



## **Shareholders' Quarterly Report**

Q2 2024

**Extendicare Inc.**  
**Dated: August 12, 2024**

**Helping people  
live better**



## **Management's Discussion and Analysis**

Q2 2024

**Extendicare Inc.**  
**Dated: August 12, 2024**

# Management's Discussion and Analysis

Three and six months ended June 30, 2024  
Dated: August 12, 2024

## TABLE OF CONTENTS

Basis of Presentation .....	1	2024 Second Quarter Financial Review .....	11
Additional Information .....	2	2024 Six Month Financial Review .....	13
Forward-looking Statements .....	2	Funds From Operations and Adjusted Funds From Operations .....	15
Significant Developments .....	3	Liquidity and Capital Resources .....	18
Business Overview .....	3	Other Contractual Obligations and Contingencies .....	21
Key Performance Indicators .....	6	Accounting Policies and Estimates .....	22
Select Quarterly Financial Information .....	9	Non-GAAP Measures .....	22
Statement of Earnings .....	10	Risks and Uncertainties .....	23

## BASIS OF PRESENTATION

This Management's Discussion and Analysis ("MD&A") provides information on Extendicare Inc. and its subsidiaries, and unless the context otherwise requires, references to "Extendicare", the "Company", "we", "us" and "our" or similar terms refer to Extendicare Inc., either alone or together with its subsidiaries. The Company's common shares (the "Common Shares") are listed on the Toronto Stock Exchange ("TSX") under the symbol "EXE". The registered office of Extendicare is located at 3000 Steeles Avenue East, Suite 400, Markham, Ontario, Canada, L3R 4T9.

Extendicare is a recognized leader in the delivery of quality health care services to Canadians across the continuum of seniors' care. In operation since 1968, it is the largest private-sector owner and operator of long-term care ("LTC") homes in Canada and one of the largest private-sector providers of publicly funded home health care services in Canada through its wholly owned subsidiary ParaMed Inc. ("ParaMed"). As well, the Company provides management, consulting and other services to LTC homes owned by third parties and joint ventures to which the Company is a party through its Extendicare Assist division and procurement services through its group purchasing division, SGP Purchasing Partner Network ("SGP").

During Q3 2023, the Company completed the previously announced transactions (the "Revera Transactions") with Revera Inc. and its affiliates ("Revera") and Axiom LTC Limited Partnership and its affiliates ("Axiom") (together the "Revera and Axiom Transactions"), resulting in Extendicare entering into two limited partnership joint ventures with Axiom, in which the Company has a 15% managed interest in each. The limited partnership joint ventures, Axiom Extendicare LTC LP ("Axiom JV") and Axiom Extendicare LTC II LP ("Axiom JV II") (together, the "Joint Ventures"), are accounted for in the Company's consolidated financial statements as investments using the equity method. Refer to the discussion under "Business Overview – Joint Ventures" and *Notes 5 and 14* of the unaudited interim condensed consolidated financial statements.

## In This MD&A

This MD&A has been prepared to provide information to current and prospective investors of the Company to assist them to understand the Company's financial results for the three and six months ended June 30, 2024. This MD&A should be read in conjunction with the Company's unaudited interim condensed consolidated financial statements for the three and six months ended June 30, 2024 and the notes thereto, together with the annual MD&A and the audited consolidated financial statements for the year ended December 31, 2023, and the notes thereto, prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS"). The accompanying unaudited interim condensed consolidated financial statements for the three and six months ended June 30, 2024 have been prepared in accordance with the International Accounting Standard 34 "Interim Financial Reporting", as issued by the International Accounting Standards Board.

In this document, "Q1" refers to the three-month period ended March 31; "Q2" refers to the three-month period ended June 30; "Q3" refers to the three-month period ended September 30; and "Q4" refers to the three-month period ended December 31. Except as otherwise specified, references to years indicate the fiscal year ended December 31, 2024, or December 31 of the year referenced.

In this MD&A, the Company uses a number of performance measures and indicators to monitor and analyze the financial results that do not have standardized meanings prescribed by generally accepted accounting principles ("GAAP") and, therefore, may not be comparable to similar performance measures and indicators used by other issuers. Refer to the "Key Performance Indicators" and "Non-GAAP Measures" sections of this MD&A for details.

The annual and interim MD&A, financial statements and other materials are available on the Company's website at [www.extendicare.com](http://www.extendicare.com). All currencies are in Canadian dollars unless otherwise indicated.

This MD&A is dated as of August 12, 2024, the date this report was approved by the Company's board of directors (the "Board of Directors" or "Board"), and is based upon information available to management as of that date. This MD&A should not be considered all-inclusive, as it does not include all changes that may occur in general economic, political and environmental conditions. Additionally, other events may or may not occur, which could affect the Company in the future.

## **ADDITIONAL INFORMATION**

Additional information about the Company, including its latest Annual Information Form, may be found on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) under the Company's issuer profile and on the Company's website at [www.extendicare.com](http://www.extendicare.com).

## **FORWARD-LOOKING STATEMENTS**

This MD&A contains forward-looking statements within the meaning of applicable Canadian securities laws ("forward-looking statements" or "forward-looking information"). Statements other than statements of historical fact contained in this MD&A may be forward-looking statements, including, without limitation, management's expectations, intentions and beliefs concerning anticipated future events, results, circumstances, economic performance or expectations with respect to the Company, including, without limitation: statements regarding its business operations, business strategy, growth strategy, results of operations and financial condition, including anticipated timelines and costs in respect of development projects; statements relating to the agreements entered into with Revera, Axiom and two limited partnership joint ventures with Axiom in respect of the acquisition, disposition, ownership, operation and redevelopment of LTC homes in Ontario and Manitoba; and statements relating to expected future current income taxes and maintenance capex impacting AFFO. Forward-looking statements can often be identified by the expressions "anticipate", "believe", "estimate", "expect", "intend", "objective", "plan", "project", "will", "may", "should" or other similar expressions or the negative thereof. These forward-looking statements reflect the Company's current expectations regarding future results, performance or achievements and are based upon information currently available to the Company and on assumptions that the Company believes are reasonable. 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.

Although forward-looking statements are based upon estimates and assumptions that the Company believes are reasonable based upon information currently available, these statements are not representations or guarantees of future results, performance or achievements of the Company and are inherently subject to significant business, economic and competitive uncertainties and contingencies. In addition to the assumptions and other factors referred to specifically in connection with these forward-looking statements, the risks, uncertainties and other factors that could cause the actual results, performance or achievements of the Company to differ materially from those expressed or implied by the forward-looking statements, include, without limitation, those described under "Risks and Uncertainties" in this MD&A and those other risks, uncertainties and other factors identified in the Company's other public filings with the Canadian securities regulators available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) under the Company's issuer profile. These risks and uncertainties include the following: the occurrence of a pandemic, epidemic or outbreak of a contagious illness, such as COVID-19; changes in the overall health of the economy and changes in government; the availability and ability of the Company to attract and retain qualified personnel; changes in the health care industry in general and the long-term care industry in particular because of political, legal and economic influences; changes in applicable accounting policies; changes in regulations governing the health care and long-term care industries and the compliance by the Company with such regulations; changes in government funding levels for health care services; the ability of the Company to comply with and renew its government licenses and customer and joint venture agreements; changes in labour relations, employee costs and pay equity; changes in tax laws; resident care and class action litigation, including the Company's exposure to punitive damage claims, increased insurance costs and other claims; the ability of the Company to maintain and increase resident occupancy levels and business volumes; changes in competition; changes in demographics and local environment economies; changes in interest rates; changes in the financial markets, which may affect the ability of the Company to refinance debt; and the availability and terms of capital to the Company to fund capital expenditures and acquisitions; changes in the anticipated outcome and benefits of proposed or actualized dispositions, acquisitions and development projects, including risks relating to the actual completion of proposed transactions.

The preceding reference to material factors or assumptions is not exhaustive. All forward-looking statements in this MD&A are qualified in their entirety by this forward-looking disclaimer. Although forward-looking statements contained in this MD&A are based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements. Accordingly, readers should not place undue reliance on such forward-looking statements and assumptions as 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. The forward-looking statements speak only as of the date of this MD&A. Except as required by applicable securities laws, the Company assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

## **SIGNIFICANT DEVELOPMENTS**

### **Ontario LTC Redevelopment Activities**

On March 24, 2024, Extendicare opened Axium JV's new 256-bed Countryside LTC home in Sudbury, Ontario. The new home replaced Extendicare's Class C Falconbridge home nearby, which had 186 operational beds and 58 out-of-service ward-style beds. The Company completed the sale of the vacated Falconbridge home on April 30, 2024, for proceeds of \$5.3 million, resulting in a gain net of taxes, certain closing and other costs of \$4.4 million (refer to *Note 10* of the unaudited interim condensed consolidated financial statements).

On April 22, 2024, the Company completed the sale of its 256-bed LTC redevelopment project in Orleans, Ontario to Axium JV, for cash proceeds of \$20.1 million, net of Extendicare's 15% retained managed interest of \$0.4 million, holdbacks and closing costs. The net book value of the project was \$15.5 million, resulting in a gain net of taxes, certain closing and other costs of \$2.3 million. The gain is also net of the Company's \$0.6 million share of the gain for its 15% managed interest in Axium JV (refer to *Note 16* of the unaudited interim condensed consolidated financial statements). The Company posted a \$2.9 million letter of credit in support of its commitment to fund its 15% equity share in Axium JV in connection with the sale.

As at August 12, 2024, the Joint Ventures have five LTC redevelopment projects under construction in Ontario, consisting of 1,280 new beds, slated to replace 1,121 Class C beds. Four of the projects are replacing homes owned by Extendicare and the fifth is replacing an existing Revera home that Extendicare is managing. The homes are being constructed exclusively with private and semi-private rooms, with substantial improvements in common areas available to the residents. For more information refer to "Key Performance Indicators – LTC Projects Under Construction".

In March 2024, the Ontario Ministry of Long-Term Care (the "MLTC") announced another time-limited supplemental construction funding subsidy ("CFS") to support redevelopment. Similar to the supplemental CFS that expired in August 2023, the new supplement provides an additional \$35.00 per bed per day to the existing base CFS and is available to eligible applicants who receive the government's approval to construct by November 30, 2024.

While the MLTC continues to demonstrate its commitment to building new LTC homes in Ontario, it has acknowledged that given the delays in redevelopment of the Class C LTC homes, their operating licenses will need to remain in service beyond their current expiration date of June 2025. In April 2024, the MLTC indicated that all Class C home operators must submit notice of their intentions regarding their Class C homes in order to qualify for license extensions of up to five years. The Company has applied for license extensions for all its remaining Class C homes.

The Company continues to progress its remaining 15 redevelopment projects in Ontario, consisting of 3,032 new or replacement beds that would replace 2,211 Class C beds. With the enhanced CFS in place until November 2024, we are focused on advancing three new projects to begin construction in 2024, with final tendered construction costs and receipt of applicable regulatory approvals largely determining if and when they proceed. We are working collaboratively with industry partners and the government to make as many of the remaining projects as possible economically feasible, including the need to address the particular challenges faced by projects in the Greater Toronto Area and in smaller rural markets.

### **Normal Course Issuer Bid**

In June 2024, the Company received approval to renew its normal course issuer bid ("NCIB") to purchase for cancellation up to 7,159,997 Common Shares, representing 10% of its public float, through the facilities of the TSX and/or through alternative Canadian trading systems. The NCIB commenced on July 2, 2024, and provides the Company with flexibility to purchase Common Shares for cancellation until July 1, 2025, or on such earlier date as the NCIB is complete.

As at August 11, 2024, the Company has not purchased any Common Shares to date in 2024 under its NCIB program. Since the launch of the NCIB program in June 2022, the Company has purchased for cancellation 6,760,311 Common Shares at a cost of \$46.1 million (refer to the discussion under "Liquidity and Capital Resources – Normal Course Issuer Bid").

## **BUSINESS OVERVIEW**

As at June 30, 2024, the Company operates 123 LTC homes, composed of 52 homes (7,113 beds) wholly owned by the Company and 71 homes (9,777 beds) under management contracts with third parties through Extendicare Assist, including 26 LTC homes owned by the Joint Ventures, in which the Company has a 15% managed interest. The Company's network of 123 LTC homes has capacity for 16,890 residents across three provinces in Canada, with Ontario, Manitoba and Alberta accounting for 79.5%, 11.5% and 9.0% of residents served, respectively.

In addition to providing procurement services to the LTC homes wholly owned by the Company, SGP supports third-party clients and the LTC homes owned by the Joint Ventures, representing approximately 140,900 beds across Canada, as at June 30, 2024.

The Company's home health care operations, ParaMed, delivered approximately 10.5 million hours of home health care services for the trailing twelve months ended June 30, 2024. The majority of ParaMed's services are delivered in Ontario and Alberta, which accounted for 94% and 4% of the total volume, respectively.

## Joint Ventures

Joint ventures are accounted for in the Company's consolidated financial statements as investments using the equity method, whereby the investment is initially recognized at cost, and adjusted thereafter to recognize the Company's share of the profit or loss and other comprehensive income or loss of the joint venture from the date of acquisition, increased by the Company's contributions and reduced by distributions received. The Company's share of joint venture profit or loss is included in the consolidated statements of earnings.

The following table summarizes the classification of properties that are owned through the Company's joint ventures as at June 30, 2024.

Joint Venture	# of	# of	Extendicare	
	Properties	Beds	Ownership	Accounting Treatment
Axiom Extendicare LTC II LP <sup>(i)</sup>	26	3,502	15 %	Equity method
Axiom Extendicare LTC LP <sup>(ii)</sup>	5	1,216	15 %	Equity method

(i) Twenty-five properties of Axiom Extendicare LTC II LP are operational and one is under construction as at June 30, 2024.

(ii) One property of Axiom Extendicare LTC LP is operational and four are under construction as at June 30, 2024.

## Operating Segments

The Company reports on the following segments: i) long-term care; ii) home health care; iii) managed services, composed of the Extendicare Assist and SGP divisions; and iv) the corporate functions, including the Company's joint venture interests, and any intersegment eliminations as "corporate".

The following table summarizes the contribution of the business segments to the Company's consolidated revenue and NOI for the six months ended June 30, 2024 and 2023. The impact of COVID-19 affects the comparability of the contributions of the LTC and home health care business segments to the Company's consolidated revenue and NOI. Refer to "Select Quarterly Financial Information" and "2024 Six Month Financial Review" for additional details to understand the impacts on the business segments.

Operating Segments as % of	Six months ended June 30,				Year ended December 31,	
	2024		2023		2023	
	Revenue	NOI	Revenue	NOI	Revenue	NOI
Long-term care	56.0 %	52.2 %	61.7 %	65.2 %	60.4 %	54.2 %
Home health care	39.1 %	28.6 %	35.4 %	22.6 %	35.9 %	29.2 %
Managed services	4.9 %	19.2 %	2.9 %	12.2 %	3.7 %	16.6 %
<b>Total</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>100.0 %</b>	<b>100.0 %</b>

The following describes the operating segments of the Company.

### Long-term Care

The homes owned entirely by the Company are reported under the long-term care operating segment and consist of 52 LTC homes with capacity for 7,113 residents, inclusive of a stand-alone funded designated supportive living home (140 suites) and a funded designated supportive living wing (60 suites) in Alberta and two private pay retirement wings (76 suites) in Ontario. In addition, the Company has 127 ward-style beds in Ontario LTC homes that have been taken out of service as a result of regulatory changes and which form part of the Company's remaining 3,041 Class C Beds that are eligible to be reinstated upon redevelopment.

Provincial legislation and regulations closely control all aspects of the operation and funding of LTC homes and government-funded designated supportive living homes, including the fee structure, subsidies, the adequacy of physical homes, standards of care and accommodation, equipment and personnel. A substantial portion of the fees paid to providers of these services are funded by provincial programs, with a significantly smaller portion to be paid by the resident. No individual is refused access to long-term care due to an inability to pay, as a government subsidy, generally based on an income test, is available for LTC residents who are unable to afford the resident co-payment. Long-term care funding in Ontario is provided in four envelopes allocated to personal care, programming, nutritional support and other accommodation, respectively. The first three envelopes must be spent entirely on residents and are independently audited with any surplus funding returned to the government. The additional COVID-19 pandemic related funding being provided in Ontario is subject to this same reconciliation process. In Alberta, designated supportive living homes provide an alternative setting for residents not yet requiring the needs of a more expensive LTC home. Such homes are licensed, regulated and funded by AHS in a similar manner to LTC homes, including a government-determined fee structure.

In Ontario, long-term care operators have the opportunity to receive additional funding through higher accommodation rates charged to residents for private and semi-private accommodation, at maximum preferred accommodation rates that are fixed by the government. Long-term care operators are permitted to designate up to 60% of the resident capacity of a home as preferred accommodation and charge premiums that vary according to the structural classification of the LTC home.

The following summarizes the government funding rate changes implemented for LTC in 2024 in Ontario, Alberta and Manitoba.

### **ONTARIO LTC FUNDING CHANGES**

Effective July 1, 2024, the MLTC is implementing a 2.5% increase in preferred accommodation premiums paid for by residents to LTC providers for private and semi-private accommodation. For older LTC beds that are not classified as "New" or "A" beds, the maximum daily preferred accommodation premiums are now \$9.19 and \$20.65 for semi-private and private rooms, respectively. For newer LTC beds that are classified as "New" or "A" beds, the maximum daily preferred accommodation premiums are now \$13.77 and \$28.70 for semi-private and private rooms, respectively.

Effective April 1, 2024, the MLTC implemented a 6.6% blended funding increase, representing an 11.5% increase in the other accommodation envelope and 4.5% to the flow-through envelopes. In addition, on April 1, 2024, the second stage of the phase out of funding for ward-style beds not in service took effect. The Company estimates these funding changes will result in net incremental annual revenue of approximately \$21.3 million, of which \$12.0 million is applicable to the non-flow through, other accommodation envelope. In April 2023, the corresponding 2.4% blended funding increase, net of the first stage of the phase out of funding for ward-style beds, represented incremental revenue of approximately \$4.0 million, of which \$2.2 million was applicable to the non-flow through, other accommodation envelope.

In March 2024, the MLTC provided LTC operators with one-time funding of \$2,543 per bed for the MLTC funding year ending March 31, 2024. This one-time funding provides financial support for the homes to help relieve financial pressures and address key priorities, including capital and maintenance needs, redevelopment and other operating needs. As a result, the Company recognized approximately \$12.2 million in one-time funding in Q1 2024, of which approximately \$9.2 million is retroactive to April 1, 2023.

In November 2021, the MLTC implemented the first phase of its LTC Staffing Plan to increase direct care hours for LTC residents over four years through increased funding of the nursing and program flow-through envelopes, where any funding not spent on resident care is returned to the government. During 2023, the Company recognized approximately \$71.2 million in revenue through the flow-through envelopes to support the increased hours of direct care (2022 – \$42.8 million). The final phase of the LTC Staffing Plan took effect on April 1, 2024, and the Company estimates that it will provide incremental revenue of approximately \$28.0 to \$33.0 million in 2024 to support the incremental hours of direct care. While there is no impact on NOI from this increase in flow-through funding, it does have the effect of compressing the NOI margin as a percentage of revenue.

### **ALBERTA LTC FUNDING CHANGES**

As at August 12, 2024, Alberta Health Services ("AHS") has not announced funding increases for the year commencing April 1, 2024. However, in 2024, AHS provided continuing care operators with one-time funding for the 2023-24 fiscal year through its Aging with Dignity program, funded through a bilateral agreement with the Government of Canada. This funding was provided to compensate operators for higher mortgage interest costs, staffing agency use and in some instances high vacancy. As a result, the Company recognized \$2.1 million in one-time funding in Q2 2024.

### **MANITOBA LTC FUNDING CHANGES**

As at August 12, 2024, Manitoba Health has not announced funding increases for the year commencing April 1, 2024.

However, in June 2024, Manitoba Health provided the Company with one-time funding of \$1.5 million in support of union wage settlements for prior years dating back to 2017. The Company had previously incurred or accrued for the anticipated costs associated with these wage settlements.

In March 2024, Manitoba Health implemented annual baseline funding increases for LTC operators retroactive to April 1, 2023, resulting in additional annual revenue for the Company of \$3.2 million of which \$2.2 million had been accrued during 2023. As result, the Company recognized incremental revenue of \$1.0 million in Q1 2024 of which approximately \$0.6 million related to prior periods.

## **Home Health Care**

The Company provides home health care services through ParaMed, whose professionals and staff members are skilled in providing complex nursing care, occupational, physical and speech therapy and assistance with daily activities to accommodate clients of all ages living at home.

Provincial governments fund a wide range of home health care services and contract these services to providers such as ParaMed. ParaMed receives approximately 99% of its revenue from contracts tendered by locally administered provincial agencies, with the remainder coming from private clients.

### **HOME HEALTH CARE FUNDING CHANGES**

As at August 12, 2024, the MLTC has not announced home health care funding increases for the year commencing April 1, 2024.

The following summarizes the government funding changes announced for home health care during 2023 in Ontario that resulted in retroactive adjustments in Q4 2023 and Q1 2024.

As previously disclosed, in Q3 2023 the government confirmed a 3.0% billing rate increase retroactive to April 1, 2023, which we had accrued for throughout the year. In Q4 2023, the government confirmed a further 6.7% billing rate increase to the sector, retroactive to April 1, 2023, to help stabilize and expand the home and community care sector. The

government prescribed that the increases be directed to increases in wages and benefits for home health care staff; travel, training, recruitment and retention costs; technology investments and operational support for staff and delivery of services.

Based on ADV and mix of services provided for the trailing twelve months ended March 31, 2024, these rate increases will increase our annual revenue by approximately \$42.0 million and help offset wage and benefit increases, increased recruitment, retention and training costs and investments in technology and back-office support, some of which have already been implemented or incurred. In Q4 2023, and as a result of the 6.7% increase, we recognized \$5.4 million in funding retroactive to April 1, 2023, which represented a recovery of increased wages and benefits and investments in recruiting, retention, training and technology that were previously made by the home health care business. Additional changes to our wage and benefits programs, and ongoing investments in recruiting, retention, training and technology were made in Q1 2024 as a result of the 6.7% billing rate increase announced in Q4 2023. In addition, we recognized one-time revenue and expense of \$13.6 million related to compensation to home health care staff, with no impact on NOI.

## Managed Services

The Company leverages its size, scale and operational expertise in the seniors' care industry to provide managed services to third parties and joint ventures to which the Company is a party through its Extendicare Assist and SGP divisions.

### MANAGEMENT CONTRACTS AND CONSULTING AND OTHER SERVICES

Through its Extendicare Assist division, the Company provides management, consulting and other services to third parties and joint ventures to which the Company is a party, including not-for-profit and for-profit organizations, hospitals and municipalities. Extendicare Assist's business is classified into two categories: (i) management contracts and (ii) consulting and other services. Our management contracts category consists of two offerings: i) a fully managed service, providing management oversight over the day-to-day operations of the homes and ii) a back-office services only offering. Our full suite of back-office support services include human resources, labour relations, payroll and benefits administration, accounting and information technology expertise supported by our cloud-based integrated technology platform that provides all systems needed to operate a senior care home. Our full-service management contract offering provides the full suite of back-office support services with oversight of the day-to-day operations of a home supported by our regional support and clinical quality management teams. Our consulting and other services category covers a wide variety of offerings, including clinical improvement programs, operational reviews, financial performance advice and LTC home redevelopment services. We also offer an LTC operating policy subscription service that can be procured as a standalone service. As at June 30, 2024, Extendicare Assist has management contracts with 71 LTC homes with capacity for 9,777 residents including 1,039 private pay retirement beds, and provides a further 52 homes with consulting and other services. Some of the LTC homes under management contract have both funded and private pay retirement beds as part of the same mix-use property.

### GROUP PURCHASING SERVICES

Through its SGP division, the Company offers cost-effective purchasing contracts to other senior care providers for food, capital equipment, furnishings, cleaning and nursing supplies and office products. SGP negotiates long-term, high volume contracts with suppliers that provide members with preferred pricing, thereby providing a cost-effective means to secure quality national brand-name products, along with a range of innovative services. As at June 30, 2024, SGP provided services to third parties and joint ventures to which the Company is a party representing approximately 140,900 beds across Canada.

## KEY PERFORMANCE INDICATORS

In addition to those measures identified under "Non-GAAP Measures", management uses certain key performance indicators in order to compare the financial performance of the Company's operations between periods. In addition, we assess the operations on a same-store basis between the reported periods. Such performance indicators may not be comparable to similar indicators presented by other companies. Set forth below is an analysis of the key performance indicators and a discussion of significant trends when comparing the Company's financial results.

The following is a glossary of terms for some of the Company's key performance indicators:

**"Average Daily Volume" or "ADV"** in the context of the home health care operations, is measured as the number of hours of service provided divided by the number of days in the period; and

**"Occupancy"** is measured as the percentage of the number of earned resident days relative to the total available resident days. Total available resident days is the number of beds available for occupancy multiplied by the number of days in the period. Beginning in 2023, the determination of earned and available resident days is adjusted for certain bed types that are excluded from the government's occupancy requirements for funding purposes.



## Long-term Care

The following table provides the average occupancy levels of the LTC operations for the past eight quarters.

Long-term Care Homes	2024 <sup>(ii)</sup>		2023 <sup>(ii)</sup>				2022	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
<b>Average Occupancy<sup>(i)</sup> (%)</b>								
Total LTC	97.8%	97.5%	97.8%	97.8%	97.2%	96.6%	94.5%	93.5%
Change over prior year period (bps)	60	90	330	430	470	580	240	260
Sequential quarterly change (bps)	30	(30)	—	60	60	210	100	100
Ontario LTC								
Total ON LTC	98.7%	98.6%	98.7%	98.9%	98.7%	97.9%	94.8%	93.4%
Preferred Accommodation <sup>(iii)</sup>								
"New" homes – private	95.4%	94.0%	91.9%	92.2%	92.2%	91.1%	87.9%	86.3%
"C" homes – private	94.8%	93.3%	92.7%	94.6%	92.7%	91.0%	90.7%	87.2%
"C" homes – semi-private	67.0%	66.6%	65.3%	63.4%	61.9%	59.2%	55.3%	52.6%

(i) Excludes ward-style beds in Ontario LTC homes that have been taken out of service per regulatory changes, and which form part of the Company's Class C beds that are eligible to be reinstated upon redevelopment (185 ward-style beds beginning Q1 2023; 127 ward-style beds at the end of Q1 2024).

(ii) Beginning in 2023, the determination of earned and available resident days is adjusted for certain bed types that are excluded from the government's occupancy requirements for funding purposes.

(iii) Average occupancy reported for the available private and semi-private rooms reflects the percentage of residents occupying those beds that pay the respective premium rates.

During 2023, the Company's total LTC occupancy levels recovered from the negative impacts of COVID-19 and returned to pre-pandemic levels of over 97%. In Q2 2024, total average occupancy was 97.8%, up 60 bps from Q2 2023.

In Ontario, government funding is occupancy-based, but once the average occupancy level of 97% for the calendar year is achieved, operators are funded based on 100% occupancy. In the event of closure to admissions related to an outbreak, which is not unusual during the winter months, full funding is preserved in Ontario, otherwise referred to as occupancy protection funding. However, occupancy protection does not compensate for the loss of preferred accommodation premiums from private and semi-private room vacancies.

## LTC Projects Under Construction

The following table summarizes the LTC development projects that are under construction as at August 12, 2024. For more information, refer to the discussion under "Significant Developments – Ontario LTC Redevelopment Activities".

LTC Project	Owner <sup>(i)</sup>	Extendicare	# of	# of	Construction	Expected	Development Costs <sup>(ii)</sup>
		Ownership	Class C Beds	New			
		Interest	Replaced	Beds			(\$ millions)
Limestone Ridge (Kingston)	Axium JV	15.0 %	150	192	Q2-21	Q4-24	49.7
Crossing Bridge (Stittsville)	Axium JV	15.0 %	256	256	Q4-21	Q4-24	75.1
Peterborough	Axium JV	15.0 %	172	256	Q2-23	Q4-25	100.6
Orleans	Axium JV	15.0 %	240	256	Q4-23	Q2-26	107.3
Carlingview Manor (Ottawa)	Axium JV II	15.0 %	303	320	Q4-23	Q2-26	121.4
			1,121	1,280			

(i) For the projects owned by Axium JV II, Revera is responsible for the development and construction of the new home, pursuant to a development and construction management agreement.

(ii) Development costs are defined on a GAAP basis (which includes the cost of land, hard construction and soft development costs, furniture, fixtures and equipment, financing costs and capitalized interest costs during construction), net of any capital development government grant receivable on substantial completion of construction, if applicable.

Certain of the LTC development projects have experienced inflationary pressures, labour disruptions and rising interest rates that have impacted our projected completion and opening dates and construction cost increases outside of the initial contingency levels included in estimated development costs. Construction delays in the current quarter have moved the expected openings for our Kingston and Stittsville projects to Q4 2024. We continue to work with our general contractors and construction partners to mitigate the impacts of these factors on schedules and costs.

## Home Health Care

The table set out below provides the service volumes and ADV of the home health care operations for the past eight quarters. In Q2 2024, our ADV increased to 30,027, up 10.8% from Q2 2023.

The impact of COVID-19 on our workforce, exacerbated by a tight labour market, impeded the recovery of our home health care ADV in 2022. In Q4 2022, our home health care operations started a trend of sequential growth in ADV that has continued into Q2 2024. The pent-up demand for services and improvements in our recruiting and retention programs has driven volume recovery and lessened the seasonality that has historically characterized our business, including muting the seasonal softness in ADV typically experienced in the summer months. As capacity comes in line with demand, historical seasonal patterns are expected to return.

Home Health Care Service Volumes	2024		2023				2022	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Hours of service (000's)	2,732.5	2,639.7	2,590.5	2,518.8	2,466.3	2,343.8	2,349.8	2,304.7
ADV	30,027	29,007	28,158	27,378	27,102	26,043	25,542	25,051
Change over prior year period	10.8 %	11.4 %	10.2 %	9.3 %	7.7 %	6.1 %	(1.0)%	(1.2)%
Sequential quarterly change	3.5 %	3.0 %	2.8 %	1.0 %	4.1 %	2.0 %	2.0 %	(0.5)%

## Managed Services

The table set out below provides information in respect of the third-party clients, including the Joint Ventures, receiving services from Extendicare Assist and SGP at the end of each period for the past eight quarters. For Extendicare Assist, the key performance indicators reflect those homes and beds under our management contracts offering, and exclude those homes that receive consulting and other services.

As at June 30, 2024, Extendicare Assist has management contacts with 71 LTC homes with capacity for 9,777 residents, including 1,039 private pay retirement beds, and provides a further 52 homes with consulting and other services.

SGP continues to grow its market share, increasing its third-party, including joint-venture, beds served by 22.1% at the end of Q2 2024 from Q2 2023, and by 1.9% from Q1 2024.

In August 2023, the completion of the Revera Transactions added 56 homes and 6,990 beds to our Extendicare Assist fully managed services and SGP group purchasing services divisions, including 25 LTC homes owned by Axiom JV II. Separately, we also entered into new full-service management contracts with two additional homes representing 340 beds that were former third-party managed clients of Revera. In Q1 2024, we opened Countryside, a new 256-bed LTC home within Axiom JV, bringing the total LTC homes in operation in the Joint Ventures to 26.

As well, certain of Extendicare Assist's clients moved to self-management, changed their contracted scope of services or ceased operations during 2023 and in Q1 2024, and while they are no longer counted as management contract homes in our key performance indicators, a significant portion of them remain as consulting and other services clients of Extendicare Assist. There is minimal impact on SGP, as substantially all of the homes that moved to self-management are continuing as customers of SGP.

Managed Services	2024		2023				2022	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
<b>Extendicare Assist Management Contracts</b>								
Homes at period end								
Third party	45	45	47	48	50	50	50	50
Joint venture	26	26	25	25	—	—	—	—
Total homes at period end	71	71	72	73	50	50	50	50
Resident capacity								
Third party	6,339	6,339	6,601	6,780	5,959	5,959	5,959	6,263
Joint venture	3,438	3,438	3,182	3,182	—	—	—	—
Total resident capacity	9,777	9,777	9,783	9,962	5,959	5,959	5,959	6,263
Change over prior year period	64.1 %	64.1 %	64.2 %	59.1 %	(4.9)%	(4.9)%	(4.9)%	(1.5)%
Sequential quarterly change	— %	(0.1)%	(1.8)%	67.2 %	— %	— %	(4.9)%	— %
<b>SGP Clients</b>								
Third-party and joint-venture beds	140,937	138,250	136,164	128,901	115,455	111,772	109,725	106,989
Change over prior year period	22.1 %	23.7 %	24.1 %	20.5 %	12.9 %	13.1 %	17.7 %	21.0 %
Sequential quarterly change	1.9 %	1.5 %	5.6 %	11.6 %	3.3 %	1.9 %	2.6 %	4.7 %

## SELECT QUARTERLY FINANCIAL INFORMATION

The following is a summary of select quarterly financial information for the past eight quarters.

	2024		2023				2022	
(thousands of dollars unless otherwise noted)	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Revenue	348,482	367,095	350,181	322,529	307,535	324,712	310,393	308,889
Net operating income <sup>(1)</sup>	52,807	44,743	42,778	35,210	28,470	44,564	21,686	23,526
NOI margin <sup>(1)</sup>	15.2%	12.2%	12.2%	10.9%	9.3%	13.7%	7.0%	7.6%
Adjusted EBITDA <sup>(1)</sup>	38,611	30,132	28,663	20,770	14,776	30,978	9,160	10,034
Adjusted EBITDA margin <sup>(1)</sup>	11.1%	8.2%	8.2%	6.4%	4.8%	9.5%	3.0%	3.2%
Share of (loss) profit from investment in joint ventures	265	1,130	(578)	598	—	—	—	—
Earnings (loss) from continuing operations	25,890	13,096	8,620	11,831	1,951	11,580	(7,704)	(4,362)
per basic share (\$)	0.30	0.16	0.10	0.14	0.02	0.14	(0.09)	(0.04)
per diluted share (\$)	0.29	0.15	0.10	0.14	0.02	0.14	(0.09)	(0.04)
(Loss) earnings from operating activities of discontinued operations	—	—	—	—	—	—	(306)	96
Gain on sale of discontinued operations, net of income taxes	—	—	—	—	—	—	6,317	—
Net earnings (loss)	25,890	13,096	8,620	11,831	1,951	11,580	(1,693)	(4,266)
per basic share (\$)	0.30	0.16	0.10	0.14	0.02	0.14	(0.02)	(0.04)
per diluted share (\$)	0.29	0.15	0.10	0.14	0.02	0.14	(0.02)	(0.04)
AFFO <sup>(1)</sup>	23,073	17,630	19,050	12,290	9,037	20,839	1,889	2,112
per basic share (\$)	0.27	0.21	0.23	0.14	0.11	0.24	0.02	0.02
per diluted share (\$)	0.25	0.20	0.21	0.14	0.11	0.23	0.02	0.02
Maintenance capex	4,829	3,411	4,988	4,895	2,728	2,047	6,630	4,240
Cash dividends declared	10,013	9,988	10,000	10,122	10,104	10,178	10,275	10,584
per share (\$)	0.120	0.120	0.120	0.120	0.120	0.120	0.120	0.120
Weighted Average Number of Shares (000's)								
Basic	84,305	84,062	84,297	85,009	85,212	85,437	86,678	89,178
Diluted	95,248	95,146	95,507	95,870	96,009	96,229	97,604	100,079

There are a number of factors affecting the trend of the Company's quarterly results from continuing operations. The financial impacts of COVID-19 that had impacted the Company since Q1 2020 had largely abated by the end of 2023, including government prevention and containment funding, which ended in March 2023 in Ontario and Manitoba, and in June 2023 in Alberta.

With respect to the core operations, while year-over-year quarterly comparisons will generally remain comparable, sequential quarters can vary materially for seasonal and other reasons. The significant factors that impact the results from period to period, are as follows:

- Ontario long-term care funding tied to flow-through funding envelopes requires revenue be deferred until it is matched with the related costs for resident care in the periods in which the costs are incurred, resulting in a fluctuation in revenue and operating expenses by quarter, with both generally being at their lowest in Q1 and at their highest in Q4;
- Ontario long-term care providers generally receive annual flow-through funding increases and case mix index adjustments effective April 1<sup>st</sup> and increases in preferred accommodation premiums effective July 1<sup>st</sup>; Alberta long-term care providers generally receive annual rate increases and acuity-based funding adjustments on April 1<sup>st</sup> and accommodation funding increases effective July 1<sup>st</sup>, and changes in home health care billing rates for Ontario and Alberta government contracts generally take effect April 1<sup>st</sup>;
- salary and wage increases for non-unionized staff are generally implemented on January 1st, with increases for unionized staff occurring throughout the year based on agreements in effect;
- home health care volumes are impacted by seasonal patterns with volumes in the summer months generally lower, impacting Q3 volumes; also, statutory holidays vary between quarters which can have an impact on the comparability of sequential quarterly NOI and NOI margins;
- maintenance capex spending, which impacts AFFO, fluctuates on a quarterly basis with the timing of projects and seasonality and is generally at its lowest in Q1 and its highest in Q4;
- utility costs are generally at their highest in Q1 and their lowest in Q2 and Q3; and
- certain line items that are reported separately due to their transitional nature that would otherwise distort the comparability of the historical trends, being "other income or expense" and "fair value adjustments".

## Reconciliations of Adjusted EBITDA and Net Operating Income

The following table provides a reconciliation of "earnings (loss) from continuing operations before income taxes" to Adjusted EBITDA and "net operating income", which excludes discontinued operations. Refer to the discussion under "Non-GAAP Measures".

	2024			2023					2022	
(thousands of dollars)	Q2	Q1	YTD Q2	Q4	Q3	Q2	Q1	YTD Q2	Q4	Q3
Earnings (loss) from continuing operations before income taxes	32,892	17,593	50,485	12,264	13,668	3,105	15,766	18,871	(10,364)	(5,042)
Add (Deduct):										
Depreciation and amortization	8,049	8,155	16,204	8,678	9,023	7,173	7,351	14,524	7,692	7,558
Net finance costs	3,627	3,608	7,235	4,429	3,725	3,096	4,243	7,339	3,081	3,931
Other (income) expense	(5,692)	1,906	(3,786)	2,714	(5,048)	1,402	3,618	5,020	8,751	3,587
Share of (profit) loss from investment in joint ventures	(265)	(1,130)	(1,395)	578	(598)	—	—	—	—	—
Adjusted EBITDA	38,611	30,132	68,743	28,663	20,770	14,776	30,978	45,754	9,160	10,034
Administrative costs	14,196	14,611	28,807	14,115	14,440	13,694	13,586	27,280	12,526	13,492
Net operating income	52,807	44,743	97,550	42,778	35,210	28,470	44,564	73,034	21,686	23,526

## STATEMENT OF EARNINGS

The following provides the consolidated statement of earnings for the periods ended June 30, 2024 and 2023.

	Three months ended June 30,			Six months ended June 30,		
(thousands of dollars unless otherwise noted)	2024	2023	Change	2024	2023	Change
<b>Revenue</b>	<b>348,482</b>	307,535	40,947	<b>715,577</b>	632,247	83,330
Operating expenses	295,675	279,065	16,610	618,027	559,213	58,814
<b>Net operating income<sup>(1)</sup></b>	<b>52,807</b>	28,470	24,337	<b>97,550</b>	73,034	24,516
Administrative costs	14,196	13,694	502	28,807	27,280	1,527
<b>Adjusted EBITDA<sup>(1)</sup></b>	<b>38,611</b>	14,776	23,835	<b>68,743</b>	45,754	22,989
Depreciation and amortization	8,049	7,173	876	16,204	14,524	1,680
Other (income) expense	(5,692)	1,402	(7,094)	(3,786)	5,020	(8,806)
Share of profit from investment in joint ventures	(265)	—	(265)	(1,395)	—	(1,395)
<b>Earnings before net finance costs and income taxes</b>	<b>36,519</b>	6,201	30,318	<b>57,720</b>	26,210	31,510
Interest expense (net of capitalized interest)	5,228	5,149	79	10,216	10,503	(287)
Interest revenue	(1,922)	(1,619)	(303)	(3,375)	(3,428)	53
Accretion	205	377	(172)	598	747	(149)
Fair value adjustments	116	(811)	927	(204)	(483)	279
<b>Net finance costs</b>	<b>3,627</b>	3,096	531	<b>7,235</b>	7,339	(104)
<b>Earnings before income taxes</b>	<b>32,892</b>	3,105	29,787	<b>50,485</b>	18,871	31,614
<b>Income Tax Expense (Recovery)</b>						
Current	8,785	506	8,279	14,558	4,352	10,206
Deferred	(1,783)	648	(2,431)	(3,059)	988	(4,047)
Total income tax expense	7,002	1,154	5,848	11,499	5,340	6,159
<b>Net earnings</b>	<b>25,890</b>	1,951	23,939	<b>38,986</b>	13,531	25,455
<b>Net earnings</b>	<b>25,890</b>	1,951	23,939	<b>38,986</b>	13,531	25,455
<b>Add (Deduct)<sup>(i)</sup>:</b>						
Fair value adjustments	85	(598)	683	(150)	(355)	205
Other (income) expense	(5,818)	1,031	(6,849)	(4,417)	3,690	(8,107)
<b>Earnings from continuing operations before separately reported items, net of taxes<sup>(1)</sup></b>	<b>20,157</b>	2,384	17,773	<b>34,419</b>	16,866	17,553

(i) The separately reported items being added to or deducted from earnings from continuing operations are net of income taxes.

## 2024 SECOND QUARTER FINANCIAL REVIEW

The following is an analysis of the consolidated results from operations for Q2 2024, as compared to Q2 2023.

### Revenue

Revenue of \$348.5 million increased by \$40.9 million or 13.3% from \$307.5 million in Q2 2023. Higher revenue was driven primarily by LTC funding enhancements, including out-of-period LTC funding of \$4.1 million recognized in Q2 2024, improved occupancy, growth in home health care ADV of 10.8%, higher billing rates, and growth in managed services, partially offset by COVID-19 funding of \$3.9 million recognized in Q2 2023.

### Operating Expenses

Operating expenses of \$295.7 million increased by \$16.6 million or 6.0% from Q2 2023. This increase was driven by higher labour costs (including increased hours of care supported by increased flow-through funding and labour rate increases) across the business segments, partially offset by lower utility and maintenance costs, as well as the impact of one less statutory holiday in Q2 2024 and estimated costs related to COVID-19 of \$3.9 million in Q2 2023.

### Net Operating Income

Net operating income increased by \$24.3 million or 85.5% to \$52.8 million from \$28.5 million in Q2 2023, representing 15.2% and 9.3% of revenue, respectively. Excluding the out-of-period LTC funding of \$4.1 million, NOI increased to \$48.7 million (14.1% of revenue) from \$28.5 million (9.4% of revenue) in Q2 2023. The NOI improvement of \$20.2 million reflects LTC funding enhancements, higher occupancy, growth in home health care ADV of 10.8%, higher billing rates, and growth in managed services, partially offset by higher operating costs across all business segments.

### Administrative Costs

Administrative costs increased by \$0.5 million to \$14.2 million in Q2 2024, primarily due to higher labour costs and professional fees.

### Adjusted EBITDA

Adjusted EBITDA increased by \$23.8 million to \$38.6 million from \$14.8 million in Q2 2023, representing 11.1% and 4.8% of revenue, respectively, reflecting the increase in NOI offset by higher administrative costs. Excluding the out-of-period LTC funding of \$4.1 million recognized in Q2 2024, Adjusted EBITDA increased by \$19.7 million to \$34.5 million (10.0% of revenue) in Q2 2024 from \$14.8 million (4.9% of revenue) in Q2 2023, respectively.

### Depreciation and Amortization

Depreciation and amortization costs increased by \$0.9 million to \$8.0 million, primarily due to the implementation of key cloud-based IT platforms and amortization of operational entitlements in connection with the Revera Transactions.

### Other (Income) Expense

Other income of \$5.7 million related to gains on the sale of assets of \$7.5 million, partially offset by strategic transformation costs in connection with the Revera and Axiom Transactions of \$1.8 million (refer to *Note 10* of the unaudited interim condensed consolidated financial statements). Other expense of \$1.4 million in Q2 2023 related to strategic transformation costs.

### Share of Profit From Investment in Joint Ventures

Share of profit from joint ventures was \$0.3 million in Q2 2024. Refer to *Note 5* of the unaudited interim condensed consolidated financial statements.

### Net Finance Costs

Net finance costs increased by \$0.5 million in Q2 2024, reflecting a decrease of \$0.9 million in the fair value of interest rate swaps offset by higher interest from cash on hand.

### Income Taxes

The income tax provision of \$7.0 million for Q2 2024 represented an effective tax rate of 21.3%, as compared to a tax provision of \$1.2 million and an effective tax rate of 37.2% in Q2 2023. Excluding the impact of separately reported "other (income) expense", which included capital gains largely sheltered by capital losses that had not been tax benefited and "fair value adjustments", the effective tax rate was 26.2% in Q2 2024, compared to 35.5% in Q2 2023, largely due to changes in taxable income of certain legal entities.

### Net Earnings

The Company reported net earnings of \$25.9 million (\$0.30 per basic share) compared to \$2.0 million (\$0.02 per basic share) in Q2 2023. The increase in net earnings of \$23.9 million largely resulted from the increase in Adjusted EBITDA of \$23.8 million and contribution from other (income) expense of \$7.1 million (\$6.8 million net of tax), partially offset by higher depreciation and amortization costs.

## Summary of Results of Operations by Segment

The following summarizes the Company's segmented "revenue", "operating expenses" and "net operating income", followed by an analysis of the operating performance of each of the Company's operating segments.

<b>Three months ended June 30</b> <i>(thousands of dollars unless otherwise noted)</i>	<b>Long-term Care</b>	<b>Home Health Care</b>	<b>Managed Services</b>	<b>Total</b>
<b>2024</b>				
Revenue	<b>194,203</b>	<b>136,299</b>	<b>17,980</b>	<b>348,482</b>
Operating expenses	<b>168,593</b>	<b>119,180</b>	<b>7,902</b>	<b>295,675</b>
Net operating income <sup>(1)</sup>	<b>25,610</b>	<b>17,119</b>	<b>10,078</b>	<b>52,807</b>
<i>NOI margin<sup>(1)</sup></i>	<b>13.2%</b>	<b>12.6%</b>	<b>56.1%</b>	<b>15.2%</b>
<b>2023</b>				
Revenue	182,377	116,327	8,831	307,535
Operating expenses	168,504	106,274	4,287	279,065
Net operating income <sup>(1)</sup>	13,873	10,053	4,544	28,470
<i>NOI margin<sup>(1)</sup></i>	7.6%	8.6%	51.5%	9.3%
<b>Change</b>				
Revenue	11,826	19,972	9,149	40,947
Operating expenses	89	12,906	3,615	16,610
Net operating income <sup>(1)</sup>	11,737	7,066	5,534	24,337

### LONG-TERM CARE OPERATIONS

Revenue from LTC operations increased by \$11.8 million or 6.5% to \$194.2 million in Q2 2024. Excluding \$4.1 million in out-of-period funding recognized in Q2 2024, and COVID-19 funding of \$3.6 million recognized in Q2 2023 to support associated COVID-19 costs, revenue increased by \$11.3 million largely driven by funding increases and timing of spend, including \$4.4 million in higher Ontario flow-through funding and improved occupancy. Included in the \$4.1 million of out-of-period funding recorded in the quarter was \$2.1 million of one-time funding in Alberta to support homes with capital or operating needs, and \$1.5 million in Manitoba to support wage settlements incurred in prior years dating back to 2017.

Net operating income from LTC operations increased by \$11.7 million or 84.6% to \$25.6 million in Q2 2024 as compared to \$13.9 million in Q2 2023, with NOI margins of 13.2% and 7.6%, respectively. Excluding the out-of-period funding of \$4.1 million and impact of the recovery of COVID-19 costs, NOI improved to \$21.5 million (11.3% of revenue) in Q2 2024 from \$13.9 million (7.8% of revenue) in the same prior year period, reflecting funding enhancements, timing of spend, increased occupancy, and the impact of one less statutory holiday this quarter (approximately \$0.9 million), partially offset by higher operating costs.

### HOME HEALTH CARE OPERATIONS

Revenue from home health care operations increased by \$20.0 million or 17.2% to \$136.3 million in Q2 2024 from \$116.3 million in Q2 2023, driven by 10.8% growth in ADV and billing rate increases.

Net operating income from home health care operations increased by \$7.1 million to \$17.1 million (12.6% of revenue) in Q2 2024 from \$10.1 million (8.6% of revenue) in Q2 2023, reflecting higher ADV, rate increases and the impact of one less statutory holiday this quarter (approximately \$1.4 million), partially offset by increased wages and benefits.

### MANAGED SERVICES

Revenue from managed services increased by \$9.1 million or 103.6% to \$18.0 million in Q2 2024 compared to Q2 2023, largely due to the addition of the Revera and the Joint Ventures' homes and new SGP clients, partially offset by Extendicare Assist clients that reduced their scope of services. Refer to the discussion under "Key Performance Indicators – Managed Services".

Net operating income from managed services increased by \$5.5 million or 121.8% to \$10.1 million in Q2 2024 compared to Q2 2023, with NOI margins of 56.1% and 51.5%, respectively, reflecting revenue growth, partially offset by higher operating expenses to support the growth in clients served and due to changes in the mix of Extendicare Assist consulting services.

## 2024 SIX MONTH FINANCIAL REVIEW

The following is an analysis of the consolidated results from operations for the six months ended June 30, 2024, as compared to the same period in 2023.

### Revenue

Revenue of \$715.6 million increased by \$83.3 million or 13.2% from \$632.2 million for the six months ended June 30, 2023. Higher revenue was driven primarily by LTC funding enhancements, including a year-over-year increase in out-of-period LTC funding of \$7.3 million, improved occupancy, growth in home health care ADV of 11.1%, higher billing rates, including \$13.6 million in retroactive funding, and growth in managed services, partially offset by COVID-19 funding of \$28.7 million recognized in 2023.

### Operating Expenses

Operating expenses of \$618.0 million increased by \$58.8 million or 10.5% from \$559.2 million for the six months ended June 30, 2023. This increase was driven by higher labour costs (including increased hours of care supported by increased flow-through funding and labour rate increases) across the business segments, partially offset by lower utility and maintenance costs and the impact in 2023 of estimated costs related to COVID-19 of \$16.6 million. Labour costs in Q1 2024 included \$13.6 million of one-time compensation for home health care staff supported by retroactive funding.

### Net Operating Income

Net operating income increased by \$24.5 million or 33.6% to \$97.6 million for the six months ended June 30, 2024, representing 13.6% of revenue. Excluding the year-over-year reduction in NOI of \$4.7 million related to the net recovery of estimated COVID-19 costs of \$12.1 million recognized in 2023, partially offset by an increase in out-of-period funding of \$7.3 million, NOI increased to \$83.6 million (12.2% of revenue) for the six months ended June 30, 2024, from \$54.4 million (9.1% of revenue) in the same prior year period. The NOI improvement of \$29.3 million reflects LTC funding enhancements, higher occupancy, growth in home health care ADV of 11.1%, higher billing rates, and growth in managed services, partially offset by higher operating costs across all segments.

### Administrative Costs

Administrative costs increased by \$1.5 million or 5.6% to \$28.8 million for the six months ended June 30, 2024, primarily due to higher labour costs and professional fees.

### Adjusted EBITDA

Adjusted EBITDA increased by \$23.0 million to \$68.7 million from \$45.8 million for the six months ended June 30, 2023, representing 9.6% and 7.2% of revenue, respectively, reflecting the increase in NOI, partially offset by higher administrative costs. Excluding the year-over-year reduction of \$4.7 million related to the net recovery of estimated COVID-19 costs of \$12.1 million recognized in 2023, partially offset by an increase in out-of-period funding of \$7.3 million, Adjusted EBITDA increased to \$54.8 million (8.0% of revenue) for the six months ended June 30, 2024, from \$27.1 million (4.5% of revenue) in the same prior year period.

### Depreciation and Amortization

Depreciation and amortization costs increased by \$1.7 million to \$16.2 million for the six months ended June 30, 2024, primarily due to the implementation of key cloud-based IT platforms and amortization of operational entitlements in connection with the Revera Transactions.

### Other (Income) Expense

Other income of \$3.8 million for the six months ended June 30, 2024 related to gains on the sale of assets of \$7.5 million, partially offset by strategic transformation costs in connection with the Revera and Axiom Transactions of \$3.7 million (refer to *Note 10* of the unaudited interim condensed consolidated financial statements). Other expense of \$5.0 million for the six months ended June 30, 2023 related to strategic transformation costs. The strategic transformation costs incurred in 2024 include IT integration and management transition costs, and in 2023, such costs also included transaction, legal and regulatory costs. The Company will continue to incur strategic transformation costs through to the end of 2024, estimated in the range of \$7.0 to \$9.0 million for the full year, the timing of which will vary as the integration plan is executed.

### Share of Profit From Investment in Joint Ventures

Share of profit from joint ventures was \$1.4 million for the six months ended June 30, 2024, including the Company's 15% share of out-of-period Ontario LTC funding of approximately \$0.7 million. Refer to *Note 5* of the unaudited interim condensed consolidated financial statements.

### Net Finance Costs

Net finance costs decreased by \$0.1 million for the six months ended June 30, 2024, reflecting lower interest expense related to a decline in long-term debt and reduced accretion costs, partially offset by lower interest revenue from cash on hand and a decrease of \$0.3 million in the fair value of interest rate swaps.

## Income Taxes

The income tax provision of \$11.5 million for the six months ended June 30, 2024 represented an effective tax rate of 22.8%, as compared to a tax provision of \$5.3 million and an effective tax rate of 28.3% for the six months ended June 30, 2023. Excluding the impact of separately reported "other (income) expense", which included capital gains largely sheltered by capital losses that had not been tax benefited, and "fair value adjustments", the effective tax rate was 26.0% for the six months ended June 30, 2024, compared to 27.9% for the same 2023 period.

## Net Earnings

The Company reported net earnings of \$39.0 million (\$0.46 per basic share) for the six months ended June 30, 2024, as compared to \$13.5 million (\$0.16 per basic share) for the same prior year period. The increase in net earnings of \$25.5 million largely resulted from the improvement in Adjusted EBITDA of \$23.0 million, contribution from other (income) expense of \$8.8 million (\$8.1 million net of tax), the share of profit from joint ventures of \$1.4 million, and lower net finance costs, partially offset by higher depreciation and amortization costs.

## Summary of Results of Operations by Segment

The following summarizes the Company's segmented "revenue", "operating expenses" and "net operating income", followed by an analysis of the operating performance of each of the Company's operating segments.

<b>Six months ended June 30</b> <i>(thousands of dollars unless otherwise noted)</i>	<b>Long-term Care</b>	<b>Home Health Care</b>	<b>Managed Services</b>	<b>Total</b>
<b>2024</b>				
Revenue	<b>400,692</b>	<b>279,830</b>	<b>35,055</b>	<b>715,577</b>
Operating expenses	<b>349,753</b>	<b>251,958</b>	<b>16,316</b>	<b>618,027</b>
Net operating income <sup>(1)</sup>	<b>50,939</b>	<b>27,872</b>	<b>18,739</b>	<b>97,550</b>
<i>NOI margin<sup>(1)</sup></i>	<b>12.7%</b>	<b>10.0%</b>	<b>53.5%</b>	<b>13.6%</b>
<b>2023</b>				
Revenue	389,988	223,754	18,505	632,247
Operating expenses	342,361	207,268	9,584	559,213
Net operating income <sup>(1)</sup>	47,627	16,486	8,921	73,034
<i>NOI margin<sup>(1)</sup></i>	12.2%	7.4%	48.2%	11.6%
<b>Change</b>				
Revenue	10,704	56,076	16,550	83,330
Operating expenses	7,392	44,690	6,732	58,814
Net operating income <sup>(1)</sup>	3,312	11,386	9,818	24,516

### LONG-TERM CARE OPERATIONS

Revenue from LTC operations increased by \$10.7 million or 2.7% to \$400.7 million for the six months ended June 30, 2024. Excluding a reduction of \$27.7 million in funding related to COVID-19, revenue increased by \$38.4 million largely driven by funding increases and timing of spend, including \$12.7 million in higher Ontario flow-through funding, improved occupancy and an increase of approximately \$7.3 million in out-of-period funding. The year-over-year impact of out-of-period funding reflects \$13.9 million for the six months ended June 30, 2024, including \$11.3 million of one-time funding to support Ontario and Alberta homes with capital or operating needs and \$1.5 million to support Manitoba prior year wage settlements previously incurred, partially offset by \$6.6 million recorded in the same prior year period.

Net operating income from LTC operations increased by \$3.3 million or 7.0% to \$50.9 million for the six months ended June 30, 2024, from \$47.6 million in the prior year, with NOI margins of 12.7% and 12.2%, respectively. Excluding the year-over-year reduction in NOI of \$4.7 million related to the net recovery of COVID-19 costs of \$12.1 million recognized in 2023, partially offset by out-of-period funding of \$7.3 million, NOI improved to \$37.0 million (9.6% of revenue) for the six months ended June 30, 2024, from \$29.0 million (8.1% of revenue) in the same prior year period, reflecting funding enhancements and increased occupancy, partially offset by higher operating costs.

### HOME HEALTH CARE OPERATIONS

Revenue from home health care operations increased by \$56.1 million or 25.1% to \$279.8 million for the six months ended June 30, 2024, from \$223.8 million in the prior year, driven by 11.1% growth in ADV and billing rate increases, including \$13.6 million of retroactive funding recognized in Q1 2024 to support one-time compensation costs incurred in the same period.

Net operating income from home health care operations increased by \$11.4 million to \$27.9 million (10.0% of revenue) for the six months ended June 30, 2024, from \$16.5 million (7.4% of revenue) in the prior year, reflecting higher ADV and rate increases, partially offset by higher wages and benefits. Excluding the impact of the \$13.6 million of one-time compensation costs and offsetting funding incurred in Q1 2024, the NOI margin was 10.5% for the six months ended June 30, 2024.



## MANAGED SERVICES

Revenue from managed services increased by \$16.6 million or 89.4% to \$35.1 million for the six months ended June 30, 2024, largely due to the addition of the Revera and Axiom JV II homes and growth in SGP clients, partially offset by Extencare Assist clients that reduced their scope of services. Refer to the discussion under "Key Performance Indicators – Managed Services".

Net operating income from managed services increased by \$9.8 million or 110.1% to \$18.7 million for the six months ended June 30, 2024, with NOI margins of 53.5% and 48.2%, respectively, reflecting revenue growth, partially offset by higher operating expenses to support the growth in clients served and due to changes in the mix of Extencare Assist consulting services.

## FUNDS FROM OPERATIONS AND ADJUSTED FUNDS FROM OPERATIONS

### Reconciliations of FFO to Net Earnings

The following table provides a reconciliation of "net earnings" to FFO, which the Company believes is the most comparable GAAP measure to FFO. In addition, the table includes a reconciliation from FFO to AFFO as supplemental information, both of which include discontinued operations. Refer to the discussion under "Non-GAAP Measures".

	Three months ended June 30,			Six months ended June 30,		
(thousands of dollars unless otherwise noted)	2024	2023	Change	2024	2023	Change
<b>Net earnings</b>	<b>25,890</b>	1,951	23,939	<b>38,986</b>	13,531	25,455
<b>Add (Deduct):</b>						
Depreciation and amortization	<b>8,049</b>	7,173	876	<b>16,204</b>	14,524	1,680
Depreciation for FFEC (maintenance capex)	<b>(1,957)</b>	(2,157)	200	<b>(3,913)</b>	(4,490)	577
Depreciation for office leases	<b>(689)</b>	(776)	87	<b>(1,426)</b>	(1,597)	171
Other (income) expense	<b>(5,692)</b>	1,402	(7,094)	<b>(3,786)</b>	5,020	(8,806)
Fair value adjustments	<b>116</b>	(811)	927	<b>(204)</b>	(483)	279
Current income tax expense (recovery) on other expense and fair value adjustments	<b>(126)</b>	(371)	245	<b>(631)</b>	(1,330)	699
Deferred income tax expense (recovery)	<b>(1,783)</b>	648	(2,431)	<b>(3,059)</b>	988	(4,047)
FFO adjustments for joint ventures <sup>(i)</sup>	<b>456</b>	—	456	<b>859</b>	—	859
<b>FFO</b>	<b>24,264</b>	7,059	17,205	<b>43,030</b>	26,163	16,867
Amortization of deferred financing costs	<b>409</b>	357	52	<b>692</b>	718	(26)
Accretion costs	<b>205</b>	377	(172)	<b>598</b>	747	(149)
Non-cash share-based compensation	<b>509</b>	1,154	(645)	<b>(461)</b>	1,030	(1,491)
Principal portion of government capital funding	<b>391</b>	661	(270)	<b>859</b>	1,503	(644)
Additional maintenance capex	<b>(2,488)</b>	(571)	(1,917)	<b>(3,734)</b>	(285)	(3,449)
AFFO adjustments for joint ventures <sup>(i)</sup>	<b>(217)</b>	—	(217)	<b>(281)</b>	—	(281)
<b>AFFO</b>	<b>23,073</b>	9,037	14,036	<b>40,703</b>	29,876	10,827
<b>Per Basic Share (\$)</b>						
FFO	<b>0.29</b>	0.09	0.20	<b>0.51</b>	0.31	0.20
AFFO	<b>0.27</b>	0.11	0.16	<b>0.48</b>	0.35	0.13
<b>Per Diluted Share (\$)</b>						
FFO	<b>0.27</b>	0.09	0.18	<b>0.48</b>	0.31	0.17
AFFO	<b>0.25</b>	0.11	0.14	<b>0.45</b>	0.33	0.12
<b>Dividends</b>						
Declared	<b>10,013</b>	10,104	(91)	<b>20,001</b>	20,282	(281)
Declared per share (\$)	<b>0.12</b>	0.12	—	<b>0.24</b>	0.24	—
<b>Weighted Average Number of Shares</b>						
Basic (000's)	<b>84,305</b>	85,212		<b>84,184</b>	85,324	
Diluted (000's)	<b>95,248</b>	96,009		<b>95,229</b>	96,273	
<b>Current income tax expense included in FFO</b>	<b>8,911</b>	877	8,034	<b>15,189</b>	5,682	9,507
FFO effective tax rate	<b>26.9 %</b>	11.1 %		<b>26.1 %</b>	17.8 %	

(i) Refer to the additional information provided under "FFO and AFFO Adjustments for Joint Ventures".

## Reconciliations of AFFO to Net Cash From Operating Activities

The following table provides a reconciliation of AFFO, which includes discontinued operations, to “net cash from operating activities”, which the Company believes is the most comparable GAAP measure to AFFO. Refer to the discussion under “Non-GAAP Measures”.

(thousands of dollars)	Three months ended June 30,			Six months ended June 30,		
	2024	2023	Change	2024	2023	Change
<b>Net cash from operating activities</b>	<b>44,155</b>	27,160	16,995	<b>83,571</b>	(2,979)	86,550
<b>Add (Deduct):</b>						
Net change in operating assets and liabilities, including interest and taxes	<b>(18,539)</b>	(16,311)	(2,228)	<b>(39,724)</b>	34,034	(73,758)
Other expense	<b>1,822</b>	1,402	420	<b>3,728</b>	5,020	(1,292)
Current income tax on items excluded from AFFO	<b>(126)</b>	(371)	245	<b>(631)</b>	(1,330)	699
Depreciation for office leases	<b>(689)</b>	(776)	87	<b>(1,426)</b>	(1,597)	171
Depreciation for FFEC (maintenance capex) <sup>(i)</sup>	<b>(1,957)</b>	(2,157)	200	<b>(3,913)</b>	(4,490)	577
Additional maintenance capex <sup>(i)</sup>	<b>(2,488)</b>	(571)	(1,917)	<b>(3,734)</b>	(285)	(3,449)
Principal portion of government capital funding	<b>391</b>	661	(270)	<b>859</b>	1,503	(644)
Adjustments for joint ventures <sup>(ii)</sup>	<b>504</b>	—	504	<b>1,973</b>	—	1,973
<b>AFFO</b>	<b>23,073</b>	9,037	14,036	<b>40,703</b>	29,876	10,827
<b>Total maintenance capex<sup>(i)</sup></b>	<b>4,829</b>	2,728	2,101	<b>8,240</b>	4,775	3,465

(i) Total maintenance capex represents the aggregate of the items classified as “depreciation for FFEC” and “additional maintenance capex”, and includes \$0.4 million and \$0.6 million in respect of the Company’s 15% managed interest in joint ventures for the three and six months ended June 30, 2024, respectively. An amount equivalent to depreciation for FFEC, or furniture, fixtures, equipment and computers, is deducted in determining FFO, and the difference from the actual total maintenance capex incurred is adjusted for in determining AFFO.

(ii) Refer to the additional information provided under “FFO and AFFO Adjustments for Joint Ventures”.

## AFFO 2024 Second Quarter Financial Review

In Q2 2024, AFFO increased by \$14.0 million to \$23.1 million (\$0.27 per basic share) from \$9.0 million (\$0.11 per basic share) in Q2 2023, largely reflecting the improvement in Adjusted EBITDA, partially offset by increased current income taxes and higher maintenance capex. Excluding the out-of-period LTC funding recognized in Q2 2024, AFFO improved by \$11.0 million to \$20.0 million (\$0.24 per basic share).

A discussion of the factors impacting net earnings and Adjusted EBITDA can be found under “2024 Second Quarter Financial Review”.

## AFFO 2024 Six Month Financial Review

For the six months ended June 30, 2024, AFFO increased by \$10.8 million to \$40.7 million (\$0.48 per basic share) from \$29.9 million (\$0.35 per basic share) for the six months ended June 30, 2023, largely reflecting the improvement in Adjusted EBITDA and share of profit from joint ventures, partially offset by increased current income taxes, higher maintenance capex and a decline in the adjustment for non-cash share-based compensation. Excluding a \$2.8 million year-over-year reduction in AFFO related to a net recovery of COVID-19 costs in 2023, partially offset by out-of-period LTC funding and share of profit from joint ventures, AFFO improved by \$13.6 million to \$29.8 million (\$0.35 per basic share) from \$16.1 million (\$0.19 per basic share) in the same prior year period.

A discussion of the factors impacting net earnings and Adjusted EBITDA can be found under “2024 Six Month Financial Review”.

Dividends declared as a percentage of AFFO for the six months ended June 30, 2024 represented a payout ratio of 49%. In addition to cash on hand of \$136.4 million as at June 30, 2024, and ongoing cash generated from operations, the Company has available undrawn credit facilities totalling \$72.2 million (refer to the discussion under “Liquidity and Capital Resources”).

The current income tax expense included in AFFO was \$15.2 million for the six months ended June 30, 2024, compared to \$5.7 million in the same prior year period, representing effective tax rates on FFO of 26.1% and 17.8%, respectively. The determination of FFO includes a deduction for current income tax expense and does not include deferred income tax expense. As a result, the effective tax rates on FFO can be impacted by: adjustments to estimates of annual deferred timing differences, particularly when dealing with cash-based tax items versus accounting accruals; changes in the proportion of earnings between taxable and non-taxable entities; book-to-file adjustments for prior year filings; and the ability to utilize loss carryforwards. For 2024, the Company expects the effective tax rate on FFO will be in the range of 21% to 24%.

Including the Company’s 15% managed interest in joint ventures, maintenance capex was \$4.8 million for Q2 2024 compared to \$2.7 million for Q2 2023 and to \$3.4 million for Q1 2024, representing 1.3%, 0.9% and 0.9% of revenue, respectively. For the six months ended June 30, 2024, maintenance capex was \$8.2 million compared to \$4.8 million in the prior year, representing 1.1% and 0.8% of revenue, respectively. These costs fluctuate on a quarterly and annual basis with the timing of projects and seasonality. In 2024, the Company expects to spend in the range of \$16.0 to \$18.0 million in

maintenance capex, including approximately \$1.1 million in connection with the Company's 15% managed interest in joint ventures.

The following provides a reconciliation of "Adjusted EBITDA" to AFFO, which includes discontinued operations, as supplemental information. Refer to the discussion under "Non-GAAP Measures".

(thousands of dollars)	Three months ended June 30,			Six months ended June 30,		
	2024	2023	Change	2024	2023	Change
<b>Adjusted EBITDA</b>	<b>38,611</b>	14,776	23,835	<b>68,743</b>	45,754	22,989
<b>Add (Deduct):</b>						
Depreciation for FFEC (maintenance capex)	(1,957)	(2,157)	200	(3,913)	(4,490)	577
Depreciation for office leases	(689)	(776)	87	(1,426)	(1,597)	171
Accretion costs	(205)	(377)	172	(598)	(747)	149
Interest expense	(5,228)	(5,149)	(79)	(10,216)	(10,503)	287
Interest revenue	1,922	1,619	303	3,375	3,428	(53)
FFO adjustments for joint ventures	721	—	721	2,254	—	2,254
	<b>33,175</b>	7,936	25,239	<b>58,219</b>	31,845	26,374
Current income tax expense (recovery)	8,911	877	8,034	15,189	5,682	9,507
<b>FFO</b>	<b>24,264</b>	7,059	17,205	<b>43,030</b>	26,163	16,867
Amortization of deferred financing costs	409	357	52	692	718	(26)
Accretion costs	205	377	(172)	598	747	(149)
Non-cash share-based compensation	509	1,154	(645)	(461)	1,030	(1,491)
Principal portion of government capital funding	391	661	(270)	859	1,503	(644)
Additional maintenance capex	(2,488)	(571)	(1,917)	(3,734)	(285)	(3,449)
AFFO adjustments for joint ventures	(217)	—	(217)	(281)	—	(281)
<b>AFFO</b>	<b>23,073</b>	9,037	14,036	<b>40,703</b>	29,876	10,827

## FFO and AFFO Adjustments for Joint Ventures

The following tables provide additional information in respect of the adjustments to FFO and AFFO for joint ventures. Refer to the discussion under "Non-GAAP Measures".

(thousands of dollars)	Three months ended June 30,			Six months ended June 30,		
	2024	2023	Change	2024	2023	Change
Depreciation and amortization	546	—	546	1,018	—	1,018
Depreciation for FFEC (maintenance capex)	(90)	—	(90)	(159)	—	(159)
<b>FFO adjustments for joint ventures</b>	<b>456</b>	—	456	<b>859</b>	—	859
Principal portion of government capital funding	77	—	77	153	—	153
Additional maintenance capex	(294)	—	(294)	(434)	—	(434)
<b>AFFO adjustments for joint ventures</b>	<b>(217)</b>	—	(217)	<b>(281)</b>	—	(281)

(thousands of dollars)	Three months ended June 30,			Six months ended June 30,		
	2024	2023	Change	2024	2023	Change
Net cash from operating activities	1,336	—	1,336	3,306	—	3,306
Net change in operating assets and liabilities, including interest and taxes	(523)	—	(523)	(891)	—	(891)
Other expense	(2)	—	(2)	(2)	—	(2)
Depreciation for FFEC (maintenance capex)	(90)	—	(90)	(159)	—	(159)
Additional maintenance capex	(294)	—	(294)	(434)	—	(434)
Principal portion of government capital funding	77	—	77	153	—	153
<b>Adjustments for joint ventures</b>	<b>504</b>	—	504	<b>1,973</b>	—	1,973
<b>Total maintenance capex for joint ventures</b>	<b>384</b>	—	384	<b>593</b>	—	<b>593</b>

(thousands of dollars)	Three months ended June 30,			Six months ended June 30,		
	2024	2023	Change	2024	2023	Change
Adjusted EBITDA	1,336	—	1,336	3,306	—	3,306
Depreciation for FFEC (maintenance capex)	(90)	—	(90)	(159)	—	(159)
Other expense	(2)	—	(2)	(2)	—	(2)
Interest expense	(655)	—	(655)	(1,132)	—	(1,132)
Interest revenue	132	—	132	241	—	241
<b>FFO adjustments for joint ventures</b>	<b>721</b>	<b>—</b>	<b>721</b>	<b>2,254</b>	<b>—</b>	<b>2,254</b>
Principal portion of government capital funding	77	—	77	153	—	153
Additional maintenance capex	(294)	—	(294)	(434)	—	(434)
<b>AFFO adjustments for joint ventures</b>	<b>(217)</b>	<b>—</b>	<b>(217)</b>	<b>(281)</b>	<b>—</b>	<b>(281)</b>

## LIQUIDITY AND CAPITAL RESOURCES

### Sources and Uses of Cash

The following summarizes the sources and uses of cash for the six months ended June 30, 2024 and 2023.

(thousands of dollars)	Six months ended June 30,	
	2024	2023
<b>Net cash from (used in) operating activities</b>	<b>83,571</b>	(2,979)
<b>Net cash from (used in) investing activities</b>	<b>7,902</b>	(63,763)
<b>Net cash used in financing activities</b>	<b>(30,254)</b>	(11,266)
<b>Increase (decrease) in cash and cash equivalents</b>	<b>61,219</b>	(78,008)

As at June 30, 2024, the Company had cash and cash equivalents on hand of \$136.4 million, reflecting an increase in cash of \$61.2 million from the beginning of the year. Cash flow from operating activities of \$83.6 million for the six months ended June 30, 2024, was in excess of cash dividends paid of \$20.0 million.

**Net cash from (used in) operating activities** was a source of cash of \$83.6 million for the six months ended June 30, 2024, up \$86.6 million from a use of cash of \$3.0 million in the prior year, reflecting the increase in earnings and favourable changes in operating assets and liabilities between periods. Fluctuations in operating assets and liabilities between periods are primarily attributable to the volatility and timing of cash receipts related to funding changes and flow-through funding, and the timing of payroll cycles.

**Net cash used in investing activities** was a source of cash of \$7.9 million for the six months ended June 30, 2024 as compared to a use of cash of \$63.8 million in the prior year. The 2024 activity included proceeds of \$20.5 million from the sale of assets to Axiom JV, proceeds of \$5.3 million from the sale of the vacated LTC home in Sudbury, the collection of other assets of \$0.9 million and distributions from investments in joint ventures of \$0.5 million, partially offset by purchases of property, equipment and other intangible assets of \$18.8 million and investments in joint ventures of \$0.4 million. The 2023 activity included purchases of property, equipment and other intangible assets of \$65.3 million, partially offset by the collection of other assets of \$1.5 million.

The table that follows summarizes the additions to property, equipment and other intangibles, allocated between growth and maintenance capex for each of the continuing and discontinued operations. Growth capex relates to the LTC redevelopment projects, building improvements, investments in transitioning key IT platforms to cloud-based solutions, projects, or other capital projects, all of which are aimed at earnings growth. Maintenance capex relates to the capital additions incurred to sustain and upgrade existing property and equipment.

(thousands of dollars)	Six months ended June 30,	
	2024	2023
<b>Growth capex</b>	<b>9,011</b>	53,443
<b>Maintenance capex</b>	<b>7,647</b>	4,775
	<b>16,658</b>	58,218

Management monitors and prioritizes the capital expenditure requirements of its properties throughout the year, taking into account the urgency and necessity of the expenditure. Growth capex in 2024 will be focused primarily on the LTC projects under construction, redevelopment activities and continued investments in technology to support growth initiatives (refer to "Other Contractual Obligations and Contingencies – Commitments"). The level of future growth capex will primarily be impacted by the timing of redevelopment projects advancing to construction, which is dependent on future enhancements to the Capital Funding Program in Ontario, any potential redevelopment programs that are introduced in Alberta and Manitoba, and whether such projects are sold to Axiom JV.

**Net cash used in financing activities** was a use of cash of \$30.3 million for the six months ended June 30, 2024, an increase of \$19.0 million from a use of cash of \$11.3 million in the prior year. The 2024 activity included cash dividends paid of \$20.0 million and debt and lease liability repayments of \$9.7 million. The 2023 activity included cash dividends paid of \$20.3 million and debt and lease liability repayments of \$10.2 million, partially offset by draws on LTC construction financings of \$23.7 million.

## Capital Structure

### SHAREHOLDERS' EQUITY

Total shareholders' equity as at June 30, 2024, was \$106.7 million as compared to \$87.9 million at December 31, 2023, reflecting the contributions from net earnings and comprehensive income, offset by dividends declared of \$20.0 million.

As at June 30, 2024, the Company had 83,466,978 Common Shares issued and outstanding (carrying value – \$469.3 million), as compared to 83,158,315 Common Shares (carrying value – \$467.3 million) as at December 31, 2023, reflecting 308,663 Common Shares issued under the Company's equity-based compensation plan.

Share Information (000's)	August 11, 2024	June 30, 2024	December 31, 2023
Common Shares (TSX symbol: EXE) <sup>(i)</sup>	83,467.0	83,467.0	83,158.3

(i) Closing market value per TSX on August 11, 2024, was \$7.73.

As at August 12, 2024, the Company had an aggregate of 3,575,948 Common Shares reserved and available for issuance pursuant to the Company's long-term incentive plan, of which there were in aggregate 2,333,710 performance share units and deferred share units outstanding as at June 30, 2024 (refer to *Note 7* of the unaudited interim condensed consolidated financial statements).

As at August 12, 2024, the Company had \$126.5 million in aggregate principal amount of convertible subordinate debentures outstanding that mature in April 2025 (the "2025 Debentures"), which in the aggregate are convertible into 10,326,531 Common Shares.

### Dividends

The Company declared cash dividends of \$0.24 per share in the six months ended June 30, 2024, consistent with that declared in 2023, representing \$20.0 million and \$20.3 million in each period, respectively.

### Normal Course Issuer Bid

In June 2024, the Company received approval from the TSX to renew its NCIB to purchase for cancellation up to 7,159,997 Common Shares, representing 10% of its public float, through the facilities of the TSX and/or through alternative Canadian trading systems, in accordance with TSX rules. The NCIB commenced on July 2, 2024, and provides the Company with flexibility to purchase Common Shares for cancellation until July 1, 2025, or on such earlier date as the NCIB is complete. The actual number of Common Shares purchased under the NCIB and the timing of any such purchases will be at the Company's discretion. Subject to the TSX's block purchase exception, daily purchases will be limited to 33,143 Common Shares. The Company has entered into an automatic purchase plan with its designated broker in connection with its NCIB to facilitate the purchase of Common Shares during times when the Company would ordinarily not be active in the market. The Board authorized the NCIB because it believes that, from time to time, the market price of the Common Shares may be such that their purchase may be an attractive and appropriate use of corporate funds. Decisions regarding the quantity and timing of purchases of Common Shares are based on market conditions, share price and the outlook for capital needs, including LTC redevelopment needs and other factors. As at August 11, 2024, the Company had not acquired any Common Shares under its renewed NCIB.

During the six months ended June 30, 2024, the Company did not purchase any Common Shares under its NCIB program. In 2023, the Company purchased for cancellation 1,749,131 Common Shares under its NCIB program at a cost of \$11.1 million, representing a weighted average price per share of \$6.34. Since June 2022, the Company has purchased for cancellation 6,760,311 Common Shares under its NCIB program at a cost of \$46.1 million, representing a weighted average price per share of \$6.82.

## Long-term Debt

Long-term debt totalled \$326.3 million as at June 30, 2024, as compared to \$334.5 million as at December 31, 2023, representing a decrease of \$8.2 million, reflecting regular debt and lease liability repayments of \$9.7 million, partially offset by new lease liabilities and changes in accretion and deferred financing costs. The current portion of long-term debt as at June 30, 2024, was \$162.6 million and included \$125.5 million of the 2025 Debentures with a face value of \$126.5 million maturing in April 2025. The Company expects to refinance the maturing 2025 Debentures with existing liquidity, new unsecured convertible debentures or other secured debt facilities, subject to market conditions.

The Company is subject to debt service coverage covenants on certain of its loans and was in compliance with all of these covenants as at June 30, 2024. Details of the components, maturities dates, terms and conditions of long-term debt are provided in *Note 6* of the unaudited interim condensed consolidated financial statements.

## CMHC MORTGAGES

In March 2024, the Company extended the maturity date of its \$20.2 million variable rate mortgage to July 1, 2027. The mortgage is insured through the Canada Mortgage and Housing Corporation ("CMHC") program and is secured by a Canadian financial institution at a variable rate based on the lender's cost of funds plus 225 basis points.

## CREDIT FACILITIES

The Company has two demand credit facilities totalling \$112.3 million. One is secured by 14 Class C LTC homes in Ontario and the other is secured by the assets of the home health care business. Neither of these facilities has financial covenants but do contain normal and customary terms. As at June 30, 2024, \$23.2 million of the facilities secure the Company's legacy defined benefit pension plan obligations, \$10.9 million secures the Company's obligation to fund capital contributions to the Joint Ventures in connection with construction of LTC redevelopment projects within the Joint Ventures, and \$6.0 million was used in connection with obligations relating to LTC homes, leaving \$72.2 million of undrawn capacity on the demand facilities.

## LONG-TERM DEBT KEY METRICS

Management has limited the amount of debt that may be subject to changes in interest rates, with \$20.2 million of mortgage debt at variable rates. The Company's term loan of \$28.2 million as at June 30, 2024, has effectively been converted to fixed-rate financings with interest rate swaps over the full term. As at June 30, 2024, the interest rate swaps were valued as an asset at \$0.3 million.

The following summarizes key metrics of consolidated long-term debt as at June 30, 2024, and December 31, 2023.

	June 30, 2024			December 31, 2023		
	Before Adjustments for Joint Ventures	Adjustments for Joint Ventures <sup>(i)</sup>	Adjusted for Joint Ventures	Before Adjustments for Joint Ventures	Adjustments for Joint Ventures <sup>(ii)</sup>	Adjusted for Joint Ventures
<i>(thousands of dollars unless otherwise noted)</i>						
Weighted average interest rate of long-term debt outstanding	5.4%		5.5%	5.4%		5.7%
Weighted average term to maturity of long-term debt outstanding	4.8 yrs		5.8 yrs	5.2 yrs		6.2 yrs
Trailing twelve months consolidated interest coverage ratio <sup>(i)</sup>	5.8 X		5.3 X	4.2 X		4.0 X
<b>Debt to Gross Book Value (GBV)</b>						
Total assets (carrying value)	706,336	86,712	793,048	672,731	72,825	745,556
Accumulated depreciation on property and equipment	320,562	6,857	327,419	312,906	5,950	318,856
Accumulated amortization on other intangible assets	45,902	798	46,700	41,814	798	42,612
GBV	1,072,800	94,367	1,167,167	1,027,451	79,573	1,107,024
Debt <sup>(iii)</sup>	329,594	66,122	395,716	338,831	55,578	394,409
<b>Debt to GBV</b>	<b>30.7%</b>		<b>33.9%</b>	33.0%		35.6%

(i) Capitalized interest included in the calculation of the interest coverage ratio before adjustments for joint ventures was \$1.2 million for the trailing twelve months ended June 30, 2024 (nil for the six months ended June 30, 2024). The calculation adjusted for joint ventures includes the Company's 15% share of the joint ventures' Adjusted EBITDA and interest expense of \$4.6 million and \$3.1 million, respectively, inclusive of \$1.2 million of capitalized interest for the trailing twelve months ended June 30, 2024 (\$0.8 million for the six months ended June 30, 2024).

(ii) The adjustments to GBV represent the Company's 15% share of the joint ventures' GBV of \$120.3 million less the Company's carrying value in the joint ventures of \$25.9 million. The adjustment for debt represents the Company's 15% share of the joint ventures' mortgages at carrying amount, excluding deferred financing costs.

(iii) Debt includes the Company's convertible debentures at face value of \$126.5 million and excludes deferred financing costs.

## Future Liquidity and Capital Resources

The Company's consolidated cash and cash equivalents on hand was \$136.4 million as at June 30, 2024, as compared with \$75.2 million as at December 31, 2023, representing an increase of \$61.2 million. In addition, the Company has access to a further \$72.2 million in undrawn demand credit facilities. Cash and cash equivalents exclude restricted cash of \$1.0 million.

The Company had a working capital deficiency (current liabilities less current assets) of \$159.3 million as at June 30, 2024, including the current portion of long-term debt of \$162.6 million. Current liabilities include \$125.5 million of the 2025 Debentures with a face value of \$126.5 million maturing in April 2025. The Company expects to refinance the maturing 2025 Debentures with existing liquidity, new unsecured convertible debentures or other secured debt facilities, subject to market conditions.

Management believes that the current cash and cash equivalents on hand, cash from operating activities, available funds from credit facilities and future debt financings will be sufficient to support the Company's ongoing business operations, including required working capital, maintenance capex and debt repayment obligations and the Company's share of capital requirements, in partnership with Axiom, to support our long-term care redevelopment program. Growth through redevelopment of the LTC homes over the next few years, strategic acquisitions and developments may necessitate the

raising of funds through debt, equity financings and/or other means. Decisions will be made on a specific transaction basis and will depend on market and economic conditions at the time.

Inflationary impacts on operating costs, rising interest rates such that capital and credit markets and industry sentiment are adversely affected, ongoing pressures of funding and rate increases not keeping pace with cost increases, health care staffing constraints and the potential for another pandemic, epidemic or outbreak may make it more difficult for the Company to access the necessary capital or credit markets or if able to do so, at a higher cost or less advantageous terms than existing borrowings. In addition, reduced revenue and higher operating costs due to inflationary impacts and rising interest rates may result in reductions or early prepayments of existing financings if covenants are unable to be met (refer to "Risks and Uncertainties").

## **OTHER CONTRACTUAL OBLIGATIONS AND CONTINGENCIES**

### **Commitments**

As at June 30, 2024, the Company had outstanding commitments of \$20.2 million in connection with various IT service and license agreements to support the transition of key IT platforms to cloud-based solutions in support of the Company's growth initiatives.

In December 2023, the Company entered into an agreement to sell the Kingston Class C LTC home for proceeds of \$3.8 million, yielding estimated net proceeds after closing costs of \$3.6 million and a net after-tax gain of \$3.2 million. The sale is anticipated to close in 2024 when the corresponding redevelopment project opens.

For further details on the above commitments and sales transactions, refer to the discussion under "Significant Developments – Ontario LTC Redevelopment Activities" and to *Notes 10 and 12* of the unaudited interim condensed consolidated financial statements).

### **Guarantees**

The Company provides unsecured guarantees related to certain credit facilities held by the Joint Ventures; namely, construction loans and letter of credit facilities in support of ongoing construction of joint venture LTC redevelopment projects and term loans and lease-up credit facilities for operating joint venture LTC homes. As at June 30, 2024, 25 LTC homes within the Joint Ventures have existing credit facilities available of up to \$703.2 million. The guarantees provided by the Company vary depending upon the joint venture and the project, but are typically either on a joint and several basis for 50% of the loan amount or on a several basis for 15% of the loan amount or some lesser portion thereof. The amount of the guarantees vary as borrowings increase on projects under construction and reduce as homes move into operations when guarantee requirements are generally lower. As at June 30, 2024, the Company has provided unsecured guarantees of \$135.0 million in support of the credit facilities held by the Joint Ventures (refer to *Note 12* of the unaudited interim condensed consolidated financial statements).

The Joint Ventures are subject to debt service coverage covenants on certain of their respective credit facilities. The Joint Ventures were in compliance with the covenants as at June 30, 2024.

### **Legal Proceedings and Regulatory Actions**

In the ordinary course of business, the Company is involved in and potentially subject to legal proceedings brought against it from time to time in connection with its operations. The COVID-19 pandemic has increased the risk that litigation or other legal proceedings, regardless of merit, will be commenced against the Company.

In April 2021, the Company was served with a statement of claim filed in the Court of Queen's Bench for Saskatchewan alleging negligence, breach of fiduciary duty, breach of contract and breach of the required standard of care by the Company and certain unnamed defendants in respect of all residents of Company LTC homes and retirement communities located in Saskatchewan as well as their family members. The claim seeks an order certifying the action as a class action and unspecified damages.

In January 2022, four active class actions against the Company in Ontario were consolidated into one action pursuant to the *Class Proceedings Act* (Ontario). The consolidated claim is in respect of all Ontario LTC homes owned, operated, licensed and/or managed by the Company and its affiliates and names as defendants the Company, certain of its affiliates and the owners of any such managed LTC homes and alleges negligence, gross negligence, breach of fiduciary duty, breach of contract, unjust enrichment, wrongful death in respect of all persons who contracted COVID-19 at the residence or subsequently contracted COVID-19 from such persons and breach of section 7 of the *Canadian Charter of Rights and Freedoms*. The consolidated claim seeks damages in the aggregate of \$110.0 million. On March 7, 2024, the consolidated claim was certified against the Company, but only in respect of the Ontario LTC homes it owns and with a gross negligence cause of action. The Company has appealed certain aspects of the decision.

The Company is vigorously defending itself against these claims, and these claims are subject to insurance coverage maintained by the Company. However, given the status of the proceedings, the Company is unable to assess their potential outcome and they could have a materially adverse impact on the Company's business, results of operations and financial condition (see "Risks and Uncertainties").

In December 2020, the Government of Ontario passed Bill 218, *Supporting Ontario's Recovery Act* (Ontario), which provides targeted liability protection against COVID-19 exposure-related claims against any individual, corporation, or other entity that made a "good faith" or "honest" effort to act in accordance with public health guidance and laws relating to COVID-19 and did not otherwise act with "gross negligence". The protection under Bill 218 is retroactive to March 17, 2020, when

Ontario first implemented emergency measures as part of its response to the COVID-19 pandemic. Similar legislation has been passed in other provincial jurisdictions, including Saskatchewan.

In October 2021, the Supreme Court of Canada dismissed an application for leave to appeal by the Attorney General of Ontario which sought to challenge the decision issued by the previous presiding court that ruled in favour of certain unions in respect of a legal challenge to a 2016 Pay Equity Tribunal decision. The unions argued that new pay equity adjustments were required in order to maintain pay equity with municipal LTC homes where PSWs and other direct care workers in other industries are included in determining pay equity. The matter has now been referred back to the Pay Equity Tribunal to settle the matter between the participating LTC homes, unions and the Government and establish a framework for pay equity suitable for the sector. The Company, along with other participants in the LTC sector, including the Government of Ontario, are working to resolve the matter. Given the uncertainty of the matter and the various stakeholders involved, and as a result the wide range of possible settlement outcomes and related funding changes the Company is unable to determine a reliable estimate of the potential outcome and it could have a materially adverse impact on the Company's business, results of operations and financial condition.

## ACCOUNTING POLICIES AND ESTIMATES

### Critical Accounting Policies and Estimates

A full discussion of the Company's critical accounting policies and estimates was provided in the MD&A and the accompanying notes to the audited consolidated financial statements for the year ended December 31, 2023, contained in the Company's 2023 Annual Report. The disclosures in such report have not materially changed since that report was filed, and to the extent there have been any changes in management's estimates, they are discussed under "Significant Developments".

### New Accounting Policies

During the six months ended June 30, 2024, the Company adopted IAS amendments to IAS 1 *Presentation of Financial Statements*, which clarified the criteria of classification of liabilities as current or non-current. The adoption of these amendments to IAS 1 did not have a material impact on the consolidated financial statements (refer to Note 2 of the unaudited interim condensed consolidated financial statements).

## NON-GAAP MEASURES

Certain measures used in this MD&A listed below, including any related per share amounts, used by management to measure, compare and explain the operating results and financial performance of the Company, are not measures recognized under GAAP and do not have standardized meanings prescribed by GAAP. These measures may differ from similar computations as reported by other issuers and, accordingly, may not be comparable to similarly titled measures as reported by such issuers. These measures are not intended to replace earnings (loss) from continuing operations, net earnings (loss), cash flow, or other measures of financial performance and liquidity reported in accordance with GAAP. Such measures are presented in this document because management believes that they are relevant measures of Extendicare's operating performance and ability to pay cash dividends.

Management uses these measures to exclude the impact of certain items, because it believes doing so provides investors a more effective analysis of underlying operating and financial performance and improves comparability of underlying financial performance between periods. The exclusion of certain items does not imply that they are non-recurring or not useful to investors.

These measures are defined below and reconciliations to the most comparable GAAP measure are referenced, as applicable.

**"Net operating income"**, or **"NOI"**, is defined as revenue less operating expenses, and this value represents the underlying performance of the operating business segments.

**"NOI margin"** is defined as NOI as a percentage of revenue.

**"EBITDA"** is defined as earnings (loss) from continuing operations before net finance costs, income taxes, depreciation and amortization.

**"Adjusted EBITDA"** is defined as EBITDA adjusted to exclude the line items "share of profit from investment in joint ventures" and "other (income) expense", and as a result, is equivalent to the line item "earnings before depreciation, amortization, and other" reported on the consolidated statements of earnings. Management believes that certain lenders, investors and analysts use EBITDA, Adjusted EBITDA and Adjusted EBITDA margin to measure a company's ability to service debt and meet other payment obligations, and as a common valuation measurement.

**"Adjusted EBITDA Margin"** is defined as Adjusted EBITDA as a percentage of revenue.

Reconciliations of "net operating income" and "Adjusted EBITDA" to "earnings (loss) from continuing operations before income taxes" are provided under "Select Quarterly Financial Information – Reconciliations of Adjusted EBITDA and Net Operating Income".

**"Earnings (loss) from continuing operations before separately reported items, net of tax"** is defined as earnings (loss) from continuing operations, excluding the following separately reported line items: "fair value adjustments" and "other (income) expense". These line items are reported separately and excluded from certain performance measures, because they are transitional in nature and would otherwise distort historical trends. "Fair value adjustments" relate to the change in the fair value of or gains and losses on interest rate agreements. "Other (income) expense" relates to gains or losses on the disposal or impairment of assets and early retirement of debt, transaction and integration costs in connection



with acquisitions, restructuring and transformation charges, and proxy related costs. The above separately reported line items are reported on a pre-tax and on an after-tax basis as a means of deriving earnings (loss) from operations and related earnings per share excluding such items.

Reconciliations of "earnings (loss) from continuing operations before separately reported items" to "earnings (loss) from continuing operations" are provided under "Statement of Earnings".

**"Funds From Operations", or "FFO",** is defined as net earnings before income taxes, depreciation and amortization and fair value adjustments, and the line item "other (income) expense", less depreciation for furniture, fixtures, equipment and computers, or "depreciation for FFEC", depreciation for office leases, accretion costs, net interest expense and current income taxes (excluding current income taxes in respect of "fair value adjustments" and "other (income) expense" that are not otherwise included in FFO). The Company determines and includes its 15% share of FFO from its joint ventures on this same basis. Depreciation for FFEC is considered representative of the amount of maintenance (non-growth) capital expenditures, or "maintenance capex", to be used in determining FFO, as the depreciation term is generally in line with the life of these assets. FFO is a recognized earnings measure that is widely used by public real estate entities, particularly by those entities that own and/or operate income-producing properties. Management believes that certain investors and analysts use FFO, and as such has included FFO to assist with their understanding of the Company's operating results.

Reconciliations of FFO to "earnings from continuing operations" are provided under "Funds From Operations and Adjusted Funds From Operations – Reconciliations of FFO to Net Earnings".

**"Adjusted Funds From Operations", or "AFFO",** is defined as FFO plus: i) the reversal of non-cash deferred financing and accretion costs; ii) the reversal of non-cash share-based compensation; iii) the principal portion of government capital funding; iv) amounts received from income support arrangements; and v) the reversal of income or loss of the captive insurance company that was included in the determination of FFO, as those operations were funded through investments held for the former U.S. self-insured liabilities, which are not included in the Company's reported cash and cash equivalents. In addition, AFFO is further adjusted to account for the difference in total maintenance capex incurred from the amount deducted in the determination of FFO. Since the Company's actual maintenance capex spending fluctuates on a quarterly basis with the timing of projects and seasonality, the adjustment to AFFO for these expenditures from the amount of depreciation for FFEC already deducted in determining FFO, may result in an increase to AFFO in the interim periods reported. The Company determines and includes its 15% share of AFFO from its joint ventures on this same basis. Management considers AFFO a relevant measure of the ability of the Company to earn cash and pay cash dividends to shareholders.

**"Payout ratio"** is defined as the ratio of dividends declared to AFFO. Management considers this a useful metric to evaluate the Company's dividend capacity.

Both FFO and AFFO are subject to other adjustments, as determined by management in its discretion, that are not representative of the Company's operating performance.

Reconciliations of "net cash from operating activities" to "AFFO" are provided under "Funds From Operations and Adjusted Funds From Operations – Reconciliations of AFFO to Net Cash From Operating Activities".

**"Interest coverage ratio" and "net interest coverage ratio"** are defined as the ratio of Adjusted EBITDA to interest expense, including interest capitalized and excluding financing prepayment costs and the amortization of deferred financing costs, and in the case of "net interest", including interest revenue. Management considers these relevant measures as they indicate the Company's ability to meet its interest cost obligations on a trailing twelve-month basis.

## RISKS AND UNCERTAINTIES

There are certain risks inherent in an investment in securities and activities of the Company, which investors should carefully consider before investing in the Company. Risks and uncertainties are disclosed in the Company's 2023 Annual Information Form, including without limitation, "Risks Related to a Pandemic, Epidemic or Outbreak of a Contagious Illness, such as COVID-19", "Risks Related to Inflationary Pressures and Supply Chain Interruptions", "Risks Related to Liability and Insurance" and "Risks Related to Government Oversight, Funding and Regulatory Changes" found under the section "Risk Factors – Risks Related to the Business". To the extent there have been any changes to those risks or uncertainties as of the date of this MD&A, they are discussed under "Forward-looking Statements" and "Significant Developments".

---

### Endnote

(1) This is a non-GAAP financial measure. Refer to the discussion under "Non-GAAP Measures".



## **Interim Condensed Consolidated Financial Statements**

Q2 2024

**Extendicare Inc.**  
**Dated: August 12, 2024**

**Extendicare Inc.**  
**Interim Condensed Consolidated Financial Statements**

Three and six months ended June 30, 2024 and 2023

<b>Interim Condensed Consolidated Financial Statements.....</b>	<b>1</b>
<b>Notes to the Unaudited Interim Condensed Consolidated Financial Statements</b>	
<b>1 General Information and Nature of the Business .....</b>	<b>6</b>
<b>2 Basis of Preparation .....</b>	<b>6</b>
<b>3 Property and Equipment .....</b>	<b>6</b>
<b>4 Goodwill and Other Intangible Assets .....</b>	<b>7</b>
<b>5 Joint Ventures .....</b>	<b>7</b>
<b>6 Long-term Debt .....</b>	<b>9</b>
<b>7 Share-based Compensation .....</b>	<b>10</b>
<b>8 Share Capital .....</b>	<b>11</b>
<b>9 Expenses by Nature .....</b>	<b>12</b>
<b>10 Other Income and Expense .....</b>	<b>12</b>
<b>11 Net Finance Costs .....</b>	<b>12</b>
<b>12 Commitments and Contingencies .....</b>	<b>13</b>
<b>13 Financial Instruments .....</b>	<b>14</b>
<b>14 Related Party Transactions .....</b>	<b>14</b>
<b>15 Segmented Information .....</b>	<b>15</b>

# Extendicare Inc.

## Interim Condensed Consolidated Statements of Financial Position

(Unaudited)

<i>(thousands of dollars)</i>	<i>notes</i>	<b>June 30, 2024</b>	<b>December 31, 2023</b>
<b>Assets</b>			
Current assets			
Cash and cash equivalents		<b>136,403</b>	75,184
Restricted cash		<b>992</b>	729
Accounts receivable		<b>81,674</b>	88,370
Income taxes recoverable		<b>627</b>	2,656
Other assets		<b>17,075</b>	20,199
Total current assets		<b>236,771</b>	187,138
Non-current assets			
Property and equipment	<b>3</b>	<b>279,131</b>	295,897
Goodwill and other intangible assets	<b>4</b>	<b>123,809</b>	124,307
Other assets		<b>35,163</b>	34,977
Deferred tax assets		<b>5,555</b>	5,885
Investment in joint ventures	<b>5</b>	<b>25,907</b>	24,527
Total non-current assets		<b>469,565</b>	485,593
<b>Total assets</b>		<b>706,336</b>	672,731
<b>Liabilities and Equity</b>			
Current liabilities			
Accounts payable and accrued liabilities		<b>224,241</b>	203,259
Income taxes payable		<b>9,276</b>	3,248
Current portion of long-term debt	<b>6</b>	<b>162,581</b>	19,879
Total current liabilities		<b>396,098</b>	226,386
Non-current liabilities			
Long-term debt	<b>6</b>	<b>163,687</b>	314,637
Provisions		<b>9,453</b>	10,343
Other long-term liabilities		<b>23,607</b>	23,351
Deferred tax liabilities		<b>6,796</b>	10,094
Total non-current liabilities		<b>203,543</b>	358,425
<b>Total liabilities</b>		<b>599,641</b>	584,811
Share capital	<b>8</b>	<b>469,328</b>	467,347
Equity portion of convertible debentures		<b>7,085</b>	7,085
Contributed surplus		<b>11,171</b>	13,087
Accumulated deficit		<b>(375,012)</b>	(393,471)
Accumulated other comprehensive loss		<b>(5,877)</b>	(6,128)
<b>Shareholders' equity</b>		<b>106,695</b>	87,920
<b>Total liabilities and equity</b>		<b>706,336</b>	672,731

See accompanying notes to the unaudited interim condensed consolidated financial statements.  
Commitments and Contingencies (*Note 12*).

**Extendicare Inc.**  
**Interim Condensed Consolidated Statements of Earnings**  
(Unaudited)

		Three months ended June 30,		Six months ended June 30,	
(thousands of dollars except for per share amounts)	notes	2024	2023	2024	2023
<b>Revenue</b>		<b>348,482</b>	307,535	<b>715,577</b>	632,247
Operating expenses		<b>295,675</b>	279,065	<b>618,027</b>	559,213
Administrative costs		<b>14,196</b>	13,694	<b>28,807</b>	27,280
<b>Total expenses</b>	<b>9</b>	<b>309,871</b>	292,759	<b>646,834</b>	586,493
<b>Earnings before depreciation, amortization, and other</b>		<b>38,611</b>	14,776	<b>68,743</b>	45,754
Depreciation and amortization		<b>8,049</b>	7,173	<b>16,204</b>	14,524
Other (income) expense	<b>10</b>	<b>(5,692)</b>	1,402	<b>(3,786)</b>	5,020
Share of profit from investment in joint ventures	<b>5</b>	<b>(265)</b>	—	<b>(1,395)</b>	—
<b>Earnings before net finance costs and income taxes</b>		<b>36,519</b>	6,201	<b>57,720</b>	26,210
Net finance costs	<b>11</b>	<b>3,627</b>	3,096	<b>7,235</b>	7,339
<b>Earnings before income taxes</b>		<b>32,892</b>	3,105	<b>50,485</b>	18,871
Current income tax expense		<b>8,785</b>	506	<b>14,558</b>	4,352
Deferred income tax (recovery) expense		<b>(1,783)</b>	648	<b>(3,059)</b>	988
<b>Total income tax expense</b>		<b>7,002</b>	1,154	<b>11,499</b>	5,340
<b>Net earnings</b>		<b>25,890</b>	1,951	<b>38,986</b>	13,531
<b>Basic Earnings per Share</b>					
Net earnings		<b>\$0.30</b>	\$0.02	<b>\$0.46</b>	\$0.16
<b>Diluted Earnings per Share</b>					
Net earnings		<b>\$0.29</b>	\$0.02	<b>\$0.44</b>	\$0.16

See accompanying notes to the unaudited interim condensed consolidated financial statements.

# **Extendicare Inc.**

## **Interim Condensed Consolidated Statements of Comprehensive Income**

(Unaudited)

	<b>Three months ended June 30,</b>		<b>Six months ended June 30,</b>	
<i>(thousands of dollars)</i>	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
<b>Net earnings</b>	<b>25,890</b>	1,951	<b>38,986</b>	13,531
<b>Other Comprehensive Income, Net of Taxes</b>				
Items that will not be reclassified to profit or loss:				
Defined benefit plan actuarial gains	<b>62</b>	1,501	<b>342</b>	789
Tax expense on changes in defined benefit plan	<b>(17)</b>	(398)	<b>(91)</b>	(209)
Other comprehensive income, net of taxes	<b>45</b>	1,103	<b>251</b>	580
<b>Total comprehensive income</b>	<b>25,935</b>	3,054	<b>39,237</b>	14,111

See accompanying notes to the unaudited interim condensed consolidated financial statements.

# Extendicare Inc.

## Interim Condensed Consolidated Statements of Changes in Equity

(Unaudited)

<i>(thousands of dollars, except for number of shares)</i>	<i>notes</i>	<i>Number of Shares</i>	<i>Share Capital</i>	<i>Equity Portion of Convertible Debentures</i>	<i>Contributed Surplus</i>	<i>Accumulated Deficit</i>	<i>Accumulated Other Comprehensive Loss</i>	<i>Shareholders' Equity</i>
Balance at January 1, 2023		84,728,744	475,415	7,085	10,619	(384,620)	(7,798)	100,701
Purchase of shares for cancellation	8	(627,500)	(3,526)	—	—	(601)	—	(4,127)
Share-based compensation	7	178,702	1,761	—	(75)	(656)	—	1,030
Net earnings		—	—	—	—	13,531	—	13,531
Dividends declared	8	—	—	—	—	(20,282)	—	(20,282)
Other comprehensive income		—	—	—	—	—	580	580
Balance at June 30, 2023		84,279,946	473,650	7,085	10,544	(392,628)	(7,218)	91,433

<i>(thousands of dollars, except for number of shares)</i>	<i>notes</i>	<i>Number of Shares</i>	<i>Share Capital</i>	<i>Equity Portion of Convertible Debentures</i>	<i>Contributed Surplus</i>	<i>Accumulated Deficit</i>	<i>Accumulated Other Comprehensive Loss</i>	<i>Shareholders' Equity</i>
<b>Balance at January 1, 2024</b>		<b>83,158,315</b>	<b>467,347</b>	<b>7,085</b>	<b>13,087</b>	<b>(393,471)</b>	<b>(6,128)</b>	<b>87,920</b>
Share-based compensation	7	308,663	1,981	—	(1,916)	(526)	—	(461)
Net earnings		—	—	—	—	38,986	—	38,986
Dividends declared	8	—	—	—	—	(20,001)	—	(20,001)
Other comprehensive income		—	—	—	—	—	251	251
<b>Balance at June 30, 2024</b>		<b>83,466,978</b>	<b>469,328</b>	<b>7,085</b>	<b>11,171</b>	<b>(375,012)</b>	<b>(5,877)</b>	<b>106,695</b>

See accompanying notes to the unaudited interim condensed consolidated financial statements.

**Extendicare Inc.**  
**Interim Condensed Consolidated Statements of Cash Flows**  
(Unaudited)

		Three months ended June 30,		Six months ended June 30,	
(thousands of dollars)	notes	2024	2023	2024	2023
<b>Operating Activities</b>					
Net earnings		25,890	1,951	38,986	13,531
Adjustments for:					
Share-based compensation		509	1,154	(461)	1,030
Depreciation and amortization	3, 4	8,049	7,173	16,204	14,524
Net finance costs	11	3,627	3,096	7,235	7,339
Current taxes		8,428	506	14,201	4,352
Deferred taxes		(1,783)	648	(3,059)	988
Defined benefit plan expenses		249	311	498	622
Defined benefit plan contributions		(561)	—	(1,002)	(1,096)
Gain on sale of assets to joint venture, net of tax	10	(2,707)	—	(2,707)	—
Gain on sale of Class C LTC assets, net of tax	10	(4,450)	—	(4,450)	—
Share of profit from investment in joint venture	5	(265)	—	(1,395)	—
		36,986	14,839	64,050	41,290
Net change in operating assets and liabilities					
Accounts receivable		19,914	(6,637)	6,819	(19,101)
Other assets		1,388	(1,251)	2,249	82
Accounts payable and accrued liabilities		(8,345)	25,664	22,135	(11,439)
		49,943	32,615	95,253	10,832
Interest paid, net		(3,906)	(4,486)	(5,169)	(5,644)
Income taxes paid, net		(1,882)	(969)	(6,513)	(8,167)
<b>Net cash from (used in) operating activities</b>		<b>44,155</b>	<b>27,160</b>	<b>83,571</b>	<b>(2,979)</b>
<b>Investing Activities</b>					
Purchase of property, equipment and other intangible assets	3, 4	(9,432)	(31,799)	(18,791)	(65,266)
Change in other assets		391	661	859	1,503
Proceeds from sale of assets to joint venture	10	20,482	—	20,482	—
Proceeds from sale of Class C LTC assets	10	5,337	—	5,337	—
Investment in joint ventures	5	(435)	—	(435)	—
Distributions from investment in joint venture	5	225	—	450	—
<b>Net cash from (used in) investing activities</b>		<b>16,568</b>	<b>(31,138)</b>	<b>7,902</b>	<b>(63,763)</b>
<b>Financing Activities</b>					
Issuance of long-term debt	6	—	7,051	—	23,656
Repayment of long-term debt and lease liabilities	6	(4,558)	(4,818)	(9,704)	(10,189)
Change in restricted cash		(204)	(143)	(263)	(285)
Purchase of shares for cancellation	8	—	(4,127)	—	(4,127)
Dividends paid	8	(10,000)	(10,151)	(19,988)	(20,318)
Financing costs	6	(104)	—	(299)	(3)
<b>Net cash used in financing activities</b>		<b>(14,866)</b>	<b>(12,188)</b>	<b>(30,254)</b>	<b>(11,266)</b>
Increase (decrease) in cash and cash equivalents		45,857	(16,166)	61,219	(78,008)
Cash and cash equivalents at beginning of period		90,546	105,439	75,184	167,281
<b>Cash and cash equivalents at end of period</b>		<b>136,403</b>	<b>89,273</b>	<b>136,403</b>	<b>89,273</b>

See accompanying notes to the unaudited interim condensed consolidated financial statements.



## 1. GENERAL INFORMATION AND NATURE OF THE BUSINESS

The common shares (the "Common Shares") of Extendicare Inc. ("Extendicare" or the "Company") are listed on the Toronto Stock Exchange ("TSX") under the symbol "EXE". The Company and its predecessors have been in operation since 1968. The Company is a leading provider of care and services for seniors across Canada, operating under the Extendicare, ParaMed, Extendicare Assist and SGP Purchasing Partner Network ("SGP") brands and is committed to delivering quality care throughout the health continuum to meet the needs of a growing seniors population. The registered office of the Company is located at 3000 Steeles Avenue East, Suite 400, Markham, Ontario, Canada, L3R 4T9.

## 2. BASIS OF PREPARATION

### a) Statement of Compliance

The unaudited interim condensed consolidated financial statements (the "consolidated financial statements") have been prepared in accordance with IAS 34 *Interim Financial Reporting* as issued by the International Accounting Standards Board, and were approved by the board of directors (the "Board") of the Company on August 12, 2024.

The consolidated financial statements do not include all of the information required for full annual consolidated financial statements, and should be read in conjunction with the Company's 2023 annual audited consolidated financial statements. These consolidated financial statements follow the same accounting policies and methods of application as the consolidated financial statements for the year ended December 31, 2023.

### b) Basis of Measurement

The consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. All financial information presented in dollars has been rounded to the nearest thousand, unless otherwise noted.

### c) Accounting Standards Adopted during the Period

During the six months ended June 30, 2024, the Company adopted the following amendment to IFRS Accounting Standards as issued by the International Accounting Standards Board:

#### CLASSIFICATION OF LIABILITIES AS CURRENT OR NON-CURRENT

On January 1, 2024, the Company adopted IAS amendments to IAS 1 *Presentation of Financial Statements*, which clarified the criteria of classification of liabilities as current or non-current. The adoption of these amendments to IAS 1 did not have a material impact on the consolidated financial statements.

## 3. PROPERTY AND EQUIPMENT

	Land & Land Improve- ments	Buildings & Leasehold Improvements	Right-of- use Assets	Furniture & Equipment	Construction in Progress ("CIP")	Projects in Progress ("PIP")	Total
<b>Cost</b>							
January 1, 2023	37,188	335,268	105,992	66,413	120,665	11,083	676,609
Additions	628	2,252	1,251	5,969	62,951	10,600	83,651
Derecognition	—	(1)	(803)	(80)	—	—	(884)
Sale of assets to joint venture ( <i>Note 5</i> )	—	—	—	—	(150,573)	—	(150,573)
Transfers	948	6,782	—	6,536	—	(14,266)	—
December 31, 2023	38,764	344,301	106,440	78,838	33,043	7,417	608,803
Additions	—	207	467	177	5,578	7,106	13,535
Derecognition	—	—	(467)	—	—	—	(467)
Sale of assets to joint venture ( <i>Note 5</i> )	—	—	—	—	(16,059)	(257)	(16,316)
Sale of Class C LTC assets ( <i>Note 10</i> )	(415)	(4,041)	—	(1,406)	—	—	(5,862)
Transfers	50	5,078	—	1,983	2,521	(9,632)	—
<b>June 30, 2024</b>	<b>38,399</b>	<b>345,545</b>	<b>106,440</b>	<b>79,592</b>	<b>25,083</b>	<b>4,634</b>	<b>599,693</b>

	Land & Land Improvements	Buildings & Leasehold Improvements	Right-of-use Assets	Furniture & Equipment	CIP	PIP	Total
<b>Accumulated Depreciation and Impairment Losses</b>							
January 1, 2023	6,081	198,910	48,218	34,681	—	—	287,890
Depreciation	531	11,153	5,932	8,023	—	—	25,639
Derecognition	—	(1)	(577)	(45)	—	—	(623)
December 31, 2023	6,612	210,062	53,573	42,659	—	—	312,906
Depreciation	290	5,367	3,002	3,889	—	—	12,548
Derecognition	—	—	(256)	—	—	—	(256)
Sale of Class C LTC assets (Note 10)	(150)	(3,669)	—	(817)	—	—	(4,636)
<b>June 30, 2024</b>	<b>6,752</b>	<b>211,760</b>	<b>56,319</b>	<b>45,731</b>	<b>—</b>	<b>—</b>	<b>320,562</b>
<b>Carrying Amounts</b>							
December 31, 2023	32,152	134,239	52,867	36,179	33,043	7,417	295,897
<b>June 30, 2024</b>	<b>31,647</b>	<b>133,785</b>	<b>50,121</b>	<b>33,861</b>	<b>25,083</b>	<b>4,634</b>	<b>279,131</b>

#### 4. GOODWILL AND OTHER INTANGIBLE ASSETS

	Goodwill	Operational Entitlements	Software and Other Intangible Assets	Total
<b>Cost</b>				
January 1, 2023	45,850	—	86,442	132,292
Additions	—	20,809	13,020	33,829
December 31, 2023	45,850	20,809	99,462	166,121
Additions	—	—	3,590	3,590
<b>June 30, 2024</b>	<b>45,850</b>	<b>20,809</b>	<b>103,052</b>	<b>169,711</b>
<b>Accumulated Amortization</b>				
January 1, 2023	—	—	35,228	35,228
Amortization	—	550	6,036	6,586
December 31, 2023	—	550	41,264	41,814
Amortization	—	659	3,429	4,088
<b>June 30, 2024</b>	<b>—</b>	<b>1,209</b>	<b>44,693</b>	<b>45,902</b>
<b>Carrying Amounts</b>				
December 31, 2023	45,850	20,259	58,198	124,307
<b>June 30, 2024</b>	<b>45,850</b>	<b>19,600</b>	<b>58,359</b>	<b>123,809</b>

#### 5. JOINT VENTURES

##### Axium Extendicare LTC II LP

Axium Extendicare LTC II LP ("Axium JV II") owns 19 Class A long-term care ("LTC") homes located in Ontario and six homes in Manitoba, consisting of approximately 3,000 funded LTC beds, and one LTC home under construction in Ontario. The Company has a 15% managed interest in the joint venture, with the remaining 85% interest owned by Axium LTC Limited Partnership (with its affiliates, "Axium"). Extendicare is operating the homes in consideration for a customary management fee.

## Axium Extendicare LTC LP

Axium Extendicare LTC LP ("Axium JV") is jointly redeveloping certain of Extendicare's existing Ontario Class C homes. Axium owns an 85% interest and Extendicare has the remaining 15% managed interest. The Company has undertaken all development activities in respect of the joint venture homes and will operate the homes upon completion of construction. In 2023, Extendicare sold four of its redevelopment projects to Axium JV (the "Axium Transaction").

On April 22, 2024, the Company completed the sale to Axium JV of its 256-bed LTC home currently under construction in Orleans, Ontario (*Note 10*). Axium JV owns five LTC homes located in Ontario, one of which is operational and four of which are under construction.

The Company has accounted for its investments in the joint ventures above using the equity method:

	June 30, 2024	December 31, 2023
Interest in Axium JV II - 15% ownership	17,743	16,637
Interest in Axium JV - 15% ownership	8,164	7,890
<b>Total</b>	<b>25,907</b>	<b>24,527</b>

The assets and liabilities of the joint ventures for the periods below including fair value adjustments at acquisition and a reconciliation to the carrying amount of Extendicare's interest are as follows:

	June 30, 2024	December 31, 2023
Current assets (including cash and cash equivalents - \$50,655)	58,777	41,873
Non-current assets	692,018	607,142
<b>Total assets</b>	<b>750,795</b>	<b>649,015</b>
Current liabilities (Current portion of long-term debt - \$123,954)	264,441	195,841
Long-term debt	316,862	292,362
<b>Total liabilities</b>	<b>581,303</b>	<b>488,203</b>
<b>Total net assets (100%)</b>	<b>169,492</b>	<b>160,812</b>
Company share of net assets (15%)	25,396	24,527
Difference between investment carrying amount and underlying equity in net assets <sup>(i)</sup>	511	—
<b>Carrying amount of investment in joint ventures</b>	<b>25,907</b>	<b>24,527</b>

<sup>(i)</sup>Relates primarily to provincial land transfer taxes.

	June 30, 2024	December 31, 2023
Investment in joint ventures as at January 1	24,527	—
Investment in joint ventures	435	25,373
Distributions from investment in joint ventures	(450)	(866)
Share of profit from investment in joint ventures	1,395	20
<b>Investment in joint ventures as at end of period</b>	<b>25,907</b>	<b>24,527</b>

Financial information of the joint ventures for the period are as follows:

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
<b>Revenue</b>	<b>93,930</b>	<b>—</b>	<b>190,166</b>	<b>—</b>
Operating expenses	84,848	—	167,897	—
Administrative costs	167	—	236	—
<b>Earnings before depreciation, amortization, and net finance costs</b>	<b>8,915</b>	<b>—</b>	<b>22,033</b>	<b>—</b>
Depreciation and amortization	3,662	—	6,806	—
Net finance costs	3,487	—	5,930	—
<b>Net income (100%)</b>	<b>1,766</b>	<b>—</b>	<b>9,297</b>	<b>—</b>
<b>Company share of net income (15%)</b>	<b>265</b>	<b>—</b>	<b>1,395</b>	<b>—</b>

## 6. LONG-TERM DEBT

	Interest Rate	Year of Maturity	June 30, 2024	December 31, 2023
Convertible unsecured subordinated debentures	5.00%	2025	125,463	124,867
CMHC mortgages, fixed rate	2.65% - 7.70%	2026 - 2037	38,276	39,878
CMHC mortgage, variable rate	Variable	2027	20,204	20,507
Non-CMHC mortgages and loans	3.49% - 5.64%	2025 - 2038	97,420	99,499
Lease liabilities	3.53% - 5.50%	2024 - 2029	47,194	52,447
Total debt			328,557	337,198
Deferred financing costs			(2,289)	(2,682)
Total debt, net of deferred financing costs			326,268	334,516
Less: current portion			(162,581)	(19,879)
<b>Long-term debt</b>			<b>163,687</b>	<b>314,637</b>

### Principal Repayments

	Convertible Debentures	Mortgages and Loans Regular	Maturity	Lease Liabilities	Total
2024 remaining	—	4,245	—	7,781	12,026
2025	126,500	7,489	17,109	15,083	166,181
2026	—	7,565	—	14,130	21,695
2027	—	5,500	44,058	7,272	56,830
2028	—	5,712	—	2,133	7,845
Thereafter	—	56,349	7,873	7,392	71,614
<b>Total debt principal and lease liability repayments</b>	126,500	86,860	69,040	53,791	336,191
Unamortized accretion of 2025 convertible debentures	(1,037)	—	—	—	(1,037)
Interest on lease liabilities	—	—	—	(6,597)	(6,597)
<b>Principal and lease liabilities, after accretion and interest</b>	125,463	86,860	69,040	47,194	328,557

### Long-term Debt Continuity

	June 30, 2024	December 31, 2023
As at January 1	334,516	383,974
Issuance of long-term debt	—	38,962
New lease liabilities	467	1,251
Accretion and other	596	1,148
Repayments	(3,984)	(7,983)
Payment of lease liabilities	(5,720)	(12,306)
Increase in deferred financing costs	(299)	(85)
Amortization of deferred financing costs	692	1,805
Assumed debt related to the Axium Transaction	—	(72,250)
<b>As at end of period</b>	<b>326,268</b>	<b>334,516</b>

### Convertible Unsecured Subordinated Debentures

In April 2018, the Company issued \$126.5 million aggregate principal amount of 5.00% convertible unsecured subordinated debentures due April 30, 2025 (the "2025 Debentures"), with a conversion price of \$12.25 per Common Share. The initial offering for \$110.0 million of the 2025 Debentures closed on April 17, 2018, and the exercise of the over-allotment option for \$16.5 million debentures closed on April 25, 2018. The debt and equity components of the 2025 Debentures were bifurcated as the financial instrument is considered a compound instrument with \$119.2 million classified as a liability and the residual \$7.3 million classified as equity attributable to the conversion option. The liability portion of the 2025 Debentures is recorded at amortized cost. The fees and transaction costs allocated to the debt component are amortized

over the term of the 2025 Debentures using the effective interest rate method and are recognized as part of net finance costs.

Interest on the 2025 Debentures is payable semi-annually in April and October. On and after May 1, 2023, these debentures may be redeemed by the Company in whole at any time or in part from time to time, at a price equal to the principal amount thereof plus accrued and unpaid interest, on a notice of not more than 60 days and not less than 30 days prior.

Upon the occurrence of a change of control, whereby more than 66.67% of the Common Shares are acquired by any person, or group of persons acting jointly, each holder of the 2025 Debentures may require the Company to purchase their debentures at 101% of the principal plus accrued and unpaid interest. If 90% or more of the debenture holders do so, the Company has the right, but not the obligation, to redeem all the remaining outstanding 2025 Debentures.

## Construction Facilities

	June 30, 2024	December 31, 2023
Construction facilities	—	92,500
Amount drawn down, end of period	—	—
<b>Construction facilities available</b>	<b>—</b>	<b>92,500</b>

In December 2023, the Company secured a \$92.5 million construction facility in connection with its 256-bed LTC redevelopment project in Orleans, Ontario. During the second quarter of 2024, the Company sold this redevelopment project to, and had the related construction facility assumed by, Axiom JV.

## CMHC Mortgages

The Company has one variable rate mortgage, insured through the Canada Mortgage and Housing Corporation ("CMHC") program, that is secured by a Canadian financial institution at a variable rate based on the lender's cost of funds plus 225 basis points. In the first quarter of 2024, the Company extended the maturity date of the mortgage to July 1, 2027.

## Credit Facilities

The Company has two demand credit facilities totalling \$112.3 million. One is secured by 14 Class C LTC homes in Ontario and the other is secured by the assets of the home health care business. Neither of these facilities has financial covenants but do contain normal and customary terms. As at June 30, 2024, \$23.2 million of the facilities secure the Company's defined benefit pension plan obligations (December 31, 2023 – \$27.3 million), \$10.9 million secures the Company's obligation to fund capital contributions to the joint ventures in connection with construction of LTC redevelopment projects within the joint ventures (December 31, 2023 – \$8.0 million), and \$6.0 million was used in connection with obligations relating to LTC homes (December 31, 2023 – \$6.1 million), leaving \$72.2 million unutilized (December 31, 2023 – \$70.9 million).

## Financial Covenants

The Company is subject to debt service coverage covenants on certain of its mortgages and loans. The Company was in compliance with all of these covenants as at June 30, 2024.

## 7. SHARE-BASED COMPENSATION

### Equity-settled Long-term Incentive Plan

The Company's long-term incentive plan ("LTIP") provides for a share-based component of executive and director compensation designed to encourage a greater alignment of the interests of the Company's executives and directors with its shareholders, in the form of deferred share units ("DSUs") for non-employee directors and preferred share units ("PSUs") for employees.

DSUs and PSUs granted under the LTIP do not carry any voting rights. DSUs vest immediately upon grant and PSUs vest with a term of not less than 24 months and not more than 36 months from the date of grant. The Company settled DSUs and PSUs as follows:

	DSUs and PSUs	
	Six months ended June 30,	
	2024	2023
<i>(number of units)</i>		
Settled in Common Shares issued from treasury	308,663	178,702
Settled in cash	346,656	164,650
<b>DSUs and PSUs settled during the period</b>	<b>655,319</b>	<b>343,352</b>

The Company's DSUs and PSUs were an expense of \$1.3 million for the three months ended June 30, 2024 (three months ended June 30, 2023 – \$1.2 million), and \$2.1 million for the six months ended June 30, 2024 (six months ended June 30, 2023 – \$2.1 million), recorded in administrative costs.

The carrying amounts of the Company's DSUs and PSUs are recorded in the consolidated statements of financial position as follows:

	June 30, 2024	December 31, 2023
Contributed surplus – DSUs	5,553	6,240
Contributed surplus – PSUs	5,618	6,847
<b>Total</b>	<b>11,171</b>	<b>13,087</b>

As at June 30, 2024, an aggregate of 3,575,948 (December 31, 2023 – 3,884,611) Common Shares were reserved and available for issuance pursuant to the LTIP.

DSU and PSU activity was as follows:

	DSUs		PSUs	
	Six months ended June 30, 2024	Year ended December 31, 2023	Six months ended June 30, 2024	Year ended December 31, 2023
<i>(number of units)</i>				
Units outstanding, beginning of period	857,813	670,671	1,486,841	1,302,586
Granted	57,678	133,874	498,848	541,178
Reinvested dividend equivalents	28,078	53,268	49,288	102,286
Change due to performance and forfeiture	—	—	10,482	(100,194)
Settled	(179,214)	—	(476,104)	(359,015)
<b>Units outstanding, end of period</b>	<b>764,355</b>	<b>857,813</b>	<b>1,569,355</b>	<b>1,486,841</b>
Weighted average fair value of units granted during the period at grant date	\$7.52	\$6.64	\$7.90	\$6.35

DSUs are fair valued at the date of grant using the previous day's closing trading price of the Common Shares. The grant date values of PSUs awarded were based on the fair values of one award comprised of two equal components being the adjusted funds from operations ("AFFO") and total shareholder return ("TSR"). The fair values of the AFFO component were measured using the previous day's closing trading price of the Common Shares. The fair values of the TSR component were measured using the Monte Carlo simulation method.

PSUs granted and the assumptions used to determine the grant date values are as follows:

	Six months ended June 30, 2024	Year ended December 31, 2023		
Grant date	March 19, 2024	November 21, 2023	August 22, 2023	March 14, 2023
Vesting date	March 19, 2027	March 14, 2026	March 14, 2026	March 14, 2026
PSUs granted	498,848	9,288	2,088	529,802
Fair value of AFFO component	\$3.81	\$3.25	\$3.30	\$3.16
Fair value of TSR component	\$4.09	\$3.34	\$3.25	\$3.19
Grant date fair value	\$7.90	\$6.59	\$6.55	\$6.35
Expected volatility of the Company's Common Shares	18.43 %	18.48 %	17.79 %	19.18 %
Expected volatility of the Index	15.85 %	16.94 %	16.06 %	16.43 %
Risk-free rate	3.94 %	4.32 %	4.68 %	3.50 %
Dividend yield	nil	nil	nil	nil

## 8. SHARE CAPITAL

### Common Shares

Each Common Share is transferable, represents an equal and undivided beneficial interest in the assets of the Company and entitles the holder to one vote at all meetings of shareholders of the Company. Shareholders are entitled to receive dividends from the Company when declared by the Board. During the three and six months ended June 30, 2024 and 2023, the Company declared cash dividends of \$0.12 per share and \$0.24 per share, respectively.

In June 2024, the Company received approval from the TSX to renew its normal course issuer bid ("NCIB") to purchase for cancellation up to 7,159,997 Common Shares, representing 10% of its public float, through the facilities of the TSX and/or through alternative Canadian trading systems, in accordance with TSX rules. The NCIB commenced on July 2, 2024, and provides the Company with flexibility to purchase Common Shares for cancellation until July 1, 2025, or on such earlier date

as the NCIB is complete. The actual number of Common Shares purchased under the NCIB and the timing of any such purchases will be at the Company's discretion. Subject to the TSX's block purchase exception, daily purchases will be limited to 33,143 Common Shares.

Under its prior NCIB that commenced on June 30, 2023 and ended on June 29, 2024, the Company purchased 1,121,631 Common Shares at a cost of \$7.0 million, representing a weighted average price per share of \$6.23. There were no purchases under this NCIB during the three and six months ended June 30, 2024.

## 9. EXPENSES BY NATURE

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023 <sup>(1)</sup>
Employee wages and benefits	271,652	253,702	565,194	500,165
Food, drugs, supplies and other variable costs	14,899	15,376	29,812	30,556
Property based and leases	12,610	13,478	27,425	31,250
Other	10,710	10,203	24,403	24,522
<b>Total operating expenses and administrative costs</b>	<b>309,871</b>	<b>292,759</b>	<b>646,834</b>	<b>586,493</b>

<sup>(1)</sup>Certain comparative information has been reclassified to conform to the current year presentation.

## 10. OTHER INCOME AND EXPENSE

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Strategic transformation costs	1,822	1,402	3,728	5,020
Gain on sale of assets to joint venture	(2,862)	—	(2,862)	—
Gain on sale of Class C LTC assets	(4,652)	—	(4,652)	—
<b>Total other (income) expense</b>	<b>(5,692)</b>	<b>1,402</b>	<b>(3,786)</b>	<b>5,020</b>

### Strategic Transformation Costs

During the three and six months ended June 30, 2024, the Company incurred costs related to the strategic transformation of the Company. Costs incurred include transaction, legal, regulatory, IT integration and management transition costs of \$1.8 million and \$3.7 million, respectively (June 30, 2023 – \$1.4 million and \$5.0 million, respectively).

### Gain on Sale of Assets to Joint Venture

On April 22, 2024, the Company completed the sale to Axiom JV of its 256-bed LTC home currently under construction in Orleans, Ontario for cash proceeds of \$20.1 million, net of Extendicare's 15% retained managed interest, holdbacks and closing costs. The net book value of the project was \$15.5 million, resulting in a gain, net of taxes, certain closing and other costs of \$2.3 million. The gain is also net of \$0.4 million related to the Company's 15% managed interest in the joint venture, and \$0.6 million of gain eliminated related to the Company's 15% interest in the joint venture.

### Gain on Sale of Class C LTC Assets

On April 30, 2024, the Company completed the sale of the land and building associated with its vacated Sudbury (Falconbridge) Class C LTC home for proceeds of \$5.3 million. The net book value of the net assets was \$0.4 million, resulting in a gain, net of taxes, certain closing and other costs of \$4.4 million.

## 11. NET FINANCE COSTS

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Interest expense	5,228	5,149	10,216	10,503
Interest revenue	(1,922)	(1,619)	(3,375)	(3,428)
Accretion	205	377	598	747
Other	116	(811)	(204)	(483)
<b>Net finance costs</b>	<b>3,627</b>	<b>3,096</b>	<b>7,235</b>	<b>7,339</b>

## 12. COMMITMENTS AND CONTINGENCIES

### Commitments

As at June 30, 2024, the Company has outstanding commitments in connection with various IT service and licence agreements to support the transition of key IT platforms to cloud-based solutions in support of the Company's growth initiatives. The expected payments towards those obligations are due as follows:

	<b>Amount</b>
2024	10,807
2025	7,317
2026 and thereafter	2,119
<b>Total</b>	<b>20,243</b>

On October 10, 2023, the Company entered into a \$71.7 million fixed-price construction agreement in connection with the construction of a new 256-bed LTC home in Orleans, Ontario. The fixed-price construction agreement was assumed by Axiom JV upon sale of the redevelopment project on April 22, 2024 by the Company to Axiom JV.

In December 2023, the Company entered into agreements to sell the land and buildings associated with its Sudbury (Falconbridge) and Kingston Class C LTC homes, (collectively, the "Dispositions"). The Sudbury (Countryside) redevelopment project in Axiom JV opened in the first quarter of 2024; the sale of the Sudbury (Falconbridge) assets closed on April 30, 2024 (*Note 10*). The Kingston (Limestone Ridge) redevelopment project in Axiom JV is expected to open in the fourth quarter of 2024; the sale is expected to close shortly thereafter. The Dispositions are subject to certain conditions. Proceeds from the Dispositions, before transaction costs and taxes, are expected to be \$3.8 million in respect of Kingston.

### Guarantees

The Company provides unsecured guarantees related to certain credit facilities held by its joint ventures; namely, construction loans and letter of credit facilities in support of ongoing construction of joint venture LTC redevelopment projects and term loans and lease-up credit facilities for operating joint venture LTC homes. As at June 30, 2024, 25 LTC homes within the joint ventures have existing credit facilities available of up to \$703.2 million. The guarantees provided by the Company vary depending upon the joint venture and the project, but are typically either on a joint and several basis for 50% of the loan amount or on a several basis for 15% of the loan amount or some lesser portion thereof. The amount of the guarantees will vary as borrowings increase on projects under construction and reduce as homes move into operations when guarantee requirements are generally lower. As at June 30, 2024, the Company has provided unsecured guarantees of \$135.0 million in support of the credit facilities held by its joint ventures.

Axiom JV II is subject to debt service coverage covenants on certain of its credit facilities. The joint venture was in compliance with the covenants as at June 30, 2024.

### Legal Proceedings and Regulatory Actions

In the ordinary course of business, the Company is involved in and potentially subject to legal proceedings brought against it from time to time in connection with its operations. The COVID-19 pandemic has increased the risk that litigation or other legal proceedings, regardless of merit, will be commenced against the Company.

In April 2021, the Company was served with a statement of claim filed in the Court of Queen's Bench for Saskatchewan alleging negligence, breach of fiduciary duty, breach of contract and breach of the required standard of care by the Company and certain unnamed defendants in respect of all residents of Company LTC homes and retirement communities located in Saskatchewan as well as their family members. The claim seeks an order certifying the action as a class action and unspecified damages.

In January 2022, four active class actions against the Company in Ontario were consolidated into one action pursuant to the *Class Proceedings Act* (Ontario). The consolidated claim is in respect of all Ontario LTC homes owned, operated, licensed and/or managed by the Company and its affiliates and names as defendants the Company, certain of its affiliates and the owners of any such managed LTC homes and alleges negligence, gross negligence, breach of fiduciary duty, breach of contract, unjust enrichment, wrongful death in respect of all persons who contracted COVID-19 at the residence or subsequently contracted COVID-19 from such persons and breach of section 7 of the *Canadian Charter of Rights and Freedoms*. The consolidated claim seeks damages in the aggregate of \$110.0 million. On March 7, 2024, the consolidated claim was certified against the Company, but only in respect of the Ontario LTC homes it owns and with a gross negligence cause of action. The Company has appealed certain aspects of the decision.

The Company is vigorously defending itself against these claims, and these claims are subject to insurance coverage maintained by the Company. However, given the status of the proceedings, the Company is unable to assess their potential outcome and they could have a materially adverse impact on the Company's business, results of operations and financial condition.

In December 2020, the Government of Ontario passed Bill 218, *Supporting Ontario's Recovery Act* (Ontario), which provides targeted liability protection against COVID-19 exposure-related claims against any individual, corporation, or other entity that made a "good faith" or "honest" effort to act in accordance with public health guidance and laws relating to COVID-19 and did not otherwise act with "gross negligence". The protection under Bill 218 is retroactive to March 17, 2020, when



Ontario first implemented emergency measures as part of its response to the COVID-19 pandemic. Similar legislation has been passed in other provincial jurisdictions, including Saskatchewan.

In October 2021, the Supreme Court of Canada dismissed an application for leave to appeal by the Attorney General of Ontario which sought to challenge the decision issued by the previous presiding court that ruled in favour of certain unions in respect of a legal challenge to a 2016 Pay Equity Tribunal decision. The unions argued that new pay equity adjustments were required in order to maintain pay equity with municipal LTC homes where personal support workers and other direct care workers in other industries are included in determining pay equity. The matter has now been referred back to the Pay Equity Tribunal to settle the matter between the participating LTC homes, unions and the Government and establish a framework for pay equity suitable for the sector. The Company, along with other participants in the LTC sector, including the Government of Ontario, are working to resolve the matter. Given the uncertainty of the matter and the various stakeholders involved, and as a result the wide range of possible settlement outcomes and related funding changes the Company is unable to determine a reliable estimate of the potential outcome. Therefore, the Company did not record a provision with respect to this matter as at June 30, 2024. This matter could have a materially adverse impact on the Company's business, results of operations and financial condition.

### 13. FINANCIAL INSTRUMENTS

#### Fair Values of Financial Instruments

The following table presents the fair value and fair value hierarchy of the Company's financial instruments and excludes financial instruments measured at amortized cost that are short-term in nature. The carrying amounts of the Company's financial instruments approximate their fair values except for items presented below.

As at June 30, 2024	Carrying Amount	Fair Value	Fair Value Hierarchy
Financial assets			
Construction funding subsidy receivable <sup>(i)</sup>	28,743	27,245	Level 2
	28,743	27,245	
Financial liabilities			
Long-term debt <sup>(i)(ii)</sup>	155,900	152,565	Level 2
Convertible unsecured subordinated debentures	125,463	124,919	Level 1
	281,363	277,484	
As at December 31, 2023			
Financial assets			
Construction funding subsidy receivable <sup>(i)</sup>	29,602	28,268	Level 2
	29,602	28,268	
Financial liabilities			
Long-term debt <sup>(i)(ii)</sup>	159,884	157,679	Level 2
Convertible unsecured subordinated debentures	124,867	123,970	Level 1
	284,751	281,649	

<sup>(i)</sup> Includes current portion.

<sup>(ii)</sup> Excludes leases, convertible debentures and netting of deferred financing costs.

### 14. RELATED PARTY TRANSACTIONS

#### Transactions with Joint Ventures

Related party transactions occur between the Company and its joint ventures. These related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to between the related parties. Except as disclosed elsewhere in these consolidated financial statements, the related party balances are included in accounts receivable and accounts payable, revenue, and other income, as applicable.

On April 22, 2024, the Company completed the sale to Axiom JV of its 256-bed LTC home currently under construction in Orleans, Ontario (*Note 10*).

As at June 30, 2024, \$2.1 million (June 30, 2023 – nil) of the Company's accounts receivable related to its joint ventures, and \$3.4 million (June 30, 2023 – nil) of the Company's other long-term liabilities related to unrealized gain. For the three and six months ended June 30, 2024, \$3.9 million and \$7.0 million, respectively (June 30, 2023 – nil) of its revenue related to the joint ventures.

There were \$0.2 million and \$0.4 million, respectively, of distributions from the joint ventures to the Company for the three and six months ended June 30, 2024 (June 30, 2023 – nil).

## 15. SEGMENTED INFORMATION

The Company reports on the following segments: i) long-term care; ii) home health care; iii) managed services, composed of our Extencicare Assist and SGP divisions; and iv) the corporate functions, including the Company's joint venture interests, and any intersegment eliminations as "corporate".

The long-term care segment represents the 52 long-term care homes that the Company owns and operates in Canada. Through the Company's wholly owned subsidiary ParaMed, ParaMed's home health care operations provide complex nursing care, occupational, physical and speech therapy, and assistance with daily activities to accommodate those living at home.

The Company's managed services are composed of its management, consulting and group purchasing divisions. Through the Extencicare Assist division, the Company provides management, consulting and other services to third parties and joint ventures to which the Company is a party; and through the SGP division, the Company offers cost-effective purchasing contracts to other senior care providers for food, capital equipment, furnishings, cleaning and nursing supplies, and office products.

	Three months ended June 30, 2024				
	Long-term Care	Home Health Care	Managed Services	Corporate	Total
<b>Revenue</b>	<b>194,203</b>	<b>136,299</b>	<b>17,980</b>	<b>—</b>	<b>348,482</b>
Operating expenses	<b>168,593</b>	<b>119,180</b>	<b>7,902</b>	<b>—</b>	<b>295,675</b>
<b>Net operating income</b>	<b>25,610</b>	<b>17,119</b>	<b>10,078</b>	<b>—</b>	<b>52,807</b>
Administrative costs				<b>14,196</b>	<b>14,196</b>
<b>Earnings before depreciation, amortization, and other</b>					<b>38,611</b>
Depreciation and amortization				<b>8,049</b>	<b>8,049</b>
Other income				<b>(5,692)</b>	<b>(5,692)</b>
Share of profit from investment in joint ventures				<b>(265)</b>	<b>(265)</b>
<b>Earnings before net finance costs and income taxes</b>					<b>36,519</b>
Net finance costs				<b>3,627</b>	<b>3,627</b>
<b>Earnings before income taxes</b>					<b>32,892</b>
Current income tax expense				<b>8,785</b>	<b>8,785</b>
Deferred income tax recovery				<b>(1,783)</b>	<b>(1,783)</b>
Total income tax expense				<b>7,002</b>	<b>7,002</b>
<b>Net earnings</b>					<b>25,890</b>

  

	Three months ended June 30, 2023				
	Long-term Care	Home Health Care	Managed Services	Corporate	Total
<b>Revenue</b>	182,377	116,327	8,831	—	307,535
Operating expenses	168,504	106,274	4,287	—	279,065
<b>Net operating income</b>	13,873	10,053	4,544	—	28,470
Administrative costs				13,694	13,694
<b>Earnings before depreciation, amortization, and other</b>					14,776
Depreciation and amortization				7,173	7,173
Other expense				1,402	1,402
<b>Earnings before net finance costs and income taxes</b>					6,201
Net finance costs				3,096	3,096
<b>Earnings before income taxes</b>					3,105
Current income tax expense				506	506
Deferred income tax expense				648	648
Total income tax expense				1,154	1,154
<b>Net earnings</b>					1,951

	Six months ended June 30, 2024				
	Long-term Care	Home Health Care	Managed Services	Corporate	Total
<b>Revenue</b>	<b>400,692</b>	<b>279,830</b>	<b>35,055</b>	<b>—</b>	<b>715,577</b>
Operating expenses	<b>349,753</b>	<b>251,958</b>	<b>16,316</b>	<b>—</b>	<b>618,027</b>
<b>Net operating income</b>	<b>50,939</b>	<b>27,872</b>	<b>18,739</b>	<b>—</b>	<b>97,550</b>
Administrative costs				<b>28,807</b>	<b>28,807</b>
<b>Earnings before depreciation, amortization, and other</b>					<b>68,743</b>
Depreciation and amortization				<b>16,204</b>	<b>16,204</b>
Other income				<b>(3,786)</b>	<b>(3,786)</b>
Share of profit from investment in joint ventures				<b>(1,395)</b>	<b>(1,395)</b>
<b>Earnings before net finance costs and income taxes</b>					<b>57,720</b>
Net finance costs				<b>7,235</b>	<b>7,235</b>
<b>Earnings before income taxes</b>					<b>50,485</b>
Current income tax expense				<b>14,558</b>	<b>14,558</b>
Deferred income tax recovery				<b>(3,059)</b>	<b>(3,059)</b>
Total income tax expense				<b>11,499</b>	<b>11,499</b>
<b>Net earnings</b>					<b>38,986</b>

  

	Six months ended June 30, 2023				
	Long-term Care	Home Health Care	Managed Services	Corporate	Total
<b>Revenue</b>	389,988	223,754	18,505	—	632,247
Operating expenses	342,361	207,268	9,584	—	559,213
<b>Net operating income</b>	47,627	16,486	8,921	—	73,034
Administrative costs				27,280	27,280
<b>Earnings before depreciation, amortization, and other</b>					45,754
Depreciation and amortization				14,524	14,524
Other expense				5,020	5,020
<b>Earnings before net finance costs and income taxes</b>					26,210
Net finance costs				7,339	7,339
<b>Earnings before income taxes</b>					18,871
Current income tax expense				4,352	4,352
Deferred income tax expense				988	988
Total income tax expense				5,340	5,340
<b>Net earnings</b>					13,531

**Extendicare**

**ParaMed**

**Extendicare**  
ASSIST

**SGP** PURCHASING  
NETWORK

3000 Steeles Avenue East, Suite 400, Markham, ON L3R 4T9  
T 905.470.4000 | F 905.470.5588 | [www.extendicare.com](http://www.extendicare.com)