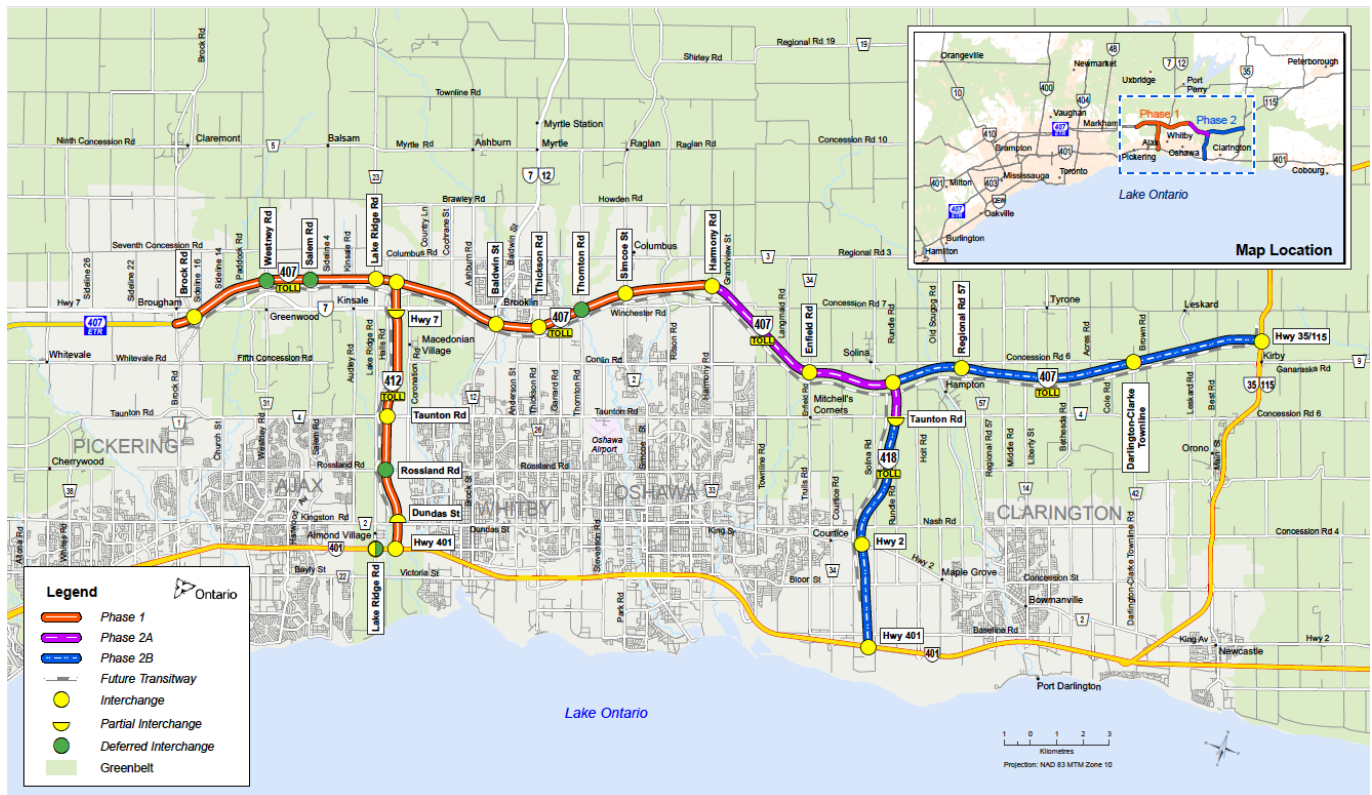
The Company's record breaking 2019 United Way campaign raised a total of over \$133 thousand through the generosity of employees participating in charitable givings through payroll deductions to United Way or to charities of their choice, with the Company matching every employee's donation.

The Company also participated in the annual "Heatwave" volleyball tournament in support of the Hospital for Sick Children for its twelfth year in a row and in its second annual "Back-to-school Backpack" initiative, wherein employees filled backpacks with essential school supplies for students.

The Company continues to be a proud supporter of the Rogers Tennis Cup, an annual event that takes place at the Tennis Centre on the campus of York University, which is well served by Highway 407 ETR.

## Highway 407

Highway 407 begins at the eastern terminus of Highway 407 ETR at Brock Road in Pickering and extends towards Highways 35/115 (“Highway 407”). The Province maintains public ownership of Highway 407, sets tolls and receives toll revenues in respect of its use.



Highway 407 is being constructed by the Province in two phases (“Phase 1” and “Phase 2”, respectively), as further described below:

- Phase 1 extends from Brock Road (at the eastern terminus of Highway 407 ETR) in Pickering to Harmony Road in Oshawa and includes Highway 412, which runs north-south and connects Highway 407 to Highway 401. Phase 1 was completed and opened to the public on a toll-free basis on June 20, 2016 until February 1, 2017 when tolling commenced.
- Phase 2 constructed in two parts, extends from Harmony Road in Oshawa to Highway 35/115 in Clarington and includes Highway 418, which will run north-south and connect Highway 407 to Highway 401.
  - The first part of Phase 2 between Harmony Road to Taunton Road in Clarington (“Phase 2a”) was completed and opened to the public on January 2, 2018, with tolling commencing immediately.
  - The second part of Phase 2 (“Phase 2b”) completed the extension of Highway 407 to Highway 35/115, including the connection of Highway 418 from Taunton Road to Highway 401. Phase 2b was opened to public on December 9, 2019, with tolling operations seamlessly commencing immediately.



Cantoll continues to maintain the roadside tolling technology and provide tolling, billing and back-office services (the “Tolling Services Contract”) for Highway 407. The operational aspect of the Tolling Services Contract, which commenced in December 2015, has an initial term of 10 years and is renewable by 10-year increments for up to 30 years in total.

Highway 407 continues to increase the traffic levels on the eastern section of Highway 407 ETR.

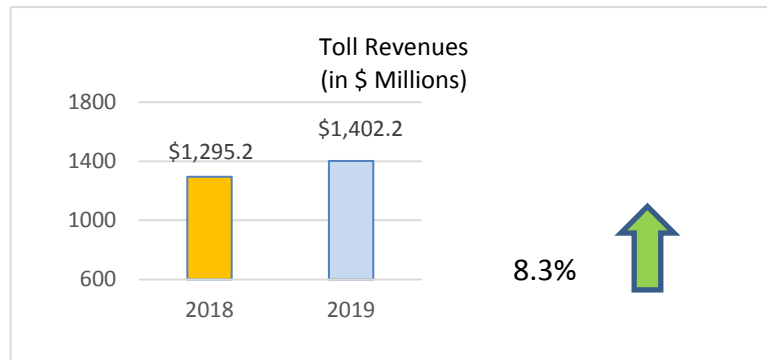
The Company maintains a \$9.0 million segregated funds account of which a portion will be released in 2020 as contract implementation is now complete.

## 2019 Results of Operations

### Revenues

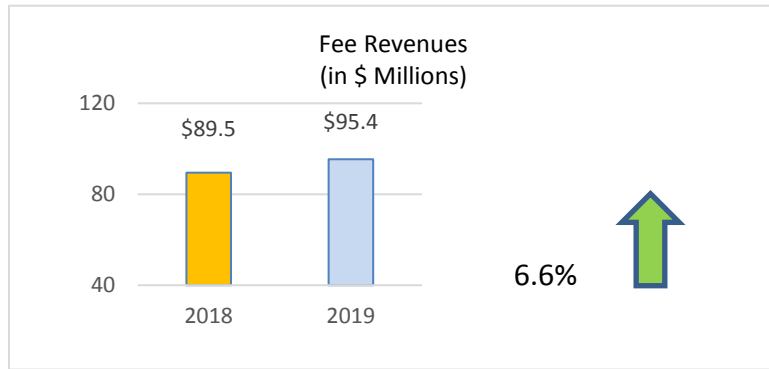
The Company's revenues are generated from toll charges for trips on Highway 407 ETR including camera charges for non-transponder trips ("Tolls"), monthly fees ("Fees") and contract revenues. Fees include transponder lease fees, account fees relating to the maintenance and billing of non-transponder customer accounts, late payment charges, enforcement fees for past due amounts sent to the Ontario Registrar of Motor Vehicles (the "Registrar") to refuse to renew or issue vehicle permits until outstanding amounts are paid or settled ("Licence Plate Denial") and service fees related to tolling, billing and back-office services. Account fees are driven by the number of non-transponder customers that travel on Highway 407 ETR and are subject to seasonal fluctuation. Enforcement fees and late payment charges are applied to customers with overdue accounts. Contract revenues include the implementation of the roadside tolling technology and back-office systems work performed under the Tolling Services Contract.

### Toll Revenues



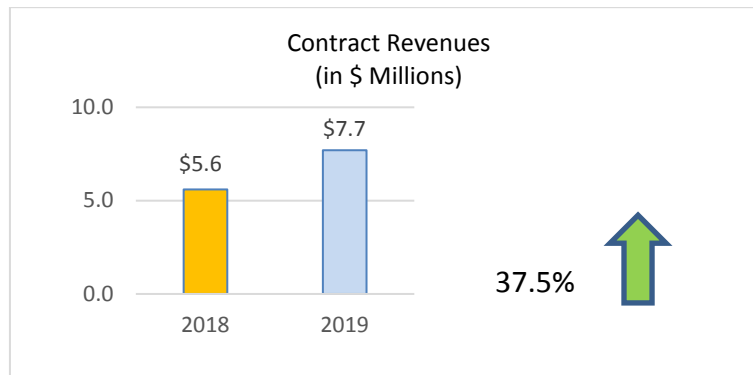
Toll revenues in 2019 were higher when compared to 2018 primarily due to an increase in toll rates, offset by a slight decrease in trips and VKTs.

## Fee Revenues



Fee revenues in 2019 were higher when compared to 2018 primarily due to higher transponder lease fees due to an increase in the number of registered transponders and higher account fees due to an increase in volumes, coupled with higher net late payment charges on overdue customer balances.

## Contract Revenues



Contract revenues in 2019 were higher when compared to 2018 due to the timing of contract work and represent the completion of the installation, commissioning and connectivity of all toll sites on Highway 407 - Phase 2b.

## Outlook

Management anticipates higher revenues in 2020 compared to 2019 primarily due to the new toll rate structure that took effect on February 1, 2020, coupled with higher service fees related to Highway 407.

## Toll Rates




Effective February 1, 2019, the Company implemented a new toll structure to address customer travel patterns and to manage overall traffic flow along Highway 407 ETR, while optimizing its revenues. Toll revenue is influenced by the mix of customers on Highway 407 ETR, which includes video and transponder customers, the type of vehicle, time, direction and zone of travel, distance travelled per trip, trip toll charge and toll rates.

Under Schedule 22 of the Concession and Ground Lease Agreement, certain Highway 407 ETR’s traffic levels are measured against annual minimum traffic thresholds for each of the 24 segments of the highway, which escalate annually up to a prescribed lane capacity. If the traffic level measurement for a segment is below the corresponding traffic threshold, an amount calculated under Schedule 22 is payable to the Province (“Schedule 22 Payment”). In 2019, the corresponding traffic threshold was achieved for every segment except one, resulting in a Schedule 22 Payment payable to the Province. The Company monitors the traffic thresholds along Highway 407 ETR in an effort to mitigate the Schedule 22 Payment.

On February 1, 2019, toll rates for light vehicles, heavy single unit vehicles (“HSU”) and heavy multiple unit vehicles (“HMU”) increased by a weighted average of 9.0%. Camera charge for light vehicles increased by 1.2%, with no change to trip toll charge when compared to the 2018 pricing structure.

Toll rates, effective February 1, 2019, are detailed in the following table:

Light Vehicle Rates for vehicles 5,000 kgs or less (cars, minivans, SUVs) (in \$CAD)

<b>OFF-PEAK</b> 7 pm - 6 am 24.32 ¢/km  <b>WEEKENDS &amp; HOLIDAYS</b> 11 am - 7 pm 33.30 ¢/km	 <b>Zone 1</b> QEW to Highway 401		 <b>Zone 2</b> Highway 401 to Highway 427		 <b>Zone 3</b> Highway 427 to Highway 404		 <b>Zone 4</b> Highway 404 to Brock Road	
	EASTBOUND	WESTBOUND	EASTBOUND	WESTBOUND	EASTBOUND	WESTBOUND	EASTBOUND	WESTBOUND
<b>PEAK HOURS</b> AM: 7 - 9:30 PM: 3:30 - 6	AM: 51.05 ¢/km PM: 46.39 ¢/km	AM: 45.13 ¢/km PM: 56.61 ¢/km	AM: 52.26 ¢/km PM: 54.63 ¢/km	AM: 47.12 ¢/km PM: 51.34 ¢/km	AM: 52.25 ¢/km PM: 57.63 ¢/km	AM: 50.40 ¢/km PM: 54.62 ¢/km	AM: 44.29 ¢/km PM: 54.15 ¢/km	AM: 50.86 ¢/km PM: 45.89 ¢/km
<b>PEAK PERIOD</b> AM: 6 - 7 & 9:30 - 10:30 PM: 2:30 - 3:30 & 6 - 7	AM: 42.08 ¢/km PM: 40.78 ¢/km	AM: 39.68 ¢/km PM: 48.08 ¢/km	AM: 44.71 ¢/km PM: 45.35 ¢/km	AM: 41.18 ¢/km PM: 46.81 ¢/km	AM: 43.92 ¢/km PM: 48.07 ¢/km	AM: 43.13 ¢/km PM: 47.23 ¢/km	AM: 38.93 ¢/km PM: 45.01 ¢/km	AM: 43.13 ¢/km PM: 40.39 ¢/km
<b>Weekday Midday</b> 10:30 am - 2:30 pm	36.18 ¢/km	36.18 ¢/km	37.19 ¢/km	36.18 ¢/km	37.87 ¢/km	37.19 ¢/km	36.18 ¢/km	36.18 ¢/km

The Heavy Single Unit Vehicle (“HSU”) Rate for vehicles over 5,000 kg (large trucks and buses) is two times the Light Vehicle Rate. The Heavy Multiple Unit Vehicle (“HMU”) Rate (tractor trailers) is three times the Light Vehicle Rate.

- A Trip Toll Charge is charged for each trip on the highway at \$1.00 (HSU - \$2.00, HMU - \$3.00) and is not a per kilometer charge.
- A \$4.20 Camera Charge per trip is added when a Light Vehicle travels on the highway without a valid transponder.
- All HSUs and HMUs must have a valid transponder. Without a valid transponder, a \$50.00 Camera Charge plus tolls per trip are billed.

For further details on the Company’s toll rates, please visit [www.407etr.com](http://www.407etr.com).

### Calculated Tolls

The Company continues to charge a calculated toll, in addition to the trip toll charge, for trips taken on Highway 407 ETR where either the entry or exit point of a vehicle is not recorded by the Company's tolling systems:

- For any vehicle (light or heavy) with a transponder for which there is a sufficient transponder trip history, a transponder vehicle median trip (referred to as a calculated trip) is charged using the median distance of the trips taken with the transponder in the preceding 72 days.
- For all light vehicles with a transponder for which there is insufficient transponder trip history, or if more than 25% of trips over the past 72 days did not accurately record either the entry or exit point, a transponder minimum trip toll is charged using the entry or exit nearest the recorded part of travel (in the same direction).
- For all light vehicles without a transponder, a flat toll charge plus the camera charge is charged.
- For all heavy vehicles without a transponder, a camera charge of \$50.00 plus a heavy vehicle minimum trip toll using the entry or exit nearest the recorded part of travel (in the same direction) is charged.
- For all heavy vehicles with a transponder for which there is insufficient transponder trip history, or if more than 25% of trips over the past 72 days did not accurately record either the entry or exit point, a heavy single or heavy multiple unit vehicle flat toll is charged.

The following table details the flat toll charge for light and heavy vehicles:

(In \$CAD)	2019		
	Light Vehicles	HSU	HMU
Flat Toll Charge (up to) (Peak Period, Peak Hours)	6.00	19.85	36.95
Flat Toll Charge (up to) (Off Peak, Weekday Midday, Weekends and Holidays)	4.00	12.80	23.85

- Flat Toll Charge effective February 1, 2019.
- Applicable to Light Vehicles without a transponder.
- Peak Period, Peak Hours, Off Peak, Weekday Midday, and Weekends and Holidays have the meanings shown in the Light Vehicle Rates chart above.



Effective February 1, 2020, the Company introduced seasonal toll rates and the revised toll rate structure is detailed in the following tables:

**Spring per km Rates | Effective: February 1, 2020 – April 30, 2020**

Entire trip is based on time of entry.		Zone 1 QEW to Highway 401		Zone 2 Highway 401 to Highway 427		Zone 3 Highway 427 to Highway 404		Zone 4 Highway 404 to Brock Road	
		WESTBOUND	EASTBOUND	WESTBOUND	EASTBOUND	WESTBOUND	EASTBOUND	WESTBOUND	EASTBOUND
Weekdays	RATE PERIOD START TIME								
	12 a.m. –	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢
	6 a.m. –	42.85 ¢	43.76 ¢	42.83 ¢	48.29 ¢	46.31 ¢	47.43 ¢	44.86 ¢	42.04 ¢
	7 a.m. –	48.74 ¢	55.13 ¢	50.89 ¢	56.44 ¢	54.43 ¢	56.43 ¢	54.93 ¢	47.83 ¢
	9:30 a.m. –	42.53 ¢	45.45 ¢	44.02 ¢	48.29 ¢	46.58 ¢	47.43 ¢	46.58 ¢	42.04 ¢
	10:30 a.m. –	39.07 ¢	39.07 ¢	39.07 ¢	40.17 ¢	40.17 ¢	40.90 ¢	39.07 ¢	38.47 ¢
	2:30 p.m. –	51.93 ¢	44.04 ¢	50.55 ¢	48.98 ¢	51.01 ¢	51.92 ¢	43.62 ¢	48.61 ¢
	3:30 p.m. –	61.14 ¢	50.10 ¢	55.45 ¢	59.00 ¢	58.99 ¢	62.24 ¢	49.56 ¢	58.48 ¢
	6 p.m. –	51.93 ¢	44.04 ¢	50.55 ¢	48.98 ¢	51.01 ¢	51.92 ¢	43.62 ¢	46.81 ¢
	7 p.m. –	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢
Weekends & Holidays	12 a.m. –	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢
	11 a.m. –	34.63 ¢	35.96 ¢	35.96 ¢	35.96 ¢	35.96 ¢	35.96 ¢	34.63 ¢	34.63 ¢
	7 p.m. –	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢

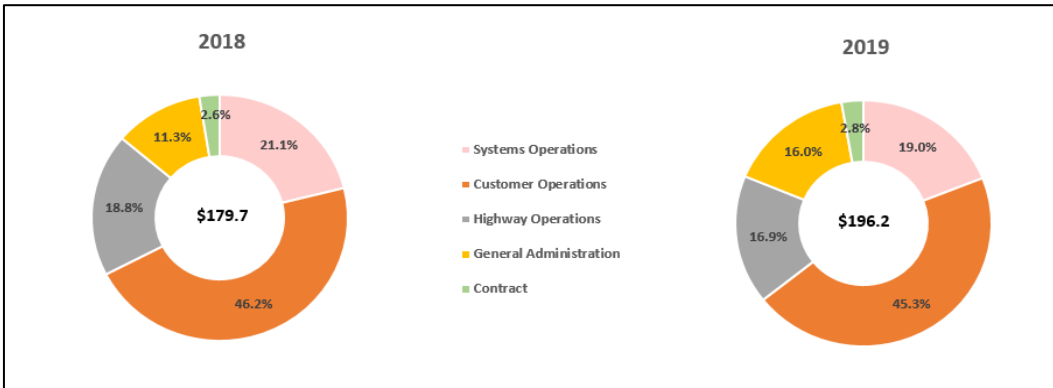
**Summer per km Rates | Effective: May 1, 2020 – October 31, 2020**

Entire trip is based on time of entry.		Zone 1 QEW to Highway 401		Zone 2 Highway 401 to Highway 427		Zone 3 Highway 427 to Highway 404		Zone 4 Highway 404 to Brock Road	
		WESTBOUND	EASTBOUND	WESTBOUND	EASTBOUND	WESTBOUND	EASTBOUND	WESTBOUND	EASTBOUND
Weekdays	RATE PERIOD START TIME								
	12 a.m. –	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢
	6 a.m. –	45.24 ¢	43.76 ¢	42.83 ¢	50.97 ¢	48.74 ¢	50.07 ¢	44.86 ¢	44.38 ¢
	7 a.m. –	51.45 ¢	58.20 ¢	53.72 ¢	59.58 ¢	57.46 ¢	59.56 ¢	57.98 ¢	50.49 ¢
	9:30 a.m. –	45.24 ¢	47.97 ¢	46.95 ¢	50.97 ¢	49.17 ¢	50.07 ¢	49.17 ¢	44.38 ¢
	10:30 a.m. –	41.25 ¢	41.25 ¢	41.25 ¢	42.40 ¢	42.40 ¢	43.17 ¢	41.25 ¢	41.25 ¢
	2:30 p.m. –	54.81 ¢	46.49 ¢	53.36 ¢	51.70 ¢	53.84 ¢	54.80 ¢	46.04 ¢	51.31 ¢
	3:30 p.m. –	64.54 ¢	52.88 ¢	58.53 ¢	62.28 ¢	62.27 ¢	65.70 ¢	52.31 ¢	61.73 ¢
	6 p.m. –	54.81 ¢	46.49 ¢	53.36 ¢	51.70 ¢	53.84 ¢	54.80 ¢	46.04 ¢	47.05 ¢
	7 p.m. –	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢
Weekends & Holidays	12 a.m. –	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢
	11 a.m. –	37.96 ¢	37.96 ¢	37.96 ¢	37.96 ¢	37.96 ¢	37.96 ¢	34.63 ¢	34.63 ¢
	7 p.m. –	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢

**Winter per km Rates | Effective: November 1, 2020 – January 31, 2021**

Entire trip is based on time of entry.		Zone 1 QEW to Highway 401		Zone 2 Highway 401 to Highway 427		Zone 3 Highway 427 to Highway 404		Zone 4 Highway 404 to Brock Road	
		WESTBOUND	EASTBOUND	WESTBOUND	EASTBOUND	WESTBOUND	EASTBOUND	WESTBOUND	EASTBOUND
Weekdays	RATE PERIOD START TIME								
	12 a.m. –	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢
	6 a.m. –	44.04 ¢	43.76 ¢	42.83 ¢	49.63 ¢	47.19 ¢	48.75 ¢	44.86 ¢	43.21 ¢
	7 a.m. –	50.09 ¢	56.67 ¢	52.30 ¢	58.01 ¢	55.94 ¢	58.00 ¢	56.45 ¢	49.16 ¢
	9:30 a.m. –	44.04 ¢	46.71 ¢	45.71 ¢	49.63 ¢	47.87 ¢	48.75 ¢	47.87 ¢	43.21 ¢
	10:30 a.m. –	40.16 ¢	40.16 ¢	40.16 ¢	41.28 ¢	41.28 ¢	42.04 ¢	40.16 ¢	40.16 ¢
	2:30 p.m. –	53.37 ¢	45.27 ¢	51.96 ¢	50.34 ¢	52.43 ¢	53.36 ¢	44.83 ¢	49.96 ¢
	3:30 p.m. –	62.84 ¢	51.49 ¢	56.99 ¢	60.64 ¢	60.63 ¢	63.97 ¢	50.94 ¢	60.11 ¢
	6 p.m. –	53.37 ¢	45.27 ¢	51.96 ¢	50.34 ¢	52.43 ¢	53.36 ¢	44.83 ¢	46.81 ¢
	7 p.m. –	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢
Weekends & Holidays	12 a.m. –	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢
	11 a.m. –	34.63 ¢	36.96 ¢	35.83 ¢	36.96 ¢	36.96 ¢	36.96 ¢	34.63 ¢	34.63 ¢
	7 p.m. –	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢

## Operating Expenses

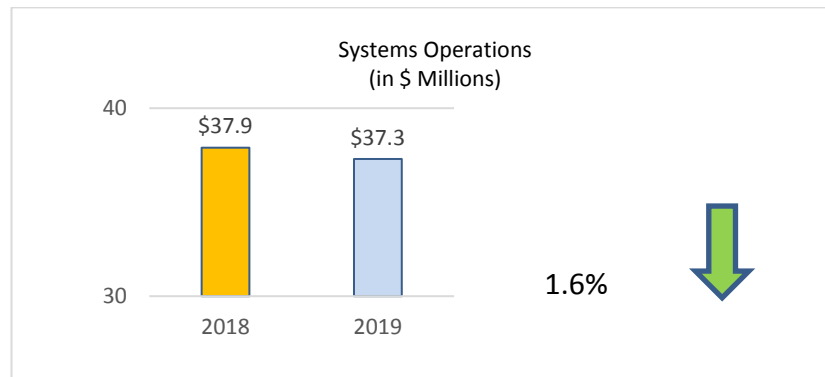


(In \$ Millions)

	2019	2018
Systems Operations	37.3	37.9
Customer Operations	88.9	83.1
Highway Operations	33.2	33.7
General and Administration	31.4	20.4
Contract	5.4	4.6
<b>Total Operating Expenses</b>	<b>196.2</b>	<b>179.7</b>

## Systems Operations

This category includes staff salaries and other costs for developing, operating and maintaining the Company's tolling system, office computer network and integrated automation systems.



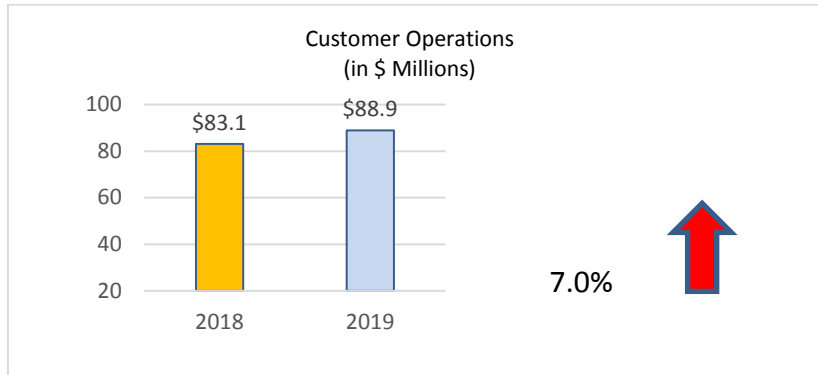
Systems operations expenses in 2019 were comparable to 2018.

## Outlook

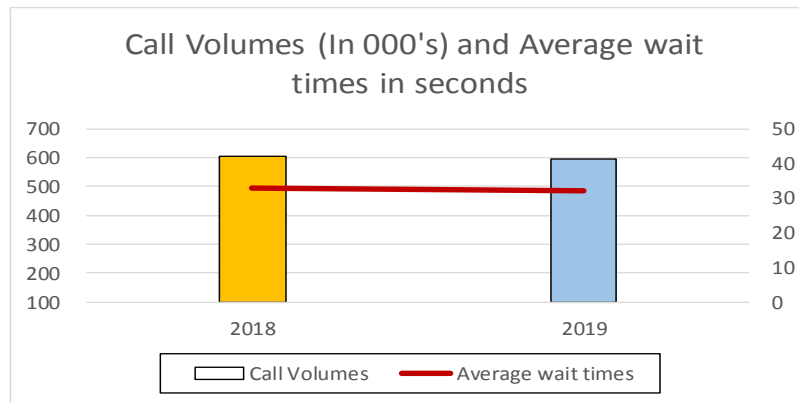
Systems operations expenses for 2020 are expected to be higher than 2019 mainly due to higher ERP consulting costs, higher security enhancements, licenses and support expenses.

## Customer Operations

This category includes costs incurred to operate the customer service centre and service existing customer relationships as well as general inquiries. These costs include the call centre, customer service centre, account management salaries, transponder distribution channels, billing, customer address system access fees, ombudsman services, collection of overdue accounts and the provision for doubtful accounts.



Customer operations expenses in 2019 were higher when compared to 2018, mainly due to higher provision for doubtful accounts, higher billing costs and bank charges due to higher revenues coupled with higher staffing costs.



In 2019, the Company's call centre received 598 thousand telephone calls compared to 604 thousand calls received in 2018. The targeted level of service is 80% of all calls being answered within 30 seconds. The level of service in 2019 was 2.5% lower than the target and the average wait time required for a customer to speak with a customer service representative ("CSR") at 32 seconds was comparable to the average wait time of 33 seconds in 2018.

The Company's customer service approach is focused on enhancing customer satisfaction. Customers continue to have the ability to access various self-service options through the Company's interactive voice recognition system and website, through which customers can perform a number of transactions without having to speak with a CSR.

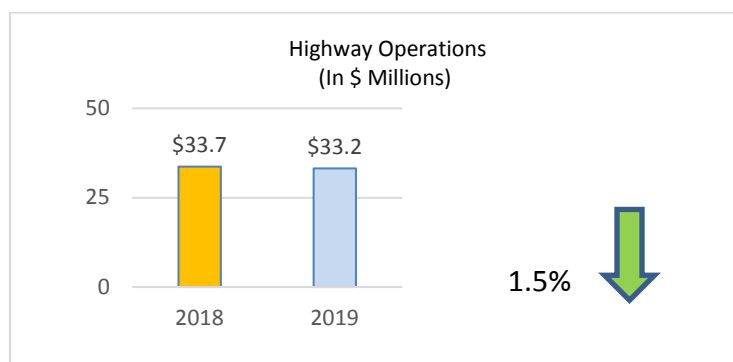
The Company continues to use bill inserts, promotions and targeted advertising to communicate to customers about the benefits of using Highway 407 ETR, as well as to educate drivers about environmentally and customer-friendly options, such as paperless billing, annual transponder leases and pre-authorized payment services. The Company continues to see growth in customers registering for paperless billing, pre-authorization and other services on the 407 ETR website, which benefit customers and also result in lower costs for the Company.

### Outlook

Customer operations costs for 2020 are expected to be higher than 2019 due to higher bank charges and higher provision for doubtful accounts due to higher revenues, coupled with higher staffing and billing costs.

### Highway Operations

This category of expenses relates to operating activities such as maintenance of the major elements of the highway system including roadway surfaces, bridges, culverts, drainage and lighting, together with seasonal maintenance, highway patrol operations, road safety enforcement and police enforcement. Highway operations expenses are seasonal in nature as winter maintenance expenses such as snow plowing and salt application occur in the first and fourth quarters of the year and most other repairs and maintenance take place in the second and third quarters of the year.



Highway operations expenses in 2019 were comparable to 2018.

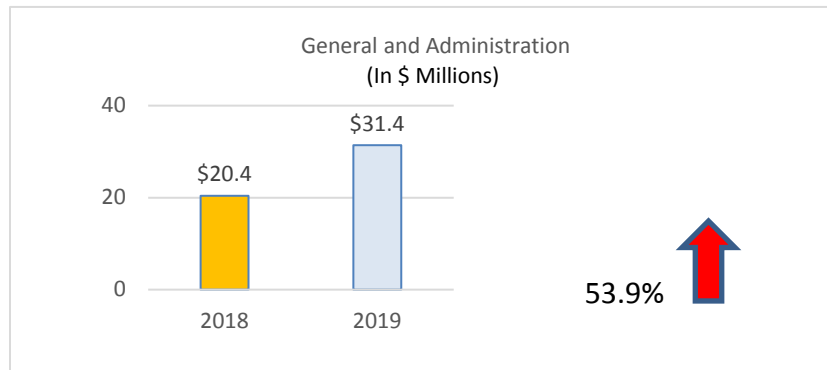
Highway maintenance cost per lane kilometre in 2019 amounted to \$27,400 and was comparable to \$27,900 in 2018.

### Outlook

Highway operations expenses in 2020 are expected to be in line with 2019.

## General and Administration

General and administration expenses include public relations, finance, administration, facilities, human resources, business process, legal, audit and executive costs.



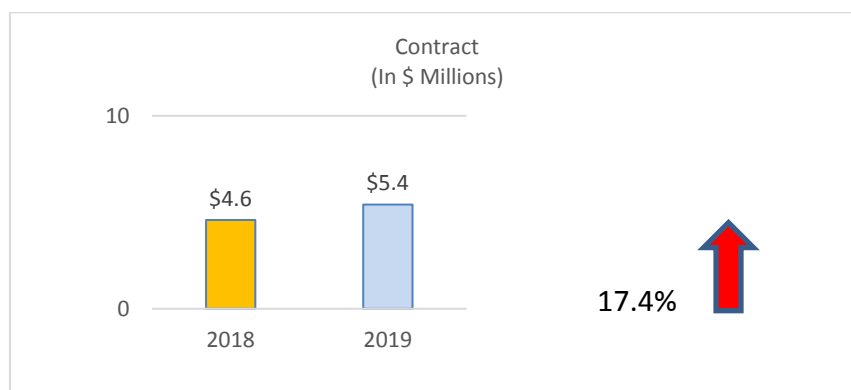
General and administration expenses in 2019 were higher when compared to 2018 mainly due to a one-time recovery in 2018 of certain indirect taxes relating to prior years, coupled with higher facility maintenance costs and a Schedule 22 Payment.

## Outlook

General and administration expenses for 2020 are expected to be higher than 2019 primarily due to higher staffing costs, higher facility maintenance costs, higher Schedule 22 payment, coupled with higher expenses for new marketing initiatives.

## Contract

The Company's contract expenses relate to costs incurred for work performed in completing its contract obligations under the Tolling Services Contract.



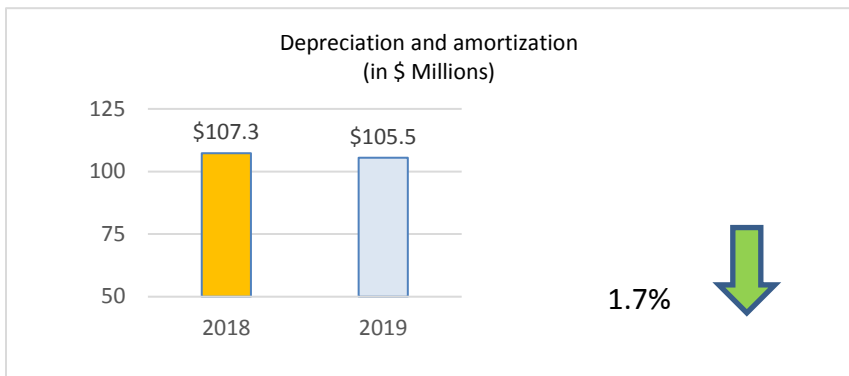
Contract expenses were higher in 2019 when compared to 2018 due to a higher volume of work upon completion of the construction and installation of all tolling sites on Highway 407 - Phase 2b.



Outlook

Contract expenses in 2020 are expected to be nil due to the completion of the construction and installation of all tolling sites on Highway 407.

**Depreciation and Amortization**



Depreciation and amortization expenses in 2019 were comparable to 2018.

Outlook

Overall depreciation and amortization expenses in 2020 are expected to be higher than 2019 due to new additions.

## Interest and Other Expenses

(In \$ Millions)	2019	2018
Interest expense on Bonds and Credit Facilities	410.6	382.1
Non-cash inflation component of:		
Interest expense RRBs	20.6	27.6
Interest (recovery) expense, Senior Bonds Series 04-A2	(0.5)	2.8
Fair value adjustment, Senior Bonds, Series 04-A2	15.7	(20.8)
Capitalized Interest	(1.8)	(1.7)
<b>Total Interest Expense on Long-Term Debt</b>	<b>444.6</b>	<b>390.0</b>
Interest income on financial assets designated as FVTPL	(24.5)	(19.8)
Other expense	1.0	0.9
Reclassification of gain and losses on cash flow hedges	(0.7)	(0.8)
<b>Total Interest and Other Expenses</b>	<b>420.4</b>	<b>370.3</b>

Interest and other expenses include interest expense on long-term debt and lease obligations, reclassification of gains and losses on cash flow hedges from accumulated other comprehensive income, interest income on fair value through profit or loss (“FVTPL”) of financial assets, and fair value adjustment of derivative financial instruments.

### 2019 vs 2018

Interest expense on Bonds and Credit Facilities:

Interest expense on Senior Bonds and Credit Facilities for 2019 was higher by \$28.5 million when compared to the same period in 2018. The interest expense on senior bonds was higher by \$29.9 million, primarily due to the redemption premium paid on the early refinancing of \$300.0 million of Senior Bonds, Series 10-A2 with \$300.0 million of Senior Bonds, Series 19-A1 at a lower interest rate, the full year interest expense impact of \$500.0 million of Senior Bonds, Series 18-A1 and interest expense on \$500.0 million of Senior Bonds, Series 19-A2. Interest expenses on junior and subordinated bonds for 2019 amounted to \$47.2 million, and was comparable to the same period of 2018. Interest expense on the Credit Facilities decreased by \$1.4 million in 2019 when compared to the same period in 2018 due to lower average outstanding balance in 2019.

Non-cash inflation component of interest expense:

The non-cash inflation compensation component of the RRBs was favourable by \$7.0 million and the non-cash accretion expense on Senior Bonds, Series 04-A2 was favourable by \$3.3 million in 2019 when compared to the same period in 2018, mainly due to a lower increase in the CPI level.

Fair value adjustment, Senior Bonds, Series 04-A2:

The non-cash fair value adjustment to Senior Bonds, Series 04-A2 in 2019 was unfavourable by \$36.5 million when compared to the same period in 2018. The non-cash fair value adjustment expense of \$15.7 million was primarily due to a significant decrease in the nominal discount rate offset by a small decrease in the Break-Even Inflation Rate (the “BEIR”). The non-cash fair value adjustment recovery of \$20.8 million in 2018 was primarily due to a significant decrease in the BEIR coupled with an increase in the nominal discount rate.

Interest income on financial assets:

Interest income from cash balances and investments in 2019 was higher by \$4.7 million when compared to the same period in 2018, primarily due to higher interest yields on investments and cash balances.

### Outlook

With the exception of the non-cash inflation compensation component of interest expense relating to the RRBs and Senior Bonds, Series 04-A2 and the non-cash fair value adjustment on Senior Bonds, Series 04-A2, the Company expects interest and other expenses for 2020 to be higher than 2019, primarily due to the full-year impact of bonds issued in 2019 and additional interest on bonds to be issued in 2020.

### Income Taxes

(in \$ Millions)	2019	2018
Current income tax expense	200.9	179.8
Deferred income tax expense	6.6	14.2
<b>Total Income Tax Expense</b>	<b>207.5</b>	<b>194.0</b>

The combined current and deferred annual effective tax rate was 26.5% in 2019, consistent with the annual effective tax rate of 26.5% in 2018. Current income tax expense in 2019 was higher when compared to 2018, primarily due to higher earnings before taxes. Correspondingly, deferred income tax expense reduced in 2019 compared to the same period in 2018.

### Outlook

With the exception of the non-cash inflation compensation component of interest expense relating to the RRBs and Senior Bonds, Series 04-A2 and the non-cash fair value adjustment on Senior Bonds, Series 04-A2, the Company expects income tax expenses for 2020 to be higher than 2019 primarily due to a higher income before tax.

## Liquidity and Capital Resources

### Cash Flow Statement

(In \$ Millions)	2019	2018
Cash flows from operating activities	711.1	583.9
Cash flows used in investing activities	(174.3)	(177.8)
Cash flows used in financing activities	(548.5)	(861.1)
Decrease in cash and cash equivalents	(11.7)	(455.0)
Cash and cash equivalents, beginning of period	308.1	763.1
<b>Cash and cash equivalents, end of period</b>	<b>296.4</b>	<b>308.1</b>

Cash and cash equivalents at December 31, 2019 was \$296.4 million, a decrease of \$11.7 million from December 31, 2018. The cash and cash equivalents amount includes a \$10.0 million reserve required by the Master Trust Indenture dated as of July 20, 1999 and effective as of May 5, 1999 between the Company, 407 ETR and The Trust Company of Bank of Montreal (now BNY Trust Company of Canada) (the "Indenture").

Cash decrease of \$11.7 million during 2019 was mainly due to dividends paid to shareholders of \$1,050.0 million, repayments of long-term debt and the Syndicated Credit Facility of \$372.6 million, purchases of property, plant and equipment of \$122.5 million, increase in restricted cash and investments of \$50.4 million, payments of debt issue costs of \$5.6 million, payments of obligations under finance leases of \$4.5 million and advance payments to suppliers of \$2.0 million offset by proceeds from the issuance of long-term debt and draws under the syndicated credit facilities of \$884.2 million, cash generated from operating activities of \$711.1 million and a decrease in non-trade receivables of \$0.6 million.

Cash generated from operating activities:

Cash generated from operating activities increased by \$127.2 million during 2019 when compared to the same period in 2018, mainly due to higher cash receipts of \$126.5 million resulting primarily from higher revenues, lower payments for income taxes of \$35.4 million mainly due to the timing of payments of income taxes relating to the prior year and higher interest income received of \$2.3 million due to higher interest yields earned on cash and investments. These favourable variances were offset by higher interest expense payments of \$22.8 million primarily due to the premium paid on the early redemption of Senior Bonds, Series 10-A2, one-time upfront fees in respect of the Syndicated Credit Facility executed during 2019 coupled with interest payments resulting from additional long-term debt issued in 2018 and 2019. Cash payments for operations were higher by \$14.2 million due to changes in working capital coupled with higher operating expenses.

Cash used in investing activities:

Cash used in investing activities was lower by \$3.5 million during 2019 when compared to the same period in 2018. Included in investing activities are investments in the widening of certain segments and replacement of certain components of Highway 407 ETR, enhancements and replacements of toll equipment, continuing development and enhancement of the information systems,

construction of a new patrol yard building and the purchase of new transponders. Additions to property, plant and equipment amounted to \$122.5 million in 2019 when compared with \$138.5 million for the same period in 2018, a decrease of \$16.0 million primarily due to payment for the construction of patrol yard facilities in 2018. Non-trade receivables and other decreased by \$0.6 million during 2019 when compared with an increase of \$0.9 million for the same period in 2018. Included in investing activities are changes in the restricted cash and investments required to be maintained by the Indenture. The net increase in restricted cash and investments was \$50.4 million during 2019 when compared to \$36.7 million during the same period in 2018. The increase in restricted cash and investments of \$50.4 million was due to contributions to the debt service fund of \$418.6 million, the establishment of a refunding bond fund of \$300.0 million, the establishment of a debt service reserve fund for Senior Bonds, Series 19-A1 of \$15.5 million, the establishment of a debt service reserve fund for Senior Bonds, Series 19-A2 of \$27.6 million, interest received from restricted cash and investments of \$15.5 million and additional contributions towards reserve requirements for the operating and maintenance and renewal and replacement fund of \$7.2 million. These increases to restricted cash were offset by the coupon payments of \$396.3 million, the repayment of Senior Bonds, Series 10-A2 of \$300.0 million, the partial repayment of Senior Bonds, Series 99-A3 of \$5.7 million, the partial repayment of Senior Bonds, Series 00-A2 of \$6.9 million and transfers of \$25.1 million to the general fund, of which \$19.4 million of these transfers was in respect of the release of the debt service reserve fund relating to Senior Bonds, Series 10-A2 which was no longer required upon early redemption of such bonds. The increase in restricted cash and investments of \$36.7 million in 2018 was due to contributions to the debt service fund of \$386.1 million, the establishment of a debt service reserve fund for Senior Bonds, Series 18-A1 of \$27.8 million, interest received from restricted cash and investments of \$12.9 million and additional contribution towards reserve requirements for the Operating and Maintenance and Renewal and Replacement fund of \$2.0 million. These increases to restricted cash were offset by the coupon payments of \$372.2 million, the partial repayment of Senior Bonds, Series 99-A3 of \$5.3 million, the partial repayment of Senior Bonds, Series 00-A2 of \$6.6 million and transfers of \$8.1 million to the general fund. Advance payments to suppliers amounted to \$2.0 million during 2019 compared to \$1.7 million for the same period in 2018.

#### Cash used in financing activities:

Cash used in financing activities was lower by \$312.6 million in 2019 when compared to the same period in 2018. Proceeds from the issuance of long-term debt in 2019 was \$884.2 million, representing the issuance of Senior Bonds, Series 19-A1 of \$299.8 million on March 6, 2019 used to refinance Senior Bonds, Series 10-A2 on April 3, 2019, the issuance of Senior Bonds, Series 19-A2 of \$499.4 million on March 6, 2019 and a draw down on the Syndicated Credit Facility of \$85.0 million compared to proceeds from issuance of long-term debt in the same period in 2018 of \$500.0 million representing the issuance of Senior Bonds, Series 18-A1 on May 9, 2018. Repayments of long-term debt of \$372.6 million during 2019 representing repayment of Senior Bonds, Series 10-A2 of \$300.0 million, repayment of draws under the Syndicated Credit Facility of \$60.0 million, the partial repayment of Senior Bonds, Series 00-A2 of \$6.9 million and partial repayment of Senior Bonds, Series 99-A3 of \$5.7 million compared to repayments of long-term debt of \$433.9 million during 2018 representing the repayments of advances under the Bilateral Credit Facilities of \$422.0 million, the partial repayment of Senior Bonds, Series 00-A2 of \$6.6 million and the partial repayment of Senior Bonds, Series 99-A3 of \$5.3 million. Dividend payments to shareholders amounted to \$1,050.0 million in 2019 when compared to dividend payments of \$920 million in 2018. Debt issue costs payments amounted to \$5.6 million when compared to debt issue



costs of \$3.7 million for the same period in 2018. Payments for obligations under finance leases amounted to \$4.5 million for 2019 when compared to \$3.5 million for the same period in 2018.

The supplemental indenture for the RRBs requires the Company to fund a series excess inflation reserve should the principal outstanding multiplied by the difference between the applicable CPI at the time of measurement divided by the applicable CPI at the time of issue exceed a pre-established threshold level. As at December 31, 2019 and December 31, 2018, CPI had not reached the levels to require funding of the excess inflation reserve and Management does not anticipate CPI to reach these levels. Sufficient cash from operations will be generated in the event that funding of the reserve becomes necessary.

Certain Events of Default under the Indenture would allow bondholders to declare the bonds to be immediately payable. These Events of Default are described in the Company's AIF available at [www.sedar.com](http://www.sedar.com). As at December 31, 2019 and December 31, 2018, the Company is in compliance with the terms of the Indenture.

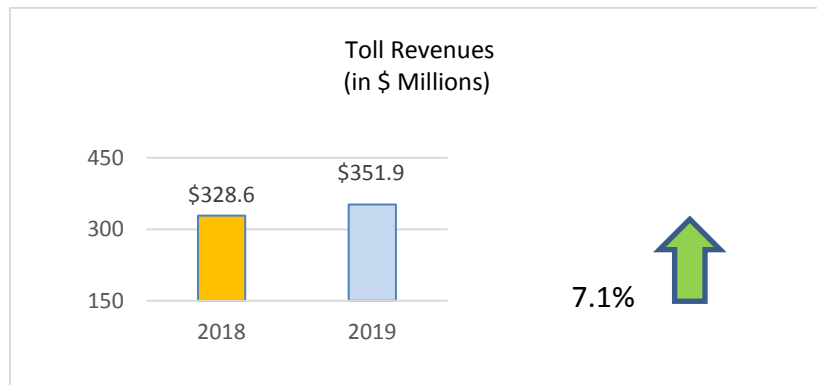
### Outlook

The Company is committed to maintaining its current credit ratings on all debt obligations. The Company expects to maintain sufficient liquidity and to generate cash from operations to meet all of its ongoing obligations and to pay dividends to its shareholders. The Company expects to gradually increase its financial leverage to fund operating and capital expenditures, to pay interest to debtholders, and to pay income tax while maintaining healthy debt service coverage and earnings coverage ratios.

## Fourth Quarter 2019 Financial Performance

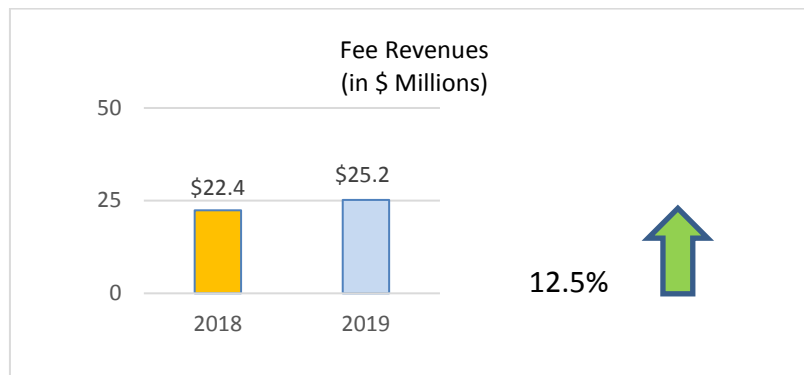
(In \$Millions)	Q4	
	2019	2018
Revenues	379.3	356.6
Operating Expenses	54.1	54.0
EBITDA	325.2	302.6
Depreciation and Amortization	27.1	27.0
Interest and Other Expenses	89.7	63.6
Income Tax Expense	55.4	56.1
<b>Net Income</b>	<b>153.0</b>	<b>155.9</b>

### Toll Revenues



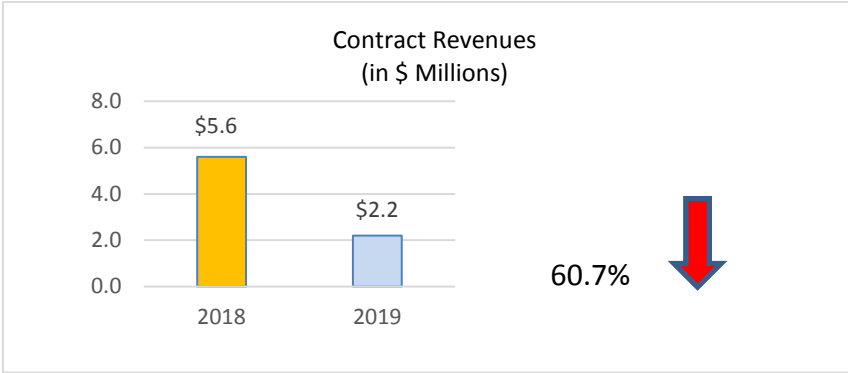
Toll revenues were higher in the fourth quarter of 2019 when compared to 2018 primarily due to an increase in toll rates effective February 1, 2019.

### Fee Revenues



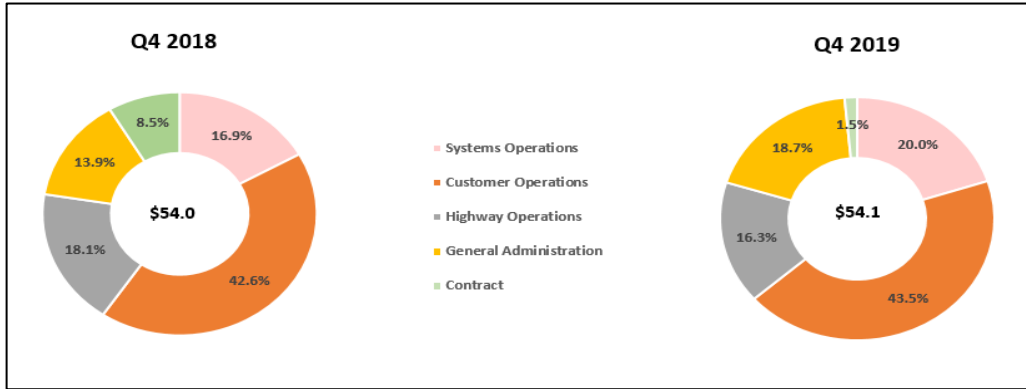
Fee revenues were higher in the fourth quarter of 2019 when compared to 2018 primarily due to higher net late payment charges on overdue customer balances, coupled with higher transponder lease fees due to an increase in the number of registered transponders.

**Contract Revenues**

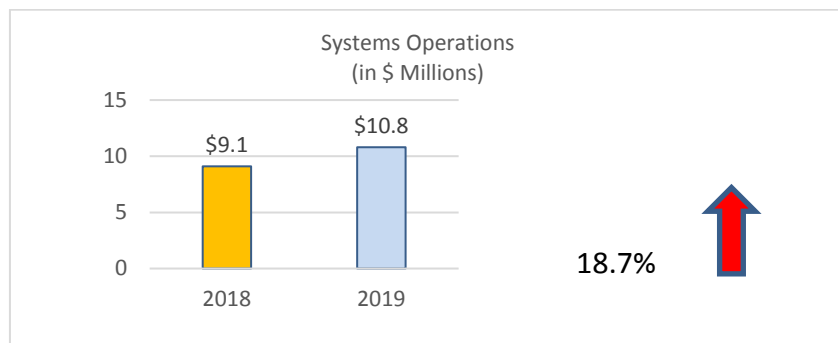


Contract revenues were lower in the fourth quarter of 2019 when compared to 2018 due to timing. The majority of installation and commissioning of tolling sites on Highway 407 - Phase 2b was completed in the third quarter of 2019.

## Operating Expenses

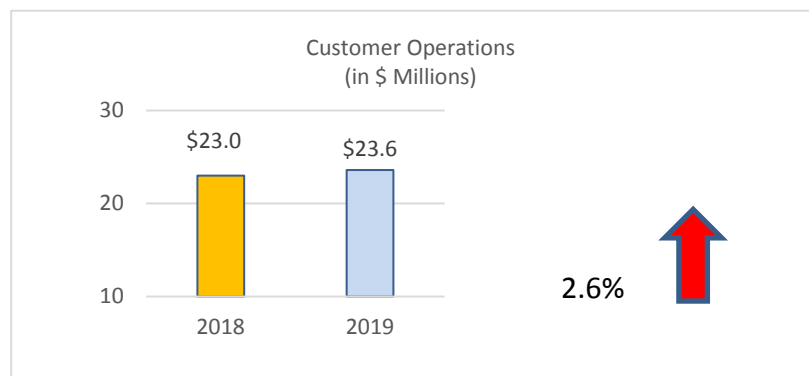


## Systems Operations



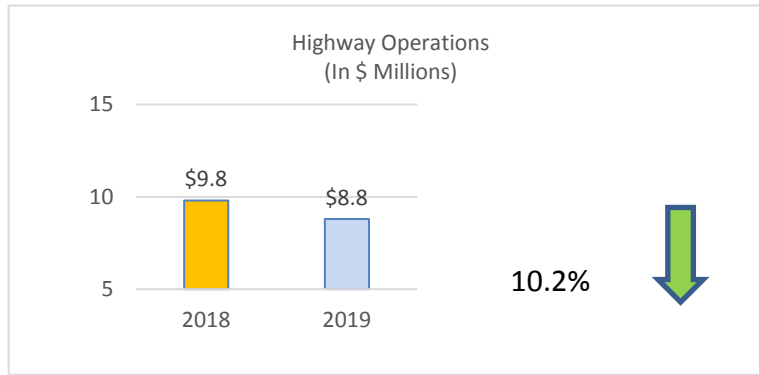
Systems operations expenses were higher in the fourth quarter of 2019 when compared to 2018 mainly due to timing of support and licensing expenses.

## Customer Operations



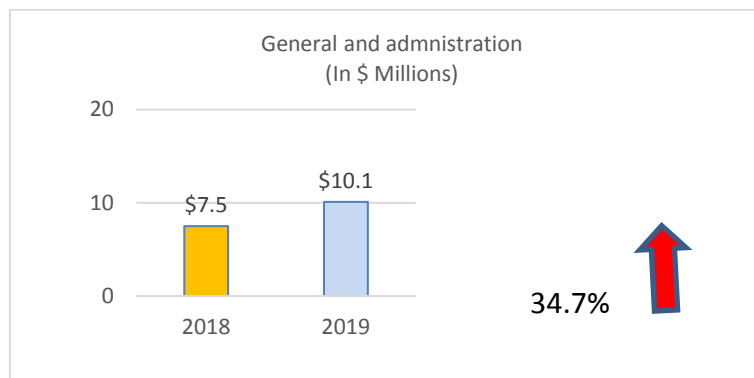
Customer operations expenses were higher in the fourth quarter of 2019 when compared to 2018 mainly due to higher billing costs.

## Highway Operations



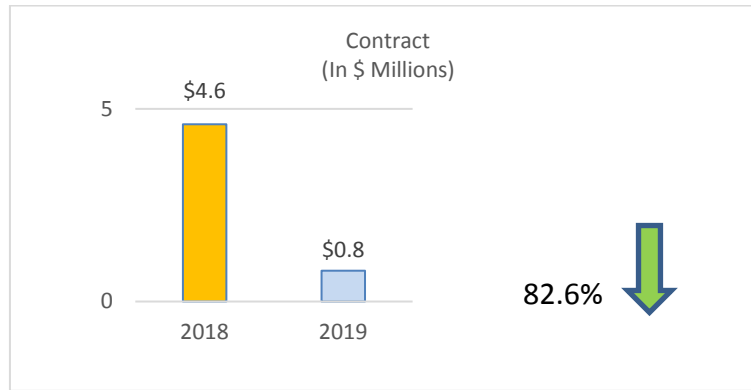
Highway operations expenses were lower in the fourth quarter of 2019 when compared to 2018 due to lower winter maintenance costs due to reclassification of certain winter maintenance cost as finance lease to comply with the IFRS 16 *Leases* accounting standard.

## General and Administration



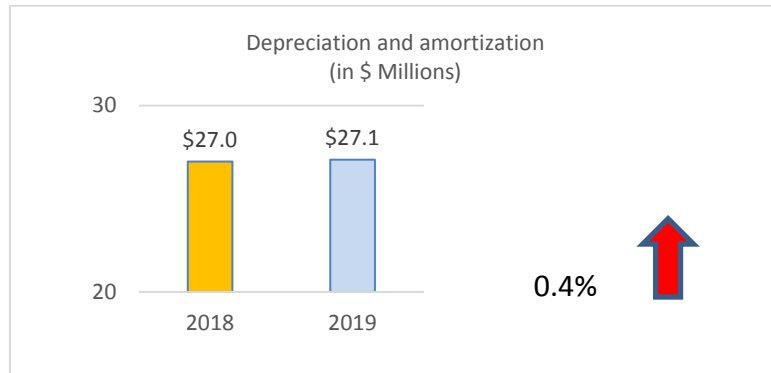
General and administration expenses were higher when compared to the same period of 2018 primarily due to a Schedule 22 Payment

## Contract



Contract expenses were lower due to timing of work performed for Highway 407 - Phase 2b. The majority of the work related to the installation and commissioning of tolling sites on Highway 407 - Phase 2b was completed in the third quarter of 2019.

## Depreciation and Amortization



Depreciation and amortization expenses were comparable to the same period in 2018.



## Interest and Other Expenses

(In \$ Millions)	Q4	
	2019	2018
Interest expense on Bonds and Credit Facilities	100.8	96.9
Non-cash inflation component of:		
Interest recovery RRBs	(4.4)	(2.5)
Interest recovery, Senior Bonds Series 04-A2	(3.8)	(3.1)
Fair value adjustment, Senior Bonds, Series 04-A2	3.7	(21.9)
Capitalized Interest	(0.9)	(0.4)
<b>Total Interest Expense on Long-Term Debt</b>	<b>95.4</b>	<b>69.0</b>
Interest income on financial assets designated as FVTPL	(5.7)	(5.4)
Other expense	0.1	0.2
Reclassification of gain and losses on cash flow hedges	(0.1)	(0.2)
<b>Total Interest and Other Expenses</b>	<b>89.7</b>	<b>63.6</b>

### Interest expense on Bonds and Credit Facilities:

Interest expense on Bonds and Credit Facilities for the fourth quarter of 2019 increased by \$3.9 million when compared to the same period in 2018. Interest expense on senior bonds amounted to \$88.4 million in the fourth quarter of 2019 when compared to \$84.9 million in the same period in 2018, an increase of \$3.5 million mainly due to the interest expense on \$500.0 million of Senior Bonds, Series 19-A2 partially offset by the refinancing of \$300.0 million of Senior Bonds, Series 10-A2 with \$300.0 million of Senior Bonds, Series 19-A1 at a lower interest rate. Interest expense on junior and subordinated bonds in the fourth quarter of 2019 amounted to \$11.9 million and was comparable to the same period in 2018. Interest expense on the Syndicated Credit Facility amounted to \$0.5 million in the fourth quarter of 2019 compared to \$0.1 million in the same period in 2018, an increase of \$0.4 million, mainly due to a higher average outstanding balance as compared to the prior quarter.

### Non-cash inflation component of interest expense:

The non-cash inflation compensation of the RRBs for the fourth quarter of 2019 was favourable by \$1.9 million and the non-cash accretion on Senior Bonds, Series 04-A2 was favourable by \$0.7 million compared to the same period in 2018 mainly due to a larger decrease in inflation in the current quarter.

### Fair value adjustment, Senior Bonds, Series 04-A2:

The non-cash fair value adjustment to Senior Bonds, Series 04-A2 for the fourth quarter of 2019 was unfavourable by \$25.6 million when compared to the same period in 2018. The non-cash fair value adjustment expense on Senior Bonds, Series 04-A2 in the current quarter was \$3.7 million was due to an increase in the BEIR offset by an increase in the nominal discount rate. During the fourth quarter of 2018, the non-cash fair value adjustment recovery on Senior Bonds, Series 04-A2 of \$21.9 million was due to a significant decrease in the BEIR coupled with an increase in the nominal discount rate.

Interest income on financial assets:

Interest income from cash balances and investments for the fourth quarter of 2019 was higher by \$0.3 million when compared to the same period in 2018, primarily due to higher interest yields on cash balances and investments.

## Income Taxes

(in \$ Millions)	Q4	
	2019	2018
Current income tax expense	51.8	50.0
Deferred income tax expense	3.6	6.1
<b>Total Income Tax Expense</b>	<b>55.4</b>	<b>56.1</b>

The combined current and deferred annual effective tax rate was 26.6% in the fourth quarter of 2019, consistent with the annual effective tax rate of 26.5% for the same period of 2018.

Current income tax expense was higher primarily due to the prior utilization of deferred income tax assets causing an increase in current income taxes, offset by lower earnings before tax as compared to the prior quarter. Correspondingly, deferred income tax expense reduced when compared to the same period in 2018.

## Liquidity and Capital Resources

### Cash Flow Statement

(In \$ Millions)	Q4	
	2019	2018
Cash flows from operating activities	197.5	168.0
Cash flows used in investing activities	(34.6)	(12.0)
Cash flows used in financing activities	(280.0)	(238.2)
Decrease in cash and cash equivalents	(117.1)	(82.2)
Cash and cash equivalents, beginning of period	413.5	390.3
<b>Cash and cash equivalents, end of period</b>	<b>296.4</b>	<b>308.1</b>

The cash decrease of \$117.1 million during the fourth quarter of 2019 was mainly due to dividends paid to shareholders of \$300.0 million, payments for additions to property, plant and equipment of \$41.3 million, the repayment of long-term debt of \$3.5 million and payments of lease obligations of \$1.4 million. These cash outflows were offset by cash generated from operating activities of \$197.5 million, proceeds from a draw-down on the Syndicated Credit Facility of \$25.0 million and a decrease in restricted cash and investments of \$6.8 million.

Cash flows from operating activities:

Cash increased by \$29.5 million during the fourth quarter of 2019 when compared to the same period of 2018, mainly due to higher cash receipts of \$33.3 million resulting primarily from higher revenues and lower interest payments on long-term debt of \$6.7 million primarily due to the timing of interest payments. These favourable cash inflows were offset by higher payments for income taxes of \$6.5 million primarily due to higher earnings before taxes and higher payments for operating expenses of \$3.0 million mainly due to the timing of payments offset by lower operating costs mainly due to lower contract costs, and lower interest income received of \$1.0 million due to the timing of interest income receipts partially offset by higher interest yields earned on cash and investments.

Cash flows used in investing activities:

Cash flows used in investing activities were higher by \$22.6 million for the fourth quarter of 2019 when compared to the same period in 2018. The decrease in restricted cash and investments of \$6.8 million was due to partial repayment of Senior Bonds, Series 00-A2 of \$3.5 million and coupon payments of \$116.0 million. These decreases to restricted cash were offset by contributions to the debt service fund of \$102.4 million, additional contribution towards reserve requirements for the operating and maintenance and renewal and replacement fund of \$7.2 million and interest income received from cash balances and investments of \$3.1 million. The decrease in restricted cash and investments of \$25.2 million in the previous year was due to partial repayment of Senior Bonds, Series 00-A2 of \$3.3 million, coupon payments of \$123.0 million and transfers to the general fund of \$3.1 million. These decreases to restricted cash were offset by contributions to the debt service fund of \$98.6 million, interest received from restricted cash and investments of \$3.6 million and additional contribution towards reserve requirements for the operating and maintenance and renewal and replacement fund of \$2.0 million. Purchases of property, plant and equipment and intangible assets were \$41.3 million in the fourth quarter of 2019 compared to \$37.7 million in the fourth quarter of 2018. Advance payments to a supplier in the fourth quarter of 2019 were higher than in the fourth quarter of 2018 by \$0.4 million.

Cash used in financing activities:

Cash used in financing activities was higher by \$41.8 million for the fourth quarter of 2019 when compared to the same period of 2018. Dividend payments to shareholders amounted to \$300.0 million in fourth quarter of 2019 compared to dividend payments of \$233.7 million in the fourth quarter of 2018. Payments towards finance lease obligations were \$1.4 million in the fourth quarter of 2019 compared with payments towards finance lease obligations of \$0.9 million for the same period in 2018. Partial repayment of long-term debt of Senior Bonds, Series 00-A2 amounted to \$3.5 million in the fourth quarter of 2019 compared to partial repayments of \$3.4 million during the fourth quarter of 2018. Proceeds from draw-down on the Syndicated Credit Facility amounted to \$25.0 million in the fourth quarter of 2019 compared to nil in the same period in 2018.

## Earnings Coverage

(In \$ Millions)	Twelve-month period ended	
	December 31	
	2019	2018
Income before income tax expenses and interest expense on long-term debt	1,229.6	1,124.7
Interest expense on long-term debt	446.4	391.7
<b>Earnings Coverage</b>	<b>783.2</b>	<b>733.0</b>

The Company experienced earnings coverage ratios of 2.75 times and 2.87 times for the twelve month periods ended December 31, 2019 and 2018, respectively. The Company expects income before income tax expenses and interest expense on long-term debt to continue to be sufficient to cover interest expense on long-term debt. The earnings coverage ratio is different from the Company's debt service coverage ratio as is defined in the Indenture. See "Non-IFRS Financial Measures".

## Risks and Uncertainties

### Toll Revenues

The Company's ability to derive revenue depends on a wide variety of factors, many of which are not within the control of the Company. These factors include population growth, volatility of the economy of the GTA and southern Ontario, fuel prices, weather conditions and the construction of competing infrastructure. In addition, toll rate increases are subject to economic, price elasticity and political risks. To mitigate these risks, Management prepares a detailed operating budget consistent with the Company's strategic objectives which includes revenue projections based on traffic growth and price elasticity assumptions supported, from time to time, by studies performed by third party expert traffic consultants. The operating budget and actual price setting is approved by the Company's Board of Directors (the "Board"). Actual results are monitored against the revenue projections on a monthly basis, giving Management adequate time to analyze and respond to variances.

### Capital Structure

The Company has a complex capital structure that may give rise to unforeseen challenges by tax authorities of the Company's interpretation of certain tax legislation. To mitigate such risks, Management seeks the advice of external tax experts.

### Operations and Maintenance

The Company's operating and maintenance expenses for the future operation of Highway 407 ETR are impacted by uncertainties related to costs of services, materials and equipment, changes in regulatory requirements, useful lives of productive assets, critical accounting estimates, weather conditions, and other matters that are not certain. To address these risks, Management prepares a detailed operating budget in the third quarter of each year. This budget is approved by the Board. Management monitors the level of operating expenditures each month in comparison to the budget. Department heads are accountable for cost overruns, and Management compensation is based, in part, on adherence to the approved spending limits. In addition, the Company follows a periodic maintenance and rehabilitation program for Highway 407 ETR and its tolling system to avoid unexpected significant repairs.

## Information Technology

The Company's operations for Highway 407 ETR and Highway 407 are substantially dependent on the information technology employed in its tolling and billing systems, including the roadside tolling equipment and the back-office systems used for account processing and collections. The Company continues to monitor and enhance the core system capabilities to mitigate risk. The integrity, reliability, availability and confidentiality of information and supporting systems is critical to the Company's daily and strategic operations. Cyber security continues to be a focus with ongoing threat monitoring and improvements in areas of data security and network security given that cyber attacks and breaches could result in corruption of the Company's data, compromised confidential customer or employee information, damage to information technology infrastructure leading to disruption of services and lost revenues, loss of sensitive corporate information due to unauthorized access, and reputational damage. To address these risks, the Company's corporate security group is accountable for the planning, execution and governance of the framework-based security program. The Company uses an iterative risk-based approach to manage information technology and cyber security threats, addressing identified gaps in a prioritized and systematic manner within the security framework. The Company ensures it has adequate controls and procedures to detect, identify and address cyber security events, including security incident response, business continuity and data recovery plans. Execution of the security program relies on internal expertise, strong partnerships, industry leading security technologies, and consultation with third-party experts on cyber security strategies and remediation plans. The Company also promotes awareness of data security at the employee level, recognizing that employee vigilance is a contributing factor to mitigating this risk.

## Debt Rating

The Company seeks to maintain an appropriate debt rating to ensure access to capital on commercially reasonable terms to finance its operating and capital expenditures and interest payments to bondholders, provide an appropriate investment return to its shareholders and refinance its existing indebtedness without, in each case, exceeding its debt capacity or resulting in a downgrade to the credit ratings assigned to its existing indebtedness. The Company's ability to do so depends upon a number of factors, including, among other things, market conditions, rating agencies' criteria and the Company's debt structure. To control this risk, Management is focused on maintaining an optimal level of liquidity through maximizing cash flows by actively pursuing the collection of its trade receivables and by controlling operating and capital expenditures.

## Climate Change Risk

407 ETR strives to avoid significant adverse effects from its activities on individuals, communities and the natural environment within which Highway 407 ETR is located or, where this is not possible, to minimize such effects. To ensure regulatory compliance, 407 ETR stays abreast of new and evolving environmental laws and regulations and incorporates relevant changes into its Environmental Management Plan ("EMP"). Periodically, with the assistance of an external advisor, 407 ETR conducts a review of the EMP, including a review of environmental laws and regulations relevant to 407 ETR.

In addition, 407 ETR recognizes the effects of the increased frequency and potential impacts of extreme weather events due to climate change, such as heavy rainfall resulting in flooding and more extreme winter conditions. These effects may lead to more frequent or extensive damage to infrastructure or roadside tolling equipment, localized disruption to highway operations and

traffic levels. Increasingly severe weather events could lead to additional costs, including those for managing response times, maintaining service levels, and addressing actual or potential impacts to infrastructure or equipment. 407 ETR follows a preventative maintenance plan that takes into account the effects of climate change in the design, rehabilitation and construction of highway infrastructure and roadside tolling equipment.

To mitigate its exposure to climate change risks, in 2019 the Company engaged an external consultant to complete a climate change study on the impact of rising temperatures on the various pavements along Highway 407 ETR. The results of the study show that Highway 407 ETR pavements are robust and resilient to such changes with little or no expected impact.

Additionally, a flood hazard and risk study based on computer modelling and simulations was also carried out on certain sections of Highway 407 ETR with a historical and perceived vulnerability to flooding. While certain areas were identified as having a potential risk of local flooding, the result of the study confirms that the design of Highway 407 ETR combined with its topographical area and high standard of maintenance makes the highway resilient to such risks, and unlikely to be impacted in any major way. The Company will continue to evaluate if it can minimize any risk of flooding by increasing drainage capacity and resilience in those areas.

407 ETR will continue to assess and mitigate the impact of climate change on its longer-term operations and will adjust its preventative maintenance, infrastructure, rehabilitation and construction plans accordingly.

## Risks Arising from Financial Instruments

### Credit Risk

Financial assets that are exposed to credit risk consist primarily of cash and cash equivalents, trade receivables and other, contract assets, amounts due from customer for contract, and restricted cash and investments.

The Company is exposed to credit loss in the event of non-performance by counterparties to derivative instruments that have a positive fair value, cash and cash equivalents, short-term investments and restricted cash and investments. The Company manages this risk by dealing with reputable organizations having high-quality credit ratings from independent credit rating agencies. The Board sets exposure limits and these are monitored on an ongoing basis.

Concentration of credit risk with respect to trade receivables is minimized due to the millions of accounts comprising the Company's customer base. The amounts disclosed in the statements of financial position are net of the allowance for doubtful accounts and certain amounts that are billed to customers but excluded from revenues in accordance with the Company's revenue recognition policy for toll and fee revenues. The amounts are estimated based on prior experience, anticipated collection strategies and ultimate recovery of balances for which collection is uncertain.

Trade receivables and other are aged as follows:

(In \$ Millions)	As at	
	December 31, 2019	December 31, 2018
Unbilled	82.2	77.8
0 to 60 days	90.5	90.7
60 to 90 days	10.5	10.1
90 to 120 days	8.1	7.1
121 to 150 days	7.8	8.6
151 + days	33.8	28.5
Sub-total <sup>1</sup>	232.9	222.8
Other <sup>2</sup>	17.6	19.1
	<b>250.5</b>	<b>241.9</b>

1. Amounts are net of allowance for doubtful accounts and certain amounts that are billed to customers, but excluded from revenues in accordance with the revenue recognition policy for toll and fee revenue and includes contract receivables invoiced to customers upon reaching contract milestones.

2. Other consists of salt inventory, prepaids, other non-trade receivables and an advance payment to supplier.

In accordance with the revenue recognition policy, toll revenues are recognized on the date trips are taken on Highway 407 ETR. Tolls and other charges are recorded in trade receivables as “Unbilled” until invoiced. The provision for doubtful accounts is based principally on historical collection rates and Management’s expectation of success rates for collection of overdue accounts by the Registrar through Licence Plate Denial as well as Management’s expectation of success rates for collection through collection agencies and legal proceedings. When a licence plate associated with a customer’s unpaid 407 ETR account becomes unattached from the vehicle or expired, the Registrar is required to refuse to renew another single vehicle permit issued to the same customer or issue a vehicle permit to that customer. The legislation affording 407 ETR the right to Licence Plate Denial requires that a series of notices be sent to customers with delinquent accounts. This process takes a minimum of 150 days from the date an invoice is sent until a customer is subject to Licence Plate Denial, followed by up to two years before a customer’s licence plate is subject to renewal. The Licence Plate Denial process, together with other collection strategies, results in the successful collection of net trade receivables that are more than 151 days past due. The provision for doubtful accounts could materially change and may result in significant changes to trade receivables balances as Management continues to monitor the collection of outstanding 407 ETR charges through the Licence Plate Denial process with the Ontario Ministry of Transportation (“MTO”), as well as collections through collection agencies and legal proceedings.

In addition to the collection of 407 ETR customers’ overdue accounts through the Licence Plate Denial process, Management continues to assign certain delinquent accounts to third party collection agencies utilizing various programs, employ internal collections staff and take legal action where necessary. In conducting collections litigation, 407 ETR may from time to time receive judicial decisions that impact its ability to recover delinquent amounts through civil proceedings and could result in a material change to the provision of overdue accounts.

Management continuously monitors the collection of overdue accounts including the allowance for doubtful accounts. In determining the allowance for doubtful accounts, the Company considers a number of factors affecting the likelihood of



collection. In determining the collectability of customer accounts, the Company does not obtain information about the credit quality of customers whose accounts are not overdue or not impaired.

As at December 31, 2019, an increase of 1% in the weighted-average provision rate would have increased the provision for doubtful accounts by approximately \$15.1 million (2018 - \$13.9 million) and decreased net income by approximately \$11.1 million (2018 - \$10.2 million).

The Company is exposed to credit risk with respect to contract receivables in the event of non-payment by customers. The Company manages this risk by dealing with reputable customers with good credit ratings.

### Interest Rate Risk

As at December 31, 2019, all long-term debt is fixed rate debt (except for the inflation-linked bonds as described below); therefore, changes in interest rates do not impact interest payments on its current bonds but may impact the fair value of such long-term debt.

The Company also manages this risk by investing its cash and cash equivalents and restricted cash and investments in debt instruments with credit ratings equal to or higher than those required by the Indenture. A decrease of 25 basis points in interest rates would have decreased interest income by approximately \$2.8 million (2018 - \$2.9 million) and net income by approximately \$2.1 million (2018 - \$2.1 million).

### Inflation Risk

The Company is exposed to inflation risk as interest expense and debt service payments relating to RRBs and Senior Bonds, Series 04-A2 are linked to the CPI. An increase of 50 basis points in the CPI would have increased interest expense by approximately \$8.7 million (2018 - \$8.6 million), decreased net income by approximately \$6.4 million (2018 - \$6.3 million) and increased debt service payments by approximately \$0.9 million (2018 - \$0.9 million). BEIR is highly volatile and may lead to significant changes in the fair value of Senior Bonds, Series 04-A2 that may not be representative of actual inflation paid or to be paid to the Senior Bonds, Series 04-A2 bondholders. An increase of 10 basis points in the BEIR would have increased interest expense by approximately \$5.4 million (2018 - \$5.2 million) and decreased net income by approximately \$4.0 million (2018 - \$3.8 million). A decrease of 10 basis points in the BEIR would have reduced interest expense by approximately \$5.3 million (2018 - \$5.1 million) and increased net income by approximately \$3.9 million (2018 - \$3.8 million). This inflation risk is partially mitigated by the Company's right to increase toll rates.

### Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Cash flow projections are prepared by Management and reviewed by the Board to ensure sufficient continuity of funding. The Company manages its liquidity risk by dispersing the contractual maturity dates of its financial liabilities, thereby ensuring the Company is not exposed to excessive refinancing risk during any given year. Further, the Company maintains an optimal level of liquidity

through maximizing cash flows by actively pursuing the collection of its trade receivables and contract receivables, and by controlling the level of operating and capital expenditures. Cash and cash equivalents and restricted cash and investments are invested in highly-liquid interest-bearing investments.

The following are the Company's commitments, contractual maturities and related interest obligations as at December 31, 2019:

(In \$ Millions)	<b>Less than 1 year</b>	<b>1 to 2 years</b>	<b>2 to 3 years</b>	<b>3 to 4 years</b>	<b>4 to 5 years</b>	<b>Beyond 5 years</b>
Trade and other payables	59.9	-	-	-	-	-
Income tax payable	21.4					
Contract liabilities	18.0	-	-	-	-	-
Lease obligations	6.4	3.1	0.9	0.3	0.1	-
Interest payments on lease obligations	0.4	0.1	0.1	-	-	-
Long-term debt	16.7	724.2	318.7	19.9	271.0	7,414.5
Derivative financial liability	7.8	7.8	7.8	7.8	7.8	117.4
Interest payments on long-term debt	385.8	375.7	349.8	341.2	335.2	4,864.4
	<b>516.4</b>	<b>1,110.9</b>	<b>677.3</b>	<b>369.2</b>	<b>614.1</b>	<b>12,396.3</b>

Interest payments on long-term debt and lease obligations are funded by proceeds from long-term debt and the Company's cash generated from operations.

## Financial Instruments and Other Instruments

Financial instruments used by the Company consist of cash and cash equivalents, restricted cash and investments, trade receivables and other, contract receivables, amounts due from customers for contract, trade and other payables, long-term debt and derivative financial instruments.

### Cash and cash equivalents

Cash and cash equivalents of \$296.4 million as of December 31, 2019 consist of cash, government treasury bills and provincial promissory notes with maturities of three months or less. Cash and cash equivalents are used for working capital and other general corporate purposes.

### Restricted cash and investments

Restricted cash and investments are required to be maintained in reserve accounts under the Indenture and various supplemental indentures for the benefit of the bondholders and a segregated funds account under an agreement between Cantoll and the Province to implement and maintain the roadside tolling technology and back-office systems relating to the Tolling Services Contract. Restricted cash and investments consist of cash, bankers' acceptances, guaranteed investment certificates, floating rate notes, treasury bills, provincial promissory notes and federal notes with, from time to time, both short-term and long-term maturities.

### Long-term debt

Long-term debt was used to finance the acquisition of Highway 407 ETR from the Province and to finance the construction of Highway 407 ETR extensions, widening projects, deferred interchanges, operating and capital expenditures, interest to bondholders and other general corporate purposes.

### Credit Facilities

The Company has existing bilateral credit agreements with respect to three revolving credit facilities with Canadian chartered banks in an aggregate amount available to be drawn of \$300.0 million (the "Bilateral Credit Facilities").

In February 2019, the Company entered into a separate credit agreement with respect to a syndicated revolving credit facility with four Canadian chartered banks in the principal amount of up to \$500.0 million (the "Syndicated Credit Facility" and together with the Bilateral Credit Facilities, the "Credit Facilities"). The Syndicated Credit Facility will be used to refinance existing debt, fund future operating and capital expenditures, interest and tax payments and for general corporate purposes. The obligations under the Syndicated Credit Facility rank pari passu with the senior debt of the Company. The Company issued to the Canadian chartered banks senior pledged bonds with an aggregate principal amount of \$600.0 million, resulting in the indebtedness arising from the Syndicated Credit Facility being secured under the Indenture.

The Syndicated Credit Facility bears interest at floating rates based, at the option of the Company, on the prime rate for Canadian dollar loans, and the interbank bid rate for Canadian dollar bankers' acceptances, plus an applicable fixed margin. The Company paid an upfront fee on the Syndicated Credit Facility and is obligated to pay a commitment fee to the banks, calculated on the undrawn portion of the Syndicated Credit Facility.

The Company may draw on the Syndicated Credit Facility until the maturity date. The maturity date is February 11, 2024. The Company may also repay a portion or all of the obligations owing under the Syndicated Credit Facility at any time during the term.

As at December 31, 2019, the Company has drawn \$25.0 million under the Credit Facilities compared to nil as at December 31, 2018.

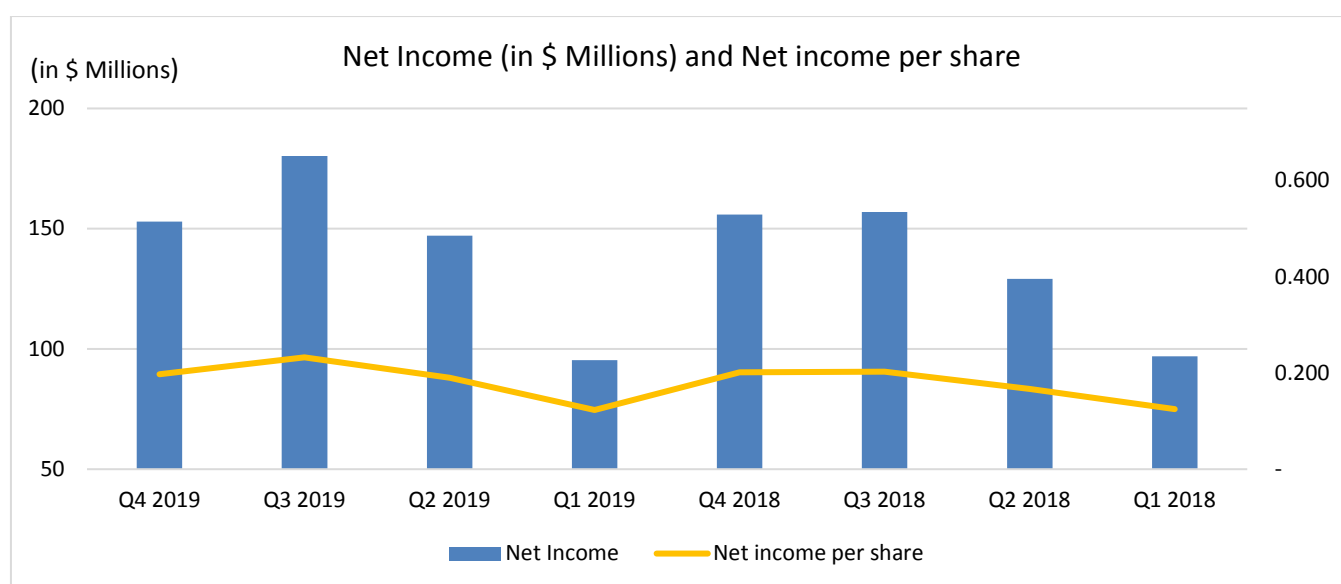
### Derivative financial instrument

The Senior Bonds, Series 04-A2 is a derivative financial instrument and is reported at fair value. The Company is obligated to make semi-annual cash payments to the holders of Senior Bonds, Series 04-A2 (consisting of principal and interest), determined by the product of \$13.0 million and the applicable CPI at the time of payment divided by the applicable CPI at time of issue.

## Quarterly Financial Information

Net Income and Net Income per Share *	2019				2018			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
(In \$ Millions, except per share amounts)								
Revenues	379.3	426.4	390.5	309.1	356.6	382.7	362.5	288.5
Operating Expenses	54.1	52.6	43.1	46.4	54.0	44.6	43.6	37.5
Depreciation and amortization	27.1	26.4	26.1	25.9	27.0	27.8	26.8	25.7
Interest and other expenses	89.7	102.4	121.3	107.0	63.6	96.8	116.4	93.5
Income tax expenses	55.4	64.8	52.9	34.4	56.1	56.5	46.5	34.9
<b>Net income</b>	<b>153.0</b>	<b>180.2</b>	<b>147.1</b>	<b>95.4</b>	<b>155.9</b>	<b>157.0</b>	<b>129.2</b>	<b>96.9</b>
<b>Net income per share (basic and diluted)</b>	<b>0.197</b>	<b>0.233</b>	<b>0.190</b>	<b>0.123</b>	<b>0.201</b>	<b>0.203</b>	<b>0.167</b>	<b>0.125</b>

\*Figures for periods prior to Q1 2019 have not been adjusted for adoption of IFRS 16, as the Company has adopted these standards on a retrospective and modified retrospective basis, respectively, without restating comparative periods



Toll and fee revenues are subject to seasonal fluctuations that may materially impact quarter-to-quarter financial results; therefore one quarter's revenues are not necessarily indicative of another quarter's revenues. Seasonal and other trends affecting the Company's revenues include factors such as economic activity, recreational travel, weather conditions, pricing structure, fuel prices and traffic volumes on neighbouring infrastructure. In particular, this seasonality generally results in relatively lower revenues during the first quarter, relatively higher levels of toll and fee revenues in the second and fourth quarters and the highest revenue in the third quarter. Contract revenues may fluctuate depending on the amount of contract work awarded, completed and accepted by the customer. Interest expense on RRBs and Senior Bonds, Series 04-A2 is calculated based on changes in CPI; as such, interest expense in respect of RRBs and Senior Bonds, Series 04-A2 will fluctuate due to the volatility of CPI.

The Company recorded net income of \$153.0 million in the fourth quarter of 2019, \$27.2 million lower than the third quarter of 2019, mainly due to seasonally lower revenues and slightly higher operating expenses, offset by lower income tax expense and lower interest and other expenses due to the favourable non-cash inflation compensation component of the RRBs and non-cash

accretion of Senior Bonds, Series 04-A2 due to a decrease in the CPI level. These decreases were offset by an unfavourable non-cash fair value adjustment of Senior Bonds, Series 04-A2 primarily due to increase in the BEIR.

Net income of \$180.2 million in the third quarter of 2019 was \$33.1 million higher than the second quarter of 2019, mainly due to seasonally higher revenues and lower interest and other expenses due to the favourable non-cash inflation compensation component of the RRBs and non-cash accretion of Senior Bonds, Series 04-A2 due to a decrease in CPI level and a favourable non-cash fair value adjustment of Senior Bonds, Series 04-A2, offset by higher operating expenses and higher income tax expense.

Net income of \$147.1 million in the second quarter of 2019 was \$51.7 million higher than the first quarter of 2019, mainly due to seasonally higher revenues and lower operating expenses, offset by higher interest and other expenses due to the unfavourable non-cash inflation compensation component of the RRBs and non-cash accretion of Senior Bonds, Series 04-A2 due to a large increase in CPI level and higher income tax expense.

Net income of \$95.4 million in the first quarter of 2019 was \$60.5 million lower than the fourth quarter of 2018, mainly due to seasonally lower revenues, higher interest and other expenses due to the redemption premium of \$10.0 million relating to Senior Bonds, Series 10-A2 and an unfavourable non-cash fair value adjustment on Senior Bonds, Series 04-A2, offset by a favourable non-cash inflation compensation component of the RRBs and non-cash accretion of Senior Bonds, Series 04-A2 due to a decrease in CPI, offset by lower income tax expense and lower operating expenses.

Net income of \$155.9 million in the fourth quarter of 2018 was \$1.1 million lower than the third quarter of 2018, mainly due to seasonally lower revenues and higher operating expenses, offset by lower interest and other expenses due to a favourable non-cash fair value adjustment on Senior Bonds, Series 04-A2, coupled with a favourable non-cash inflation compensation component of the RRBs and non-cash accretion of Senior Bonds, Series 04-A2 due to a decrease in CPI, lower depreciation expense and income tax expense.

Net income of \$157.0 million in the third quarter of 2018 was \$27.8 million higher than the second quarter of 2018, mainly due to seasonally higher revenues and lower interest and other expenses due to a favourable non-cash fair value adjustment of Senior Bonds, Series 04-A2, a decrease in the non-cash inflation compensation component of the RRBs and non-cash accretion of Senior Bonds, Series 04-A2, offset by higher interest expense on Senior Bonds, Series 18-A1. This was offset by higher income tax expense due to higher earnings before tax, higher depreciation expense and higher operating expenses.

Net income of \$129.2 million in the second quarter of 2018 was \$32.3 million higher than the first quarter of 2018, mainly due to seasonally higher revenues, offset by higher interest and other expenses due to an increase in the non-cash inflation compensation component of the RRBs and non-cash accretion of Senior Bonds, Series 04-A2 due to an increase in the CPI and unfavourable non-cash fair value adjustment of Senior Bonds, Series 04-A2, offset by partial repayment of Senior Bonds, Series 99-A3, Senior Bonds, Series 00-A2 and reduction in the non-cash carrying amounts of the RRBs resulting from the adoption of

IFRS 9 effective January 1, 2018, higher income tax expense due to higher earnings before tax and higher operating and depreciation expenses.

## Accounting and Control Matters

### Accounting Policies

The Financial Statements are prepared in accordance with IFRS. The Company has identified the accounting policies and estimates that are critical to the understanding of the Company's operations and financial results, which have been disclosed in the Financial Statements.

The following standards have been adopted on January 1, 2019:

**IFRS 16 Leases** ("IFRS 16"): This standard replaced IAS 17 Leases ("IAS 17") and IFRIC 4 Determining whether an arrangement contains a lease. IFRS 16 changes how the Company accounts for leases previously classified as operating leases under IAS 17, which were off-balance sheet. Applying IFRS 16, for all leases (except as noted below), the Company:

- a) Recognizes right-of-use assets and lease obligations in the consolidated statements of financial position, initially measured at the present value of the future lease payments;
- b) Recognizes depreciation of right-of-use assets and interest expense on lease obligations in the consolidated statements of income and comprehensive income;
- c) Separates the total amount of cash paid into a principal portion (presented within financing activities) and interest (presented within operating activities) in the consolidated statements of cash flows.

For short-term leases (lease term of 12 months or less) and leases of low-value assets, the Company has elected to recognize a lease expense on a straight-line basis as permitted by IFRS 16.

The Company reviewed its lease portfolio and adopted IFRS 16 on January 1, 2019 and has reassessed whether a contract is or contains a lease, therefore, the Company did not apply the practical expedient. Accordingly, the Company has applied the definition of a lease in IFRS 16 to all contracts outstanding at the date of transition using the cumulative catch-up method by recognizing a right-of-use asset at a value equal to the lease liability.

The adoption of IFRS 16 has resulted in an increase in the Company's property, plant and equipment and an increase in lease obligations by \$0.6 million at January 1, 2019. Under the cumulative catch-up method, the comparative period has not been restated.

**IFRIC 23 Uncertainty over income tax treatments** ("IFRIC 23"): This standard clarifies how to apply the recognition and measurement requirements of IAS 12 Income Taxes for taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates to determine current or deferred tax asset or liability when there is uncertainty over income tax treatments. The Company adopted IFRIC 23 on January 1, 2019. There was no material impact to the Financial Statements as a result of adopting this standard.

## Critical Accounting Estimates

The preparation of the Financial Statements in conformity with IFRS requires Management to make certain judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities as at the date of the Financial Statements, the reported amounts of revenues and expenses of the reporting period, as well as disclosures made in the notes accompanying the Financial Statements. Judgement is commonly used in determining whether a balance or transaction should be recognized in the Financial Statements, and estimates and assumptions are more commonly used in determining the measurement of recognized transactions and balances. However, judgements and estimates are often interrelated. These estimates and associated assumptions are based on past experience and other factors that are considered relevant. Actual results could differ materially from these estimates.

## Additional Information

### Related Party Transactions

The Company entered into the following transactions with related parties:

(In \$ Millions)				2019	2018
Related Party	Relationship	Classification in the Financial Statements	Nature of transaction with the related party		
Cintra	Subsidiary of Shareholder	Operating Expenses	Payment for administration costs	0.9	0.8
SNC Lavalin Inc.	Parent of Shareholder	Property, plant and equipment	Payment of design costs	0.1	0.7
SNC Lavalin Inc.	Parent of Shareholder	Operating Expenses	Payment for administration costs	-	0.1
Blackbird Infrastructure Group	Subsidiary of some parents	Operating Expenses	Reimbursement of administration costs	(0.4)	(0.4)

Transactions with related parties are measured at their exchange amounts, which is the consideration agreed to by the parties.

Amounts owed to (by) related parties were as follows:

(In \$ Millions)				As at	
Related Party	Relationship	Classification in the Financial Statements	December 31, 2019	December 31, 2018	
Cintra Servicios de Infraestructuras S. A.	Subsidiary of shareholder	Trade and other payables	0.5	0.5	
Blackbird Infrastructure Group	Subsidiary of some parents	Trade and other receivables	(0.2)	(0.2)	

## Overall Outlook

The outlook for 2020 is positive with revenue growth primarily due to higher toll rates and additional revenues from the operations of Highway 407 and the Tolling Services Contract. Management's goals and objectives are focused on driving business growth while containing expenses, maintaining a high level of customer satisfaction and achieving efficiencies throughout the organization, as well as strengthening Highway 407 ETR's presence in the GTA. As a result, 2020 income before income tax expenses and interest expense is expected to be higher than in 2019.